(Please scan this QR Code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated: March 30, 2025
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

TEA POST LIMITED

CORPORATE IDENTITY NUMBER: U15491GJ2015PLC085010

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
D-0001, Elanza Crest, near Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Ahmedabad-380059, Gujarat, India	**Daisy Mehta.** Company Secretary and Compliance Officer.	**Email**: compliance@teapost.in **Tel:** +91 96648 70834	www.teapost.in.

PROMOTERS OF OUR COMPANY: DASHANI DARSHAN ANILBHAI, DASHANI DIVYA D, SAMIR ANILBAHI DASHANI, DASHANI BHAKTI S, PARESH PRAVINCHANDRA JOSHI, JAYSHREEBEN P JOSHI AND ACCLAIM ENTERPRISE LLP

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE^	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIB, NII, RII & EMPLOYEES
Fresh Issue and Offer for Sale	Up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●] lakhs.	Up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●] lakhs.	Up to 2,85,00,000 Equity Shares of face value ₹1 each.aggregating up to ₹[●] lakhs.	This Offer is being made through Book Building Process in terms of Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure.Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") as our Company does not fulfil the requirement under Regulations 6(1)(a) and 6(1)(c) of the SEBI ICDR Regulations. For further details, see "***Other Regulatory and Statutory Disclosures –Authority for the Offer***" on page 322. For details in relation to share reservation amongst Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders, see "***Offer Structure***" on page 342

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

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE ₹1 EACH OFFERED/ AMOUNT (₹ IN LAKHS)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
IndiaNivesh Venture Capital Fund	Selling Shareholder	Up to 1,42,50,000 of face value ₹1 each aggregating up to ₹[●] lakhs	**5.00**

**As certified by our Statutory Auditors pursuant to their certificate dated March 30, 2025*

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price (as determined by our Company, in consultation with the Book Running Lead Manager ("**BRLM**"), in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for the Offer Price***" on page 133), 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 nor regarding the price at which the EquityShares 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 Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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 33.

THE COMPANY'S AND THE SELLING SHAREHOLDER'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 Offer, which is material in the context of the Offer, 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. Further, the Selling Shareholder accepts responsibility for and confirms only the statements specifically made by them in this Draft Red Herring Prospectus solely in relation to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company in this Draft Red Herring Prospectus.

LISTING

The Equity Shares once offered through the Red Herring Prospectus are proposed to be listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). Our Company has received 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to letter dated [●] and [●] respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
SRUJAN ALPHA CAPITAL ADVISORS Adding Alpha to Value	**SRUJAN ALPHA CAPITAL ADVISORS LLP**	Jinesh Doshi	**Telephone No:** +91 22 4603 0709 **Email:** teaproject@srujanalpha.com

REGISTRAR TO THE OFFER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
CAMEO	**CAMEO CORPORATE SERVICES LIMITED**	K. Sreepriya	**Telephone:** +91 44 4002 0700 **Email:** priya@cameoindia.com

BID/OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER DATE*	[●]	**BID/OFFER OPENS ON***	[●]	**BID/OFFER 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 Investors Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company may, in consultation with the Book Running Lead Manager, 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.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

DRAFT RED HERRING PROSPECTUS
Dated: March 30, 2025
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

TEA POST LIMITED

Our Company was originally incorporated as Tea Post Private Limited a private limited company under the provisions of the Companies Act, 2013 pursuant to a certificate of incorporation dated November 05, 2015 issued by Assistant Registrar of Companies, Gujarat. Our Company was subsequently converted to a public limited company pursuant to shareholder's resolution dated September 30, 2024, consequent to which the name of our Company was changed from 'Tea Post Private Limited' to 'Tea Post Limited', and a fresh certificate on incorporate dated December 05, 2024 was issued by the Registrar of Companies, Central Processing Centre.

Corporate Identity Number: U15491GJ2015PLC085010
Registered and Corporate Office: D-0001, Elanza Crest, near Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Ahmedabad – 380 059, Gujarat, India
Contact Person: Daisy Mehta, Company Secretary and Compliance Officer; **Telephone**:+ 91 96648 70834
E-mail: compliance@teapost.in; **Website**: www.teapost.in

PROMOTERS OF OUR COMPANY: DASHANI DARSHAN ANILBHAI, DASHANI DIVYA D, SAMIR ANILBAHI DASHANI, DASHANI BHAKTI S, PARESH PRAVINCHANDRA JOSHI, JAYSHREEBEN P JOSHI AND ACCLAIM ENTERPRISE LLP

INITIAL PUBLIC OFFERING OF UP TO 2,85,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF TEA POST LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 1,42,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 1EACH BY OUR COMPANY AGGREGATING UP TO ₹[●] LAKH.(THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 1,42,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH AGGREGATING UP TO ₹[●] LAKHS BY INDIANIVESH VENTURE CAPITAL FUND (THE "SELLING SHAREHOLDER", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDER, THE "OFFERED SHARES") (SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, "THE OFFER"). THE OFFER WILL CONSTITUTE [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE SEE SECTION TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 335.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 1 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF[●], AN ENGLISH NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION AND ALL EDITIONS OF [●], A GUJARATI DAILY NEWSPAPER WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") ('NSE' TOGETHER WITH 'BSE', THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING.ON.THEIR.RESPECTIVE.WEBSITES.IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Banks, as required under the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**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 QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be availablefor allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIBPortion, 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 all QIBs. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to validBids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available forallocation to Non-Institutional Bidders with a Bid size of more than ₹2.00 Lakhs and up to ₹10.00 Lakhs and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹10.00 Lakhs provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations,subject to valid Bids being received at or above the Offer Price. Unsubscribed portion in either of the categories of Non-Institutional Portionand Retail IndividualPortion may be allocated to Applicants in any other category(ies), subject to receipt of valid Bids. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to.which.their corresponding Bid Amount will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as the casemay be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "***Offer Procedure***" on page 346**.**

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 1 each. The Offer Price, Floor Price and Cap Price (determined by our Company, in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under *"**Basis for Offer Price**"* on page 133), 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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 33

THE COMPANY'S AND THE SELLING SHAREHOLDER'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 this Offer, which is material in the context of this Offer, 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. Further, the Selling Shareholder accepts responsibility for and confirms only the statements specifically made by them in this Draft Red Herring Prospectus solely in relation to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●] respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 393

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
SRUJAN ALPHA CAPITAL ADVISORS LLP **Registered Address:** 112A, 1st floor, Arun Bazar, S.V. Road Beside Bank of India, Malad (West), Mumbai - 400 064 Maharashtra, India **Corporate Office:** 824 & 825, Corporate Avenue Sonawala Rd, opposite Atlanta Centre Sonawala Industry Estate Goregaon, Mumbai – 400 064 Maharashtra, India **Telephone:** +91 022- 4603 0709 **Contact Person**: Jinesh Doshi **E-mail**: projecttea@srujanalpha.com **Website**: www.srujanalpha.com **Investor Grievance E-mail**: partners@srujanalpha.com , jinesh@srujanalpha.com **SEBI Registration No.:** INM000012829	**CAMEO CORPORATE SERVICES LIMITED** **Registered Address**: "Subramanian Building", #1, Club House Road Chennai – 600 002, Tamil Nadu, India **Telephone**: +91 44 4002 0700 **Fax**: +91 44 2846 0129 **Contact Person**: K Sreepriya **Email**: priya@cameoindia.com **Website**: www.cameoindia.com **CIN:** U67120TN1998PLC041613 **Investor Greivance Email:** ipo@cameoindia.com **SEBI Registration Number**: INR000003753

BID/OFFER PERIOD	
ANCHOR INVESTOR BIDDING DATE*	**[●]**
BID/ OFFER OPENS ON**	**[●]**
BID/ OFFER 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/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company may, in consultation with the Book Running Lead Manager, 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.*

**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing.*

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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 indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI Act, SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below), the definitions given below shall prevail.

*The terms not defined herein but used in "**Objects of the Offer**", "**History and Certain Corporate Matters**", "**Financial Indebtedness**", "**Basis of Offer Price**", "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies**", "**Restated Financial Statements**", "**Outstanding Litigation and Other Material Developments**" "**Offer Procedure**" and "**Description of Equity Shares and Terms of Articles of Association**", on pages 116, 216, 251, 133, 143, 146, 210, 251, 314, 346 and 367 respectively, will have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	Unless the context otherwise implies or expressly states, Tea Post Limited, a public limited company incorporated under Companies Act, 2013 having its registered office at D-0001, Elanza Crest, near Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Ahmedabad – 380 059, Gujarat, India.
"we", "our" or "us"	Unless the context otherwise indicates or implies, our Company, as at and during the relevant period / Fiscal/ Financial Year.

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time.
"Audit Committee"	The audit committee of our Board, as described in "***Our Management – Board Committees – Audit Committee***" on page 228.
"Board" or "Board of Directors"	The board of directors of our Company unless otherwise specified or any committee constituted thereof..
"Chief Financial Officer"	The chief financial officer of our Company, Puneet Tibrewal. For further details see, "***Our Management – Key Managerial Personnel and Senior Managerial Personnel***" on page 237.
"Chief Operating Officer"	The chief operating officer of our Company, Raminder Singh Rekhi. For further details see, "***Our Management – Key Managerial Personnel and Senior Managerial Personnel***" on page 237.
"Company Secretary and Compliance Officer"	The company secretary and compliance officer of our Company, being Daisy Mehta. For further details see, "***Our Management – Key Managerial Personnel and Senior Management***" on page 237**.**
"Corporate Social Responsibility Committee/ CSR Committee"	The corporate social responsibility committee of our Company constituted in accordance with section 135 and other applicable provisions of the Companies Act, 2013. For details see "***Our Management – Corporate Governance***" on

Term	Description
	page 228.
"Director(s)"	The director(s) on our Board. For details see, "***Our Management***" on page 221.
"Equity Shares"	The equity shares of our Company of face value of ₹1 each.
"Executive Director(s)"	Executive director(s) on our Board of Directors, as described in "***Our Management***" on page 221**.**
"Group Companies"	In terms of SEBI ICDR Regulations, the term 'group companies' includes companies with which there were related party transactions in accordance with Ind AS 24 as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in "***Our Group Companies***" on page 248.
"Independent Director(s)/ Non-Executive Independent Directors"	The non-executive independent directors on our Board, who are eligible to be appointed.as independent directors under the provisions of the Companies Act, 2013 and the SEBI.Listing Regulations. For details of the Independent Directors, see "***Our Management***" on page 221.
"IPO Committee"	The committee constituted by our Board of Directors for the Offer, as described in "***Our Management – Board Committees – IPO Committee***" on page 233.
"Key Managerial Personnel"	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel***" on page 237.
"Managing Director"/ "Chairman and Managing Director"/ "Chairman"	The chairman and managing director of our Company, being Dashani Darshan Anilbhai.
"Materiality Policy"	The policy adopted by our Board pursuant to its resolution dated March 27, 2025 for identification of: (a) material outstanding litigations; (b) material creditors; and (c) identification of group companies, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board, as described in "***Our Management – Board Committees – Nomination and Remuneration Committee***" on page 230.
"Promoters"	The promoters of our Company, Dashani Darshan Anilbhai, Dashani Divya D, Samir Anilbahi Dashani, Dashani Bhakti S, Paresh Pravinchandra Joshi, Jayshreeben P Joshi and Acclaim Enterprise LLP, as described in "***Our Promoters and Promoter Group***" on page 240.
"Promoter Group"	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "***Our Promoters and Promoter Group***" on page 240 **.**
"Registered Office"	The registered office of our Company, which is located at D-0001, Elanza Crest, near Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Ahmedabad – 380 059, Gujarat, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, Gujarat at Ahmedabad.
"Restated Financial Statements"	The restated financial statements of our Company comprising of the of the restated statement of assets and liabilities of the Company as at the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, the restated statement of profit and loss, the restated statement of cash flows, the restated statement of changes in equity of the Group for the six-month period ended September 30, 2024 and for each of the Fiscal 2024, Fiscal 2023 and Fiscal 2022, and the summary statement of significant accounting policies, and other explanatory information prepared in terms of.the requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019), as amended, issued by ICAI.

Term	Description
"Risk Management Committee"	The risk management committee of our Board of Directors, as described in "***Our Management***" on page 221.
"Selling Shareholder or Investor Selling Share Holder"	Selling shareholder shall mean India Nivesh Venture Capital Fund.
"Senior Management"	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "***Our Management – Key Managerial Personnel and Senior Management***" on page 237.
"Shareholders" or "members"	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board of Directors, as described in "***Our Management***" on page 221.
"Statutory Auditors" or "Auditors"	Statutory auditors of our Company, M/s. Mukesh M Shah & Co, Chartered Accountants.
"Whole-Time Director(s)"	Whole-time director(s) of our Company, as described in "***Our Management***" on page 221.

Offer Related Terms

Term	Description
"Abridged Prospectus"	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
"Acknowledgement Slip"	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
"Allot' or "Allotment" or 'Allotted"	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders.
"Allotment Advice"	Advice or intimation of Allotment sent to the Bidders who have bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom an Allotment is made.
"Anchor Investor(s)"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 10,00.00 lakhs.
"Anchor Investor Allocation Price"	The final price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLM.
"Anchor Investor Application Form"	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
"Anchor Investor Bid/ Offer Period" or "Anchor Investor Bidding Date"	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
"Anchor Investor Offer Price"	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM.
"Anchor Investor Portion"	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.

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	One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
"Anchor Investor Pay-in Date"	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
"ASBA" or "Application Supported by Blocked Amount"	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
"ASBA Bid"	A Bid made by an ASBA Bidder.
"ASBA Bidder(s)"	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and "the Sponsor Bank(s), as the case may be
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 346.
"Bid(s)"	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
"Bid Amount"	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form (less Employee Discount, if any) and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
"Bid cum Application Form"	The Anchor Investor Application Form or the ASBA Form, as the context requires.
"Bidder" or "Applicant"	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.
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"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, which shall be notified in all editions of the English national daily newspaper [●], all editions of

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	the Hindi national daily newspaper [●], all editions of Gujarati newspaper [●] (Gujarati being the regional language of Ahmedabad, where our Registered Office is located) each with wide circulation, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations. Our Company in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.
"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, which shall be notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], all editions of Gujarati newspaper [●] (Gujarati being the regional language of Ahmedabad, where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations.
"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 Bidders can submit their Bids, including any revisions thereof.
"Book Building Process"	The book building process provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
"Book Running Lead Manager" or "BRLM"	The book running lead manager to the Offer, being Srujan Alpha Capital Advisors LLP.
"Broker Centres"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
"Cap Price"	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
"Cash Escrow and Sponsor Banks Agreement"	The agreement to be entered amongst our Company, the Selling Shareholder, the Registrar to the Offer, the BRLM, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s).
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account.
"CDP" or "Collecting Depository Participant"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars, and as per the list available on the websites of BSE and NSE.
"Compliance Officer for the Offer"	Compliance officer for the Offer in terms of the SEBI ICDR Regulations.
"Cut-Off Price"	Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLM.

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	Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"D&B" or "Dun & Bradstreet"	Dun & Bradstreet India Private Limited appointed by our Company pursuant to an engagement letter dated November 29, 2024.
"D&B Report"	The industry report titled *"OSR Industry in India*" dated March 27, 2025 prepared and issued by D&B, appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer.
"Demographic Details"	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
"Designated CDP Locations"	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated Date"	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
"Designated Intermediary(ies)"	In relation to ASBA Forms submitted by RIBs, Eligible Employees and HNIs bidding with an application size of ₹ 500,000(not using UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
"Designated RTA Locations"	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated March 31, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the

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	price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
"Eligible NRI"	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to,or purchase the Equity Shares.
"Escrow Account(s)"	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
"Escrow Collection Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●].
"First or sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
"Fresh Issue"	Fresh issue of up to 1,42,50,000 Equity Sharesof face value of ₹1 each for cash at a price of ₹[●] each, aggregating up to ₹[●] lakhs by our Company.
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued in accordance with the circular no. (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/TPD1/CIR/P/2023/140) dated August 9, 2023 as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges, and the BRLM.
"Mutual Fund Portion"	[●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net Proceeds"	Gross proceeds less Offer related expenses. For further details about use of the Offer Proceeds and the Offer related expenses, see "***Objects of the Offer***" on page 116.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
"NBFC-SI" or "Systemically Important Non-Banking Financial Company"	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Non-Institutional Investors" or "Non-Institutional Bidders" or "NIIs" or "NIBs"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹20.00 lakhs (but not including NRIs other than Eligible NRIs).
"Non-Institutional Portion"	The portion of the Offer being not.less than 15% of the Net Offer comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 1,000,000: Provided that the unsubscribed portion in either of the sub-categories specified in

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	clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.
"Offer"	The initial public offer of up to 2,85,00,000 Equity Shares of face value ₹1 each each for cash at a price of ₹[●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] Lakhs consisting of a Fresh issue of up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●] Lakhs by our Company and an Offer for Sale of up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹[●] Lakhs, by the Selling Shareholder.
"Offer Agreement"	The agreement dated March 29, 2025, among our Company, the Selling Shareholder, the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
"Offer for Sale"	The offer for sale of up to 1,42,50,000 Equity Shares of face value ₹1 each of face value ₹1 each aggregating up to ₹ [●] Lakhs by the Selling Shareholders.
"Offer Price"	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLM on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus and the Prospectus.
"Offered Shares"	Up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹[●] Lakhs being offered for sale by the Selling Shareholder in the Offer for Sale.
"Offer Proceeds"	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders.For further information about use of the Offer Proceeds, see "***Objects of the Offer***" on page 116.
"Price Band"	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot and Employee Discount if any, as decided by our Company in consultation with the BRLMs will be advertised in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], all editions of Gujarati newspaper [●] (Gujarati being the regional language of Ahmedabad, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company in consultation with the BRLM, finalises the Offer Price.
"Prospectus"	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
"Public Offer Account"	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
"Public Offer Account Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being [●].
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"QIB Bidders"	QIBs who Bid in the Offer.

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"QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of not more than [●] Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
"QIB Bid/ Offer Closing Date"	In the event our Company in consultation with the BRLM, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise, it shall be the same as the Bid/Offer Closing Date.
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
"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.
"Refund Bank"	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
"Registrar Agreement"	The agreement dated March 29, 2025 entered into among our Company, the Selling Shareholder and the Registrar to the Offer.
"Registered Brokers"	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
"Registrar to the Offer" or "Registrar"	Cameo Corporate Services Limited, a company incorporated under the Companies Act, 1956, as amended and having its registered office at Subramanian Building" 1 Club House Road, Chennai – 600 002, Tamil Nadu, India.
"Resident Indian"	A person resident in India, as defined under FEMA.
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or 'RII(s)' or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 2.00 Lakhs in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
"Retail Portion"	The portion of the Offer being not less than 10% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
"SEBI ICDR Master Circular"	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154, dated November 11, 2024, as amended
"SEBI RTA Master Circular"	SEBI RTA master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
"Self-certified Syndicate	The banks registered with SEBI, which offer the facility of ASBA services, (i) in

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Bank(s)" or "SCSB(s)"	relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.
"Share Escrow Agent"	The share escrow agent appointed pursuant to the Share Escrow Agreement, being [●].
"Share Escrow Agreement"	The agreement to be entered between our Company, the Selling Shareholder and the Share Escrow Agent.
"Specified Locations"	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
"Specified Securities"	Specified securities as defined under Regulation 2(eee) of the SEBI ICDR Regulations, 2018
"Sponsor Banks"	Banks registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars., the Sponsor Banks in this case being [●].
"Stock Exchanges"	BSE Limited and National Stock Exchange of India Limited.
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate Agreement"	The agreement to be entered between our Company, the Registrar to the Offer, the Selling Shareholder, the BRLM and the Syndicate Members.
"Syndicate Members"	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, being [●].
"Syndicate" or "Members of the Syndicate"	The BRLM and the Syndicate Members.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement to be entered between the Underwriters, our Company and the Selling Shareholder, entered into on or after the Pricing Date but prior to filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable.
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees Bidding in Employee Reservation Portion; and (iii) Non-Institutional Bidders with a Bid Amount of up to ₹ 5.00 Lakhs in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5.00 Lakhs using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share

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	transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	The SEBI ICDR Master Circular, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 (to the extent that such circulars pertain to the UPI Mechanism), NSE circulars (23/2022) dated July 22, 2022 and (25/2022) dated August 3, 2022, the BSE notices (20220722-30) dated July 22, 2022 and (20220803-40) dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard as updated from time to time.
"UPI ID"	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. Such request shall be accepted by UPI Bidders at or before 5.00 pm on Bid/Offer Closing Date.
"UPI Mechanism"	The bidding mechanism that may be used by an UPI Bidder to make a Bid in the Offer in accordance with UPI Circulars.
"UPI PIN"	Password to authenticate UPI transaction.
"Wilful Defaulter" or "Fraudulent Borrower"	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
"Working Day"	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI circulars.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
"GDP"	Gross Domestic Product
"GVA"	Gross Value Added
"IIP"	Index of Industrial Production
"PFCE"	Private Final Consumption Expenditure
"GFCF"	Gross fixed capital formation
"WPI"	Wholesale Price Index
"CPI"	Consumer Price Index
'y-o-y"	Year on Year
"m-o-m"	Month on Month
"IMF"	International Monetary Fund
"RBI"	Reserve Bank of India
"MOSPI"	The Ministry of Statistics and Programme Implementation
"Est.", "Adv. Est"	Estimated, Advance Estimates
"P", "F"	Projected, Forecast
"USD"	US Dollar
"INR"	Indian Rupee
"Mn", "Bn", "Tn", "Cr"	Million, Billion, Trillion, Crore
"PLI"	Production Linked Incentive
"QSR"	Quick Service Restaurant

Term	Description
“CAGR”	Compound Annual Growth Rate
“FDI”	Foreign Direct Investment
“NRAI”	National Restaurant Association of India
“COCO”	**Company-Owned, Company-Operated**
“FOCO”	Franchisee Owned Company Operated
“COFO”	Company Owned Franchise Operated
“RTD”	Ready-to-Drink
“FSSAI”	Food Safety and Standards Authority of India
“FLRS”	Food Licensing and Registration System
“NOC”	No Objection Certificate
“HACCP”	Hazard Analysis Critical Control Point
“FIFO”	First In, First Out
“FMFO”	First Manufactured, First Out
“FEFO”	First Expired, First Out
“EBITDA”	Earnings Before Interest, Taxes, Depreciation, and Amortization
“PAT”	Profit After Tax
“PPM”	Parts Per Million

Conventional and General Terms or Abbreviations

Term	Description
“AGM”	Annual General Meeting.
“AIF”	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
“BSE”	BSE Limited.
“Category I FPI”	FPIs registered as “Category I foreign portfolio investors” under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
“Category II FPI”	FPIs registered as “Category II foreign portfolio investors” under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
“CDSL”	Central Depository Services (India) Limited.
“CIN”	Corporate Identity Number.
“CIT”	Commissioner of Income Tax.
“Companies Act”	Companies Act, 1956 and Companies Act, 2013, as applicable.
“Companies Act, 1956”	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
“Companies Act, 2013”	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force.
“CSR”	Corporate Social Responsibility.
“Depositories”	NSDL and CDSL.
“Depositories Act”	The Depositories Act, 1996, read with regulations framed thereunder.
“DIN”	Director Identification Number.
“DP ID”	Depository Participant’s Identity Number.
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act.
“EPS”	Earnings Per Share.
“ESIC”	Employees’ State Insurance Corporation
“FCNR”	Foreign currency non-resident account.
“FDI”	Foreign Direct Investment.
“FEMA”	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
“FEMA NDI Rules”	Foreign Exchange Management (Non-debt Instrument) Rules, 2019.

Term	Description
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
"FPI(s)"	Foreign portfolio investors as defined under the SEBI FPI Regulations.
"FVCI"	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"GDP"	Gross domestic product.
"GoI" or "Government" or "Central Government"	The Government of India.
"GST"	Goods and services tax.
"HUF"	Hindu undivided family.
"ICAI"	The Institute of Chartered Accountants of India.
"IT"	Income Tax
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board.
"Income Tax Act"	Income- Tax Act, 1961, read with the rules framed thereunder.
"Income Tax Rules"	Income- Tax Rules, 1962.
"Ind AS"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
"Indian GAAP"	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
"IPO"	Initial public offering.
"IST"	Indian Standard Time.
"MCA"	Ministry of Corporate Affairs, Government of India.
"Mn" or "mn"	Million.
"N.A." or "NA"	Not applicable.
"NAV"	Net asset value.
"NEFT"	National Electronic Fund Transfer.
"NRI"	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
"p.a."	Per annum.
"P/E Ratio"	Price/earnings ratio.
"PAN"	Permanent account number.
"PAT"	Profit after tax.
"PF"	Provident Fund
"RBI"	Reserve Bank of India.
"RTGS"	Real time gross settlement.
"R&D"	Research and development
"SCRA"	Securities Contracts (Regulation) Act, 1956.
"SCRR"	Securities Contracts (Regulation) Rules, 1957.
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
"SEBI Act"	Securities and Exchange Board of India Act, 1992.

Term	Description
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
“SEBI Insider Trading Regulations”	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
“SEBI SBEB and Sweat Equity Regulations”	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
“SEBI VCF Regulations”	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
“State Government”	The government of a state in India.
“Stock Exchanges”	The BSE and NSE
“STT”	Securities transaction tax.
“Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
“TDS”	Tax deducted at source.
“U.S.”/ “U.S.A.”/ “United States”	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended.
“VCFs”	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
“Year”/ “Calendar Year”	The 12 month period ending December 31.

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Red Herring Prospectus are to the Republic of India, together with its territories and possessions, and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "U.S.", "U.S.A.", or the "United States" are to the United States of America and its territories and possessions.

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal or a Fiscal Year are to the year ended on March 31, of that calendar year.

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

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Currency and Units of Presentation

All references to "**Rupees**", "**Rs.**", "**INR**" or "**₹**" are to Indian Rupees, the official currency of the Republic of India. All references to "**£**" or "**GBP**" are to Great Britain Pound, the official currency of the United Kingdom. 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 figures in decimals (including percentages) have been rounded off to one or two decimals, or to the nearest whole number. Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "Lakh" units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than Lakhs in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements.

The Restated Financial Statements included in this Draft Red Herring Prospectus comprise the restated statement of assets and liabilities as at six-month period ended September 30, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the six-month period ended September 30, 2024, and the Fiscal 2024, Fiscal 2023 and Fiscal 2022, the summary statement of significant accounting policies, and other explanatory information, together with the annexures and the notes thereto, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. See "***Summary of Restated Financial Statements***" and "***Restated Financial Statements***" on pages 77 and 251, respectively.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all referencesin this Draft Red Herring Prospectus to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Our Restated Financial Statements have been prepared in accordance with Ind AS. There are significant differences between Ind AS, International Financial Reporting Standards ("**IFRS**") and Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India. Accordingly, any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial information. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "***Risk Factors - Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.***" on page 70.

Certain additional financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals, including percentages, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded off to such number of decimal points as provided in their respective sources.

Non-GAAP Financial Measures

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Gross Profit, Gross Profit Margin, PAT Margin, CAGR, Net Asset Value per Equity Share, Return on Net worth, Return on equity, Net worth, EBIT, Capital Employed, Return on Capital Employed and others ("Non-GAAP Measures"), have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible.

These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies and hencehave limited usefulness as a comparative measure. For details, see "***Risk Factors – We have in this***

Draft Red Herring Prospectusincluded certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies" on page 67.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies used in the Draft Red Herring Prospectus:

(in ₹ unless otherwise stated)

Currency	Exchange rate as on			
	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1 US$	83.79	83.37	82.22	75.81

Source: Foreign exchange reference rates as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point. If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Industry and Market Data

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "**Report on QSR Industry in India**" dated March 27, 2025" (the "**D&B Report**") prepared and issued by Dun & Bradstreet India Private Limited ("**D&B**"), appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer. D&B is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner.*

Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant financial period. A copy of the D&B Report is available on the website of our Company at www.teapost.in until the Bid/Offer Closing Date.

Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year, refers to such information for the relevant year. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. For risks in relation to the D&B Report, see "***Risk Factors – Certain sections of this Draft Red Herring***

Prospectus disclose information from the D&B Report which have been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks” *on page 62*.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "*forward-looking statements*". These forward-looking statements include statements which can generally be identified by words or phrases such as "*aim*", "*anticipate*", '*are likely*', "*believe*", "*continue*", "*expect*", "*estimate*", "*intend*", "*will likely*", "*likely to*", "may", "seek to", "shall", "objective", "plan", "project", "propose", "will", "will continue", "will pursue", "will achieve", "can", "could", "goal", "should" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- A significant portion of our brand sales are derived from our franchise-operated Tea Cafés. Our inability to maintain, renew or enhance relationships with our franchisees could adversely affect our business, results of operations and financial condition;
- Our business prospects depend on the strength of our brand i.e. 'Tea Post'. If we are unable to maintain and enhance the value and reputation of our brand and/or counter any negative publicity, our business, results of operations and financial condition could be materially adversely affected;
- Our proposed new Tea Cafés may not be profitable or perform as planned and could also adversely impact sales of our existing Tea Café, which could adversely affect our business, results of operations and financial condition;
- We intend to expand our Tea Café network within our current operating regions and also enter into new geographies and therefore we may be exposed to significant liability and could lose some or all of our investment in such new regions, as a result of which our business, financial condition and results of operations could be adversely affected;
- Majority of our Tea Cafés are concentrated Gujarat and Maharashtra, and we generate the majority of sale from our Tea Cafés in these states. Any adverse developments affecting our operations in these states could have an adverse impact on our revenue and results of operations;
- We are exposed to all of the risks associated with leasing real estate, and any adverse developments which could materially affect our business, results of operations and financial condition;
- We make significant capital improvements to our leased Tea Cafés, the cost of which we may be unable to recoup;
- Any adverse development in relation to our relationship with as well as performance of third-party food delivery apps, may adversely affect our business, results of operations and financial condition;
- The success of our business strategy relies on our ability to establish, sustain, and effectively deliver our value leadership approach which includes offering quality products at competitive price points and ensuring operational efficiency to support our pricing model; and

- Our warehouse facility plays a crucial role in our business operations, serving as the central hub for inventory management, supply chain coordination, and distribution to our Tea Cafés.

For a discussion of factors that could cause our actual results to differ from our expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 33, 186 and 285, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance..

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

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholder, and the BRLM or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. The Selling Shareholder shall, severally and not jointly, ensure that the Company is informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in relation to itself and its respective portion of the Offered Shares in the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE OFFER DOCUMENT

*This section is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "**Risk Factors**", "**The Offer**", "**Capital Structure**", "**Objects of the Offer**", "**Industry Overview**", "**Our Business**", "**Financial Information**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**", "**Outstanding Litigation and Material Developments**", "**Offer Procedure**" and "**Main Provisions of the Articles of Association**" on pages 33, 75, 89, 89, 116, 146, 186, 251, 285, 314 and 367 respectively.*

Summary of the primary business of the Company

We are an organized tea café chain operating under the Indian quick service restaurant segment, serving freshly prepared tea and other beverages along with complementing snacks. Tea Post is the largest player in organized tea retailing industry in Gujarat, in terms of store count. (*Source: D&B Report*). As on February 28, 2025, our operations encompassed a network of 248 company-operated and franchisee-operated stores ("***Tea Café(s)***") located across 61 cities within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In addition to the Indian markets, we have recently expanded our footprint in the international market of United Arab Emirates ("**UAE**") through three (3) of our newly opened franchisee-operated Tea Cafés.

Summary of the industry in which the Company operates

The Quick Service Restaurant (QSR) industry in India has experienced significant growth, evolving from street food stalls to modern, technology-driven establishments. Key drivers include increasing urbanization, rising disposable incomes, and the growing female workforce. The sector has expanded rapidly across metro and Tier II/III cities, with both international and local chains adapting their offerings to suit Indian tastes. The rise of food delivery platforms, changing consumer preferences towards healthier options, and digital connectivity have further fueled this growth. The QSR industry is poised for continued expansion, driven by convenience, affordability, and evolving consumer demands.

Names of the Promoters

Our Promoters are Dashani Darshan Anilbhai, Dashani Divya D, Samir Anilbahi Dashani, Dashani Bhakti S, Paresh Pravinchandra Joshi, Jayshreeben P Joshi and Acclaim Enterprise LLP. For further details, see "***Our Promoters and Promoter Group***" on page 240.

Offer Size

The following table summarizes the details of the Offer. For further details, see "***The Offer***" and "***Offer Structure***" on pages 75 and 342, respectively.

Offer[(1)]	Up to 2,85,00,000 Equity Shares of face value ₹1 for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Shares) aggregating up to ₹ [●] Lakhs
Of which:	
Fresh Issue[(1)]	Up to 1,42,50,000 Equity Shares of face value ₹1 aggregating up to ₹ [●] Lakhs
Offer for Sale[(2)]	Up to 1,42,50,000 Equity Shares of face value ₹1 aggregating up to ₹ [●] Lakhs

(1) *The Offer has been authorised pursuant to the resolutions dated February 28, 2025, passed by the Board and the Fresh Issue has been authorised pursuant to the resolution dated March 25, 2025, passed by the Shareholders. Our Board has taken on record the respective consents and authorisations of the Selling Shareholder to participate in the Offer for Sale pursuant to its resolution dated March 25, 2025.*

(2) *The Selling Shareholder has confirmed that the Offered Shares are eligible for being offered for sale in the Offer for Sale in accordance with the SEBI ICDR Regulations. The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale, as disclosed in "**Other Regulatory and Statutory Disclosures – Authority for the Offer**" on page 322.*

The Offer shall constitute *[●]*% of the fully diluted post-Offer Equity Share capital of face value ₹1 of our Company. See "***The Offer***" on page 75.

Objects of the Offer

The objects for which the Net Proceeds from the Offer shall be utilized are as follows:

Particulars	Estimated Amount (in ₹ lakhs)
Capital expenditure for expansion and opening of new café by the Company	Up to 3,946.55
General corporate purposes*	[●]
Net Proceeds	[●]

** To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds, in accordance with Regulation 7(3) of the SEBI ICDR Regulations.*

Aggregate pre-Offer shareholding of our Promoter, members of our Promoter Group and Selling Shareholder

The aggregate pre-Offer shareholding of our Promoters and Promoter Group as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Name of the Shareholder	Pre-Offer		Post-Offer(1)	
	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares held	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters				
Acclaim Enterprise LLP	3,05,47,000	33.96	[●]	[●]
Dashani Darshan Anilbhai	20,10,250	2.23	[●]	[●]
Samir Anilbhai Dashani	8,85,280	0.98	[●]	[●]
Dashani Bhakti S	90,640	0.10	[●]	[●]
Joshi Jayshreeben Pareshbhai	90,640	0.10	[●]	[●]
Dashani Divya D	90,640	0.10	[●]	[●]
Pareshbhai Joshi	Nil	Nil	[●]	[●]
Total (A)	**3,37,14,450**	**37.48**	[●]	[●]
Members of the Promoter Group				
-	-	-	-	-
Total (B)	-	-	-	-
Total (A + B)	**3,37,14,450**	**37.48**	[●]	[●]

(1) *To be computed prior to the filing of the Prospectus with the RoC.*

The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

	Name of shareholder	Pre-Offer		Post-Offer(1)	
		No. of Equity Shares	Percentage of pre-Offer capital (%)	No. of Equity Shares	Percentage of post-Offer capital (%)
1.	IndiaNivesh Venture Capital Fund	3,30,05,720	36.69	[●]	[●]
	Total	**3,30,05,720**	**36.69**	**[●]**	**[●]**

(1) *To be computed prior to filing of the Prospectus with the RoC.*

Shareholding of Promoter, Promoter Group, and additional top 10 Shareholders of our Company

Set out below is the shareholding of our Promoter, Promoter Group, and additional top 10 Shareholders as of the date of allotment

Sr. No.	Pre-Issue shareholding as at the date of Allotment			Post-Issue shareholding as at Allotment(3)	
	Shareholders	Number of Equity	Share holding (in	At the lower end of the price band (₹ [●])	At the upper end of the price band (₹ [●])

		Shares [2]	%) [2]	Number of Equity Shares [2]	Share holding (in %)[2]	Number of Equity Shares[2]	Share holding (in %)[2]
1.	Acclaim Enterprise LLP	3,05,07,400	33.91	[●]	[●]	[●]	[●]
	Darshan Anilbhai Dashani	20,10,250	2.23	[●]	[●]	[●]	[●]
	Samir Anilbhai Dashani	8,85,280	0.98	[●]	[●]	[●]	[●]
	Bhakti Samirbhai Dashani	90,640	0.10	[●]	[●]	[●]	[●]
	Joshi Jayshreeben Pareshbhai	90,640	0.10	[●]	[●]	[●]	[●]
	Divyaben Darshanbhai Dashani	90,640	0.10	[●]	[●]	[●]	[●]
	Pareshbhai Joshi	Nil	Nil	[●]	[●]	[●]	[●]
	Promoter Group [1]	Nil	Nil	[●]	[●]	[●]	[●]
2.	Indianivesh Venture Captial	3,30,05,720	36.96	[●]	[●]	[●]	[●]
3.	Aaradhya Tradebiz LLP	41,70,320	4.64	[●]	[●]	[●]	[●]
4.	Puneet Tiberwal	26,06,681	2.90	[●]	[●]	[●]	[●]
5.	Shitalben Shaileshkumar Thakkar	11,25,960	1.25	[●]	[●]	[●]	[●]
6.	Wealth 4 U Hospitality Consultancy Private Limited	11,25,960	1.25	[●]	[●]	[●]	[●]
7.	Vishnu Kumar Jangir	10,000	0.02	[●]	[●]	[●]	[●]
8.	Narendra Choudhary	10,000	0.02	[●]	[●]	[●]	[●]
9.	Raminder Singh Rekhi	8,03,990	0.89	[●]	[●]	[●]	[●]
10.	Kambhampati Venkat Subrahmanya Pawan	4,40,000	0.49	[●]	[●]	[●]	[●]

(1) There is no shareholding in Promoter Group.
2) Includes all options, if any, that have been exercised until date of Prospectus and any transfers of Equity Shares by existing shareholders after the date of the pre-Issue and Price Band advertisement until the date of the Prospectus.
3) Based on the Issue price of ₹ [●] and subject to finalisation of the basis of allotment.

Summary of Restated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as of and for the six-month period ended September 30, 2024, and as of and for the financial years ended March 31, 2024, 2023 and 2022 derived from the Restated Financial Statements are as follows:

(in ₹ Lakhs , except as indicated below))

Particulars	As of and for the six-month period ended September 30, 2024	Fiscals		
		2024	2023	2022
(A) Equity Share Capital	75.06	73.10	73.10	72.77
(B).Other Equity	1,942.02	877.41	992.38	1,042.74
(C) Total Equity	2,019.08	950.51	1,065.48	1,125.50
(D) Revenue from Operations	3,137.47	5,401.96	4,324.27	2,588.20
(E) Profit before tax for the Year/period	(34.47)	(92.73)	(85.74)	(117.75)
(F) Profit after tax for the Year/period	(48.33)	(101.86)	(94.51)	(93.71)
(G) Earnings per Equity Share (basic, in ₹)[(1).]	(0.06)	(0.13)	(0.12)	(0.14)
(H) Earnings per Equity Share (diluted, in ₹)[(2)]	(0.06)	(0.13)	(0.12)	(0.13)
(I) Net Asset Value per Equity Share[(3)]	2.47	1.18	1.33	1.62
(J) Return on Equity (Return on Net Worth) (in %)[(4)]	(3.26%)	(10.11%)	(8.63%)	(10.38%)
(K) Total borrowings[(5)]	19.50	415.21	144.38	16.91

Notes:[(1).]Basic Earnings Per Share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

[(2)] Diluted Earnings per Share is calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would have been issued upon conversion of all the dilutive potential equity shares.

[(3)] Calculated as restated Net Worth at the end of the year divided by the weighted average number of equity shares outstanding at the end of the year.

[(4)] Calculated by dividing profit after tax by average of closing Net Worth during that year and the previous year.

[(5)] Total borrowings represent the sum of current borrowings, non- current borrowings and current portion of non-current borrowings.

For further details, see "***Financial Information – Restated Financial Statements***" on page 251.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Statements

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Financial Statements.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters and litigation involving the Group Companies that has a material impact on our Company, as of the date of this Draft Red Herring Prospectus, as also disclosed in "***Outstanding Litigation and Material Developments***" on page 314 is provided below.

Nature of Cases	Number of outstanding cases	Amount Involved* (₹ in lakhs)
Litigation involving our Company		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	1	Not Ascertainable
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Directors (other than Promoter)		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Director	Nil	Nil
Material civil litigation by our Director	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Promoters		
Criminal proceedings against our Promoters	Nil	Nil

Nature of Cases	Number of outstanding cases	Amount Involved* (₹ in lakhs)
Criminal proceedings by our Promoters	Nil	Nil
Material civil litigation against our Promoters	Nil	Nil
Material civil litigation by our Promoters	1	Not Ascertainable
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Litiagtion involving our KMPs and SMPs (other than Promoters)		
Criminal proceedings against our KMPs and SMPs	Nil	Nil
Criminal proceedings by our KMPs and SMPs	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

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

For further details, see "***Outstanding Litigation and Material Developments***" on page 314.

Risk Factors

For details of the risks applicable to us, see "***Risk Factors***" on page 33.

Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities and commitments as of September 30, 2024 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from the Restated Financial Statements:

(in ₹ Lakhs *)*

Particulars	As of September 30, 2024
(A) Contingent Liabilities:	
(a) In respect of guarantee given by Bank and/or counter guarantee given by group	9.00
(B) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	-
Total	9.00

For further details of our contingent liabilities, see "***Restated Financial Statements – Contingent Liabilities & Commitments***" on page 277.

Summary of Related Party Transactions

The details of related party transactions entered into by our Company for the six-month period ended September 30, 2024, and financial years ended March 31, 2024, 2023 and 2022, as per Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations are as set out in the table below:

Details of related party transactions:

Sr. No.	Particulars	Nature of Transaction	(₹ in lakhs)			
			Six Month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
A.						**Sales**
1.	Dashani Darshan Anilbhai		0.10	-	0.06	-
2.	Samir Dashani		0.31	0.09	0.23	0.18
3.	Devika Rekhi		0.02	0.06	0.02	-
4.	Raminder singh Rekhi		-	-	-	0.01

	Total		0.43	0.15	0.32	0.19
	Total Related Party Sales to Total Revenue from Operations		0.014%	0.003%	0.007%	0.007%
B.						**Expenses**
1.	Tea Post Wellwish Foundation	Donation	0.26	0.26	0.10	0.45
2.	Acclaim Enterprise LLP	Purchase of Goods	-	1.13	-	-
3.	Raminder singh Rekhi – HUF	Commission Expenses	1.70	3.55	3.11	2.61
4.	Dashani Darshan Anilbhai	Director Remuneration	33.00	57.00	42.83	24.96
5.	Raminder Singh Rekhi	Director Remuneration	33.00	35.88	40.72	30.07
6.	Raminder Singh Rekhi	Ex-Gratia Bonus	18.00	-	-	-
7.	Samir Dashani	Salary	24.00	39.00	28.08	17.50
8.	Jayvardhan Dashani	Salary	1.27	1.08	-	-
	Total		111.23	137.89	114.85	75.59
	Total Related Party Expenses to Total Expenses		3.46%	2.48%	2.58%	2.78%
C.						**Capital Contribution**
1.	Divya Darshan Dashani	Issue of Share Capital (Incl Premium)	-	0.00	10.00	-
2.	Dashani Darshan Anilbhai	Issue of Share Capital (Incl Premium)	137.97	-	-	-
3.	Samir Dashani	Issue of Share Capital (Incl Premium)	27.59	-	-	-
4.	Raminder Singh Rekhi	Issue of Share Capital (Incl Premium)	55.18	-	-	-
D.						**Finance**
1.	Raminder singh Rekhi – HUF	Deposit Repayment	1.50	3.00	3.00	3.25
2.	Dashani Darshan Anilbhai	Advance Received back	-	-	-	20.24
3.	Samir Dashani	Advance Received back	-	-	-	7.58
E.	**Receivable**					
4.	**Raminder Singh Rekhi**	**Advance Salary**	**-**	**14.72**	**-**	**-**
F.	**Payable**					
1.	Raminder Singh Rekhi	Remuneration Payable	5.55	-	3.48	-
2.	Samir Dashani	Salary Payable	5.93	3.65	0.79	-
3.	Raminder singh Rekhi – HUF	Commission Payable	0.23	0.33	0.29	-
4.	Dashani Darshan Anilbhai	Remuneration Payable	8.58	3.69	2.11	-

For details of the related party transactions, see "***Financial Information – Restated Financial Statements – Note 36: Information of related party transactions as required by Ind AS 24 - Related Party Disclosures***" on page 280.

Financing Arrangements

Our Promoters, members of our Promoter Group, our Directors and their relatives have not financed the purchase by any person of securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholder in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by the Promoters, in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoter**	Number of Equity Shares acquired in last one year	Weighted average price of acquisition per Equity Share (in ₹)*
Acclaim Enterprise LLP	3,05,30,500	Nil
Dashani Darshan Anilbhai	20,10,250	6.86
Samir Anilbhai Dashani	12,87,220	5.77
Dashani Bhakti S	90,640	11.03
Joshi Jayshreeben Pareshbhai	90,640	11.03
Dashani Divya D	90,640	11.03
Pareshbhai Joshi	Nil	Nil

**As certified by M/s. Mukesh M Shah & Co., Chartered Accountants, pursuant to their certificate dated* March 30, *2025*

**Persuant to resolution passed at the General Meeting of share holders dated December 31, 2024, the Company has approved sub-division of 1(One) equity share of Face value of ₹ 10 each to face value of ₹ 1 each. Accordingly the authorised share capital of ₹ 4,00,00,000 was sub-divided from 40,00,000 shares of Face Value of ₹ 10 each to 4,00,00,000 shares of Face Value of ₹ 1 each.*

The weighted average price at which the Equity Shares were acquired by the Selling Shareholder (other than the Promoters), in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Selling Shareholder	Number of Equity Shares acquired in last one year	Weighted average price of acquisition per Equity Share (in ₹)*#
M/s. IndiaNivesh Venture Capital Fund	3,30,05,720	5.00

**As certified by Statutory Auditors, pursuant to their certificate dated March 27, 2025.*

**Persuant to resolution passed at the General Meeting of share holders dated December 31, 2024, the Company has approved sub-division of 1(One) equity share of Face value of ₹ 10 each to face value of ₹ 1 each. Accordingly, the authorised share capital of ₹ 4,00,00,000 was sub-divided from 40,00,000 shares of Face Value of ₹ 10 each to 4,00,00,000 shares of face value of ₹ 1 each.*

#For arriving on the weighted average price at which the Equity Shares of the Company were acquired by the Selling Shareholder, only acquisition of Equity Shares has been considered while arriving at weighted average price per Equity Share for last one year.

Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholder

The average cost of acquisition of Equity Shares for our Promoters as on the date of this Draft Red Herring Prospectus is as set out below:

Name of Promoters	Number of Equity Shares held	Average cost of acquisition per Equity Share (₹)*
Acclaim Enterprise LLP	3,05,47,000	Nil
Darshan Anilbhai Dashani	20,10,250	6.86
Samir Anilbhai Dashani	12,87,220	5.77
Bhakti Samirbhai Dashani	90,640	11.03
Joshi Jayshreeben Pareshbhai	90,640	11.03
Divyaben Darshanbhai Dashani	90,640	11.03
Pareshbhai Joshi	Nil	Nil

**As certified by Statutory Auditors pursuant to their certificate dated March 30, 2025.*

**Persuant to resolution passed at the General Meeting of Shareholders dated December 31, 2024, the Company has approved sub-division of 1(One) equity share of Face value of ₹ 10 each to face value of ₹ 1 each. Accordingly, the authorised share capital of ₹ 4,00,00,000 was sub-divided from 40,00,000 shares of Face Value of ₹ 10 each to 4,00,00,000 shares of Face Value of ₹ 1 each.*

The average cost of acquisition of Equity Shares for the Selling Shareholder (other than the Promoters) as on the date of this Draft Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
M/s. IndiaNivesh Venture Capital Fund	3,30,05,720	5.00

*As certified by Statutory Auditors pursuant to their certificate dated March 30, 2025
*Persuant to resolution passed at the extra-ordinary general meeting of Shareholders dated December 31, 2024, the Company has approved sub-division of 1(One) equity share of Face value of ₹ 10 each to face value of ₹ 1 each. Accordingly, the authorised share capital of ₹ 4,00,00,000 was sub-divided from 40,00,000 shares of Face Value of ₹ 10 each to 4,00,00,000 shares of Face Value of ₹ 1 each.

Details of price at which Equity Shares were acquired by our Promoters, the members of the Promoter Group, the Selling Shareholder and Shareholders with the right to nominate Directors or any other rights in the last three years preceding the date of this Draft Red Herring Prospectus

There have been no Equity Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, Promoter Group, and the Selling Shareholder with the right to nominate Directors or any other rights in the last three years preceding the date of this Draft Red Herring Prospectus.

Details of weighted average cost of acquisition of all Equity Shares transacted over the trailing three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition (WACA) (in ₹)*	Lower End of the Price Band is 'X' times the WACA^	Upper End of the Price Band is 'X' times the WACA^	Range of acquisition price Lowest Price - Highest Price (in ₹)*
Last three years	13.58	[●]	[●]	[●]
Last 18 months	19.33	[●]	[●]	[●]
Last one year	19.33	[●]	[●]	[●]

*As certified by Statutory Auditors pursuant to their certificate dated March 30, 2025.
^To be updated in Prospectus.

Issue of equity shares for consideration other than cash or bonus issue in the last one year

Except as stated below, our Company has not issued any shares in the past for consideration other than cash or by way of bonus issue, as of the date of this Draft Red Herring Prospectus:

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
March 27, 2025	8,17,79,310	10	N.A.	Bonus Issue in the ratio of 10 Equity Shares for every 1 Equity Shares held.	Alloment of 3,00,05,200 Equity Shares to Indianivesh Venture Capital Fund, 277,70,000 Equity Shares to Acclaim Enterprise Llp, 37,91,200 Equity Shares to Darshan Anilbhai Dashani, 16,01,000 Equity Shares to Bijal Darshit Pujara, 14,91,200 Equity Shares to Darshit Prataprai Pujara, 11,70,200 Equity Shares to Samir Anilbhai Dashani, 10,23,600 Equity Shares to Shitalben Shaileshkumar Thakkar, 7,72,500 Equity Shares to Shreeji Capital And Finance Limited, 7,72,500 Equity Shares to Wealth 4 U Hospitality Consultancy

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Private Limited, 7,30,900 Equity Shares to Raminder Singh Rekhi, 4,00,000 Equity Shares to Kambhampati Venkat Subrahmanya Pawan, 3,41,400 Equity Shares to Atrichhaya Financial Private Limited, 3,40,000 Equity Shares to Sangeeta Gattani, 3,09,100 Equity Shares to Apurva Goswamy & Dr B N Goswamy (Acting On Behalf Of Goswamy Family Trust), 3,00,000 Equity Shares to Jaya Prem Rajdev, 2,00,000 Equity Shares to Nisha Rathi, 1,70,000 Equity Shares to Soha Ventures Llp, 1,70,000 Equity Shares to Vinod Kumar Jaria, 1,70,000 Equity Shares to K L Bafna & Sons, 1,70,000 Equity Shares to Hemant Panpalia, 1,70,000 Equity Shares to Harshil Rajeshbhai Limbasiya, 1,70,000 Equity Shares to Punit Navinchandra Joshi, 1,70,000 Equity Shares to Deven M Shah, 1,70,000 Equity Shares to Ambrish Balwant Mehta, 1,40,000 Equity Shares to B N Rathi Securities Limited, 1,20,000 Equity Shares to Karan Gouri, 1,02,500 Equity Shares to J K Shah Huf, 1,02, 500 Equity Shares to Impress Strategic Communications Private Limited, 1,02,500 Equity Shares to Purshottam Chandak Huf, 1,02,500 Equity Shares to Mukesh Kumar (HUF), 1,00,000 Equity Shares To Uphar Homfin Private Limited, 1,00,000 Equity Shares to Savita Sourabh Mantri, 97,400 Equity Shares to Harshgopal Hasitbhai Dashani, 82,400 Equity Shares to Bhakti Samirbhai Dashani, 82,400 Equity Shares to Joshi Jayshreeben Pareshbhai, 82,400 Equity Shares to

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Divyaben Darshanbhai Dashani, 80,000 Equity Shares to Mayankbhai Rameshchandra Thakker, 70,000 Equity Shares to Samir Sanghvi, 70,000 Equity Shares to Gaurishankar Jhalani, 70,000 Equity Shares to Varsha Pawankumar Lakhotia, 70,000 Equity Shares to Devendra R Kothari HUF, 70,000 Equity Shares to Dhruvin Jayesh Doshi, 66,500 Equity Shares To Meet Shaileshbhai Surani, 66,500 Equity Shares to Jeet Bhaveshbhai Sheth, 61,800 Equity Shares to Shagun Singh, 60,000 Equity Shares to Dharmesh Himatbhai Patel, 55,000 Equity Shares to Rahul Mahesh AgarwaL, 55,000 Equity Shares to Jigar Ajay Gandhi, 50,000 Equity Shares to Sajid Balubhai Lalani, 50,000 Equity Shares to Rozina Salimbhai Khetani, 48,000 Equity Shares to Maheshkumar Narottamdas Thakkar, 48,000 Equity Shares to Atul Sardarsinh Bahesh, 40,000 Equity Shares to Nikunj Pravin Virani, 40,000 Equity Shares to Amita Chirag Ajmera, 40,000 Equity Shares to Dipti Nirav Ajmera, 40,000 Equity Shares to Shambhu Nath Yadav, 40,000 Equity Shares to Piyush Rasikbhai Unadkat, 40,000 Equity Shares to Kunjal Piyushbhai Unadkat, 38,000 Equity Shares to Deepak Kumar Poddar, 37,500 Equity Shares to Amr Agriplastex Private Limited, 37,500 Equity Shares to Ajay Gandhi HUF, 35,000 Equity Shares to Mitt Hasmukh Limbachia, 35,000 Equity Shares to Pratik Prafulchandra Thakrar, 33,500 Equity Shares to Pruthvik Pravinbhai

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Viradiya, 30,000 Equity Shares to Sonal Dhiren Shethia, 25,000 Equity Shares to Sachinkumar Mafatlal Mistry, 20,000 Equity Shares to Ahele Sahilbhai Abdulrafikbhai, 20,000 Equity Shares to Arup Ratan Agarwal, 20,000 Equity Shares to John Bovas, 15,000 Equity Shares to Dhwanil Shah, 15,000 Equity Shares to Mohammedsaffan Salauddin Ajmerwala, 15,000 Equity Shares to Bhimappa Sidappa, 11,000 Equity Shares to Jayesh Kesur Pampaniya, 11,000 Equity Shares to Manan Thakkar, 10,000 Equity Shares to Prashant Pramod Brahmane, 9,000 Equity Shares to Reena Vishnu Dutt Sharma, 6,500 Equity Shares to Parihar Prabhat Singh, 6,500 Equity Shares to Arpit Bharatbhai Jobanputra, 3,57,200 Equity Shares to Deepak Sultania, 3,57,200 Equity Shares to Uttam Tibrewal, 1,66,700 Equity Shares to Deepan Shah, 35,000 Equity Shares to Vishesh Ruparelia, 83,300 Equity Shares to Hitesh Kumar Rathore, 83,300 Equity Shares Arthi Rathore, 89,300 Equity Shares to Divya Rathi, 1,78,600 Equity Shares to Radhey Shyam Jaithliya, 89,300 Equity Shares to Anish Rathi, 23,000 Equity Shares to Madhav Sandeep Palan, 89,300 Equity Shares to Indra Rathi, 1,35,000 Equity Shares to Sharda Subhashchandra Bhatt, 30,000 Equity Shares to Bhupendra Chandulal Doshi HUF, 1,35,000 Equity Shares to Renaissance Advisory Service Pvt Ltd, 15,000 Equity Shares to Keyur Bharatbhai, 15,000 Equity Shares to Mehta Darshanaben Chetanbhai,

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					89,300 Equity Shares to Garima Malpani, 30,000 Equity Shares to Paresh Arvind Mehta, 30,000 Equity Shares to Anand Pankaj Shah, 30,000 Equity Shares to Priyanka Vindra Jain, 30,000 Equity Shares to Nehal Kunjal Savani, 96,100 Equity Shares to Kotak Kruti Pratikkumar, 40,000 Equity Shares to Aryan Thakkar, 29,900 Equity Shares to Dipen Mehta , 29,900 Equity Shares to Ayushi Mehta, 40,000 Equity Shares to Sonal Dhiren Shethia, 23,69,710 Equity Shares to Puneet Tibrewal.

Details of pre-IPO Placement

Our Company does not propose to undertake any pre-IPO placement.

Split / Consolidation of Equity Shares in the last one year

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus:

Pursuant to resolutions passed by our Board at its meeting dated December 6, 2024 and the Shareholders at their EGM dated December 31, 2024, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹1 each.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this Section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or any other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or any part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this Section is derived from our Restated Financial Statements prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this Section in conjunction with "**Our Business**" on page 186, "**Industry Overview**" on page 146 and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 285 as well as other financial information contained herein. For capitalized terms used but not defined herein, see "**Definitions and Abbreviation**" on page 1.*

Materiality:

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

- *Some risks may not be material individually but may be material when considered collectively;*
- *Some risks may have an impact which is qualitative though not quantitative; and*
- *Some risks may not be material at present but may have a material impact in the future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this Section is derived from our financial statements under Ind AS, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further details, see "**Forward-Looking Statements**" on page 19.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "**QSR Industry in India**" dated March 27, 2025 (the "**D&B Report**") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at* https://teapost.in/ *until the Bid/Offer*

Closing Date.

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. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

Unless the context otherwise indicates, all references to "the Company" and "our Company", "Tea Post", "we", "us" or "our" are references to Tea Post Limited.

BUSINESS RELATED RISKS

1. *A significant portion of our brand sales are derived from our franchise-operated Tea Cafés. Our inability to maintain, renew or enhance relationships with our franchisees could adversely affect our business, results of operations and financial condition.*

As of February 28, 2025, our operations encompassed a network of 248 company-operated and franchisee-operated Tea Cafés located across 61 cities within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh, out of which 186 are franchisee-operated Tea Cafés. Additionally, we have 3 (three) newly opened franchisee-operated Tea Cafés in UAE. Such franchisee-operated Tea Cafés contribute to a significant portion of our sales. Set out below is the breakup of our brand sales from company-operated and franchisee-operated Tea Cafés for the period indicated as under:

(₹ in lakhs unless stated otherwise)

Particular	For six-month period ended September 2024		Fiscal					
			2024		2023		2022	
	Sales	% of total sales	Sales	% of total sales	Sales	% of total sales	Sales	% of total sales
Company-operated Café	1,972.41	34.24	3,512.55	34.34	2,565.47	31.94	1,352.89	30.86
Franchisee-operated Café	3,788.36	65.76	6,716.59	65.66	5,467.93	68.06	3,031.70	69.14
Total	**5,760.77**	**100.00**	**10,229.14**	**100.00**	**8,033.40**	**100.00**	4,384.59	**100.00**

Tea Cafés Sales data is inclusive of GST.

In the past six months ended September 30, 2024, some of our existing franchisee operated Tea Cafés were closed due to various reason such as non-profit making or relocation to locations that have higher footfalls or voluntary exit by franchisee, or which we determined were not adhering to our internal standards and business plans. The table below sets out the number of franchisee operated Tea Cafés that were opened and closed in the six months ended September 30, 2024 and Fiscal 2024, 2023 and 2022:

Particulars	Six month ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Franchisee-operated Tea Cafés opened	12	19	39	28
Franchisee-operated Tea Cafés closed	2	6	7	8

Our sales and revenue derived from franchisee operated Tea Cafés depend on our ability to retain existing and attract new franchisees on terms acceptable to us. Our agreements with our franchisees are renewable on terms mutually agreed between the franchisee and us. However, we cannot assure you that we will be able to successfully renew our existing franchise agreements upon expiry, on acceptable terms or at all.

Under the franchisee-operated model, the franchisee is responsible for the capital investment and operational management of the Tea Café, while we provide ongoing support, training, and resources to maintain consistency and quality standards. If a franchisee chooses to establish the Tea Café on a rented or leased property, we generally enter into a tripartite rental/lease arrangement with the franchisee and the landowner. This ensures that we retain control over the Tea Café and lease terms in cases of franchisee surrender, termination, or replacement due to underperformance. For more details on our franchisee-operated Tea Cafés, refer to *"**Our Business — Our Operations – Franchisee Operated Model**"* on page 194.

While the tripartite rental/lease arrangement allows us to maintain control over these Tea Cafés, we cannot guarantee that, in the event of a franchisee's surrender or removal, we will be able to find a suitable replacement or continue operations at the location without disruption.

Furthermore, if we fail to maintain our relationships with our existing franchisees and are unable to attract new franchisees, or if we elect to terminate the relationships with one or more of our existing franchisees as a result of their breach of our franchise terms, or one or more franchisee voluntary exit, our ability to effectively sell our products in a given region could be negatively impacted, adversely affecting our results of operations and brand image in that particular region. Our inability to find suitable replacements may adversely affect our business, results of operations and prospects.

Further, our business model relies on both company-operated and franchisee-operated Tea Cafés to maintain a consistent customer experience across all locations. While we implement operational standards and provide support to franchisees, we cannot ensure that every franchisee-operated Tea Café will consistently adhere to our established standards or requirements, with respect to cleanliness, service or quality standards established by us, or otherwise with standards set by governmental laws and regulations. Our franchisees may also fail to hire or properly train qualified staff, which can impact daily operations. While we have the contractual right to terminate franchise agreements when operators fail to meet our standards or violate the terms of our arrangements, the process of enforcement can be time-consuming and may not prevent reputational damage in the interim. Moreover, public perception rarely distinguishes between company-owned and franchise-operated locations—meaning the actions of a few underperforming franchisees can tarnish the brand as a whole. Although, we have not faced any such incidents in the past six months period ended September 30, 2024 and three Fiscals, any material inconsistency in service or operations in our Tea Cafés could impact our brand reputation, customer retention, and overall business performance.

In addition, we cannot control or prevent our franchisees from making business decisions that may negatively impact their financial health or the profitability of their franchise-operated Tea Cafés. For instance, franchisees may take on excessive debt, mismanage operational expenses, or engage in activities that compromise their financial stability. Such actions could lead to operational disruptions, reduced service quality, or even the closure of certain locations, which in turn may affect our brand reputation, customer loyalty, and overall system performance.

2. ***Our business prospects depend on the strength of our brand i.e. 'Tea Post'. If we are unable to maintain and enhance the value and reputation of our brand and/or counter any negative publicity, our business, results of operations and financial condition could be materially adversely affected.***

Our tradename and brand 'Tea Post' is integral to our business strategy and our ability to attract customers. As a result, our success depends on our ability to maintain and enhance the value and reputation of the 'Tea Post' brand. Maintaining, promoting, and positioning our brand will depend largely on the success of our marketing efforts, including advertising and customer awareness and campaigns, along with consistently delivering high-quality products and service.

Set out below the details of our costs incurred towards marketing and promotional activities for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

(₹ in lakhs unless stated otherwise)

Particulars	Six-month period ending September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost incurred toward marketing/promotional activities	62.56	125.69	103.85	51.37
% of total expenses	1.95%	2.26%	2.33%	1.89%

However, our ongoing and future investment in marketing, consumer awareness, and brand positioning may not always yield the intended impact on our brand image and reputation. Despite our efforts, factors beyond our control, such as shifting consumer preferences, competitive dynamics, and market trends, could limit the effectiveness of these initiatives, potentially affecting our brand perception and business performance. As on date we are engaged in a civil litigation involving our brand name 'Tea Post'. For details, see "***Outstanding Litigation and Material Development – Material Civil Proceedings - Rajesh Madhusudan Rajyaguru and ors. vs. Dashani Darshan Anilbhai and ors. – Company Petition 62/2018 and Interlocutory Application 87 of 2024***" on page 315

We intend to strengthen our brand recall by expanding our network of Tea Cafés and implementing targeted marketing strategies, including digital and social media campaigns, advertisements, promotional events and live events. Maintaining and enhancing brand awareness depends on various factors, some of which are beyond our control, such as customer satisfaction, product appeal, and market competition. Additionally, increasing brand visibility in new geographic regions is key to our growth strategy. However, sustaining and enhancing our brand presence may require significant investments in areas such as outlet operations, marketing, advertising, customers engagement, and employee training. In order to fund the intended expansion of our network of Tea Cafés and implementing targeted marketing strategies, we propose to utilize a portion of the Net Proceeds of the Offer. For details, see "***Objects of the Offer***" on page 116.

Our brand reputation depends on maintaining a positive perception of our corporate values and culture. Public opinion for our brand can be influenced by statements or actions from customers, individuals who have not visited our Tea Cafés, current or former employees, social media influencer, or other public figures, whether accurate or not. Any negative commentary, misinformation, or discourse misaligned with our brand values could impact customer trust and loyalty, potentially affecting our business performance. Any such incidents could negatively impact customer trust and brand loyalty. Any negative publicity, controversies, or online criticism related to us, our products, franchisees, or operations could affect consumer confidence. A decline in customer ratings or negative reviews, whether related to our offerings, company-operated Tea Cafés, or franchise-operated locations, can lead to negative public perception, reduced customer footfall, and a loss of sales. In today's digital environment, customer feedback spreads rapidly across online platforms, and even isolated poor experiences can significantly impact our brand image and erode consumer trust. Additionally, any operational issues, quality concerns, or incidents involving our suppliers, franchise partners, or employees that result in adverse media coverage, regulatory scrutiny, or customer dissatisfaction could further damage our brand reputation and weaken our overall brand strength. For instance, in May 2023, we featured promotional QR codes on our tea cups as part of a co-marketing arrangement with a third party that was represented to us as being associated with fantasy gaming services. However, when certain regional newspapers in Gujarat subsequently reported that the linked application had connections to online betting activities, we acted promptly and withdrew all such cups from circulation across all our Tea Cafés. Any such future events, especially where there is no fault on our part, resulting in negative publicity could adversely impact our business reputation and financial performance. Also see "***Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could materially affect our business***" on page 48.

Any loss of customer confidence in our offerings or their ingredients, whether due to concerns over product contamination, safety, quality, hygiene, cooking methods, the inclusion of prohibited or perceived harmful ingredients, could negatively impact our brand reputation and lead customers to choose alternatives. Allegations of contamination or safety concerns, even if unfounded, may require significant time and resources to address the same and may harm our customer relationships, adversely affect our brand appeal and may result in loss of sales or market share decline. Although, we have not faced any such incidents in the past six months period ended September 30, 2024 and three Fiscals, any such future incidents could adversely affect our profitability, operational stability, and brand image.

Additionally, safety or quality concerns related to similar products in the market, including those under unrelated brands with similar positioning, may also affect customer perception of our offerings. Further, unauthorized use of our trademarks, including imitation or replication of our products by unrelated third parties, may harm our brand reputation and dilute its value. Preventing trademark infringement is challenging, resource-intensive, and time-consuming. Despite the protective measures we implement, they may not always be sufficient to prevent unauthorized use, which could impact our brand perception and, in turn, adversely affect our business, financial condition, operational results, and growth prospects. For further details on risks related to our trademarks, see *"**Risk Factor - We may fail to protect our intellectual property, including our designs and are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition***" on page 58. Any harm to our brand and reputation could adversely affect our ability to attract and engage customers and could have a material adverse effect on our business, financial condition, and results of operations.

3. ***Our proposed new Tea Cafés may not be profitable or perform as planned and could also adversely impact sales of our existing Tea Café, which could adversely affect our business, results of operations and financial condition.***

We plan to utilize a portion of the Net Proceeds to establish new Company operated Tea Cafés and expand our network of Tea Cafés. For details, see "***Objects of the Offer***" on page 116. The profitability and performance of these proposed Tea Cafés will depend on various factors, and we cannot guarantee that they will achieve the expected level of success or profitability. Some of our proposed Tea Cafés will be located in areas where we have little or no prior operating experience, which may expose us to additional risks. These locations may present different competitive landscapes, consumer preferences, discretionary spending habits, and economic conditions compared to our existing Tea Cafés. Such variations may impact the performance of our new outlets, making them less successful than our current locations or causing them to operate at a loss. For details, see "***Risk Factor - We intend to expand our Tea Café network within our current operating regions and also enter into new geographies and therefore we may be exposed to significant liability and could lose some or all of our investment in such new regions, as a result of which our business, financial condition and results of operations could be adversely affected***" on page 37.

Sales at proposed Tea Cafés in these regions may take longer to reach breakeven or may never do. Additionally, launching new Tea Cafés in markets where our brand awareness is relatively low may require significant investments in marketing and promotional activities. The costs associated with establishing brand recognition in these new regions may be substantially higher than those incurred in areas where we are already well-established.

Furthermore, the opening of new Tea Cafés in or near markets where we already operate could lead to potential sales cannibalization, negatively impacting the revenue of existing outlets. Increased market saturation may also make it more challenging to attract and retain customers at both new and existing locations. As we continue to expand our operations, particularly in densely populated markets, the risk of internal competition among our Tea Cafés may grow, potentially affecting same-store sales performance.

If we are unable to successfully open and operate new Tea Cafés in a financially sustainable manner, or if the expansion negatively impacts the performance of our existing locations, our business, results of operations, and overall financial condition could be materially and adversely affected.

4. ***We intend to expand our Tea Café network within our current operating regions and also enter into new geographies and therefore we may be exposed to significant liability and could lose some or all of our investment in such new regions, as a result of which our business, financial condition and results of operations could be adversely affected.***

We plan to leverage the brand equity of "Tea Post" to deepen our presence in existing markets and enter new ones, with the goal of expanding our footprint and increasing market share. Our expansion strategy includes opening new Tea Cafés in Gujarat, Maharashtra, and Rajasthan, as well as entering high-potential markets such as Bengaluru (Karnataka), Chennai (Tamil Nadu), Hyderabad (Telangana), and/or Delhi NCR in North India to meet the growing demand for tea cafés in these regions. We intend to utilise a portion of Net Proceeds of the Fresh Issue for funding our expansion of our network of Tea Cafés. For details, see "***Objects of the Offer***" on page 116. Expanding into new regions presents opportunities for increased market share, brand recognition, and revenue growth. However, it also exposes us to several risks and operational challenges associated with unfamiliar markets, including differences in economic conditions, demographics, consumer behaviour, and cultural preferences.

The challenges of entering and scaling in new geographies may be greater than anticipated. Unlike in our existing markets, where we have an established presence and operational expertise, new regions may require a deeper understanding of customer preferences, competitive landscapes, and local business practices. We may also need to adapt our product offerings, pricing strategies, and marketing approaches to suit regional tastes and preferences, which could require additional research, investment, and time before achieving profitability.

As we expand, we will face competition from well-established regional and national players who may have stronger brand loyalty, better knowledge of local consumer trends, and an existing customer base. These competitors may also have better supply chain logistics in those regions. Additionally, customer acceptance of our presence in new markets cannot not be assured, and consumer preferences may differ significantly from those in our current locations.

Furthermore, expanding into new geographies comes with operational and regulatory risks, including:

- *Compliance with diverse regulatory requirements:* Each state or region may have its own set of local laws and regulations governing food and beverage businesses, health and safety standards, labour laws, and licensing requirements. Ensuring full compliance across multiple regions may increase administrative complexity and costs.

- *Understanding and adapting to local consumer preferences*: Differences in tea-drinking habits, food preferences, pricing sensitivity, and brand perception may require us to modify our product offerings or marketing strategies, which could impact margins and profitability.

- *Political, economic, and social risks*: Expansion into new territories may expose us to economic fluctuations, changes in government policies, taxation issues, or regional instability, all of which could affect consumer spending patterns and business operations.

- *Identifying and securing optimal locations*: The success of a Tea Café is highly dependent on location selection. Our ability to secure quality commercial properties for relocating existing Tea Cafés or opening new ones depends on the availability of locations that meet our criteria, including customer foot traffic, lease economics, demographics, and other operational factors. Additionally, our ability to negotiate favourable lease terms that align with our financial targets is crucial for maintaining cost efficiency. Rising real estate prices may further limit our ability to secure desirable locations at commercially viable terms, impacting our expansion plans.

- *Supply chain and logistics challenges*: Expanding into new regions requires establishing efficient supply chains for raw materials, managing vendor relationships, and ensuring timely delivery of products while maintaining cost efficiency. Variability in local sourcing, transportation costs, and disruptions due to unforeseen circumstances, such as natural disasters, strikes, or regulatory restrictions, could impact our ability to maintain consistent product availability and quality.

- *Hiring and retaining skilled employees*: Each new location will require trained staff who understand our brand values and operational standards. Recruiting, training, and retaining talent in unfamiliar regions could be a challenge, impacting service quality and customer experience.

For instance, as of February 28, 2025, we have a presence in Madhya Pradesh and Rajasthan. However, in these markets, our network has not expanded as expected. At the end of Fiscal 2022, we operated 10 Tea Cafés in Rajasthan and 2 in Madhya Pradesh. As of February 28, 2025, these numbers declined to 9 in Rajasthan and remain stagnant in Madhya Pradesh at 2. This highlights the challenges of geographic expansion, including operational hurdles and competitive pressures, all of which may affect our ability to scale successfully in new regions.

Even if we successfully implement our present expansion plans, there is no assurance that we will be able to manage our enlarged operations efficiently. Growth into new regions requires significant investment in infrastructure, marketing, staffing, and operational adjustments, which may add pressure on our financial resources. If we fail to address these risks effectively, it could lead to increased costs, operational inefficiencies, or underperformance in new markets, adversely affecting our business, financial condition, and future growth prospects. Also see, "***Risk Factor - Our proposed new Tea Cafés may not be profitable or perform as planned and could also adversely impact sales of our existing Tea Café, which could adversely affect our business, results of operations and financial condition***" on page 37.

5. ***Majority of our Tea Cafés are concentrated Gujarat and Maharashtra, and we generate the majority of sale from our Tea Cafés in these states. Any adverse developments affecting our operations in these states could have an adverse impact on our revenue and results of operations.***

We generate majority our sales from Tea Cafés situated in the Indian states of Gujarat and Maharashtra. The table below sets out the sales generated by active Tea Cafes in the states of Gujarat and Maharashtra:

(₹ in lakhs except as stated otherwise)

Particulars	For six month ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	% of total sales	Sales	% of total sales	Sales	% of total sales	Sales	% of total sales
Sales of Franchisee-operated Tea Cafés and Company operated Tea Cafe in the state of Gujarat	4,516.55	78.40	8,278.21	80.93	6,789.94	84.52	3,823.65	87.21
Sales of Franchisee-operated Tea Cafés and Company operated Tea Cafe in the state of Maharashtra	902.98	15.67	1,499.90	14.66	896.21	11.16	390.14	8.90

Existing and potential competitors in these states may increase their focus on capturing market share, which could impact our growth and profitability. Competitors may implement aggressive promotional campaigns, introduce competitive pricing strategies, or expand their presence to strengthen their foothold in these regions. Such intensified competition may reduce our market share and affect customer retention.

Additionally, the concentration of our operations in specific states heightens our exposure to risks associated with market saturation, economic downturns, regulatory changes, and shifts in consumer behaviour. Political, demographic, and industry-specific developments in these states could further impact our ability to operate effectively. Any adverse event affecting the performance of our Tea Cafés in these regions may have a material adverse impact on our business, financial condition, and overall results of operations.

6. ***We are exposed to all of the risks associated with leasing real estate, and any adverse developments which could materially affect our business, results of operations and financial condition.***

As of the date of this Draft Red Herring Prospectus, in addition to our registered office, our Tea Cafés, including both company-operated and franchisee-operated outlets, operate from premises leased or taken on a leave and license basis from third parties. Consequently, we are exposed to fluctuations in the retail rental market, which may impact our long-term operational costs. We generally enter into rental/lease agreements with initial terms ranging from 11 to 108 months. While certain agreements include renewal options, we generally need to renegotiate lease terms upon renewal, during which licensors or lessors may demand significant modifications to the existing terms and conditions. For instance, we recently renewed our leave and license agreement for our Tea Café located at Kakad Arcade, Bombay Hospital, Mumbai, Maharashtra under terms that differed from the previous arrangement, highlighting the cost variations associated with lease renewals.

The consideration under the majority of our rental/lease agreements is structured as a fixed payment with periodic increases over the lease term. While these terms are contractually pre-negotiated, they contribute to rising operational costs, which may impact our profitability if we are unable to pass on these costs to our customers through price adjustments or increased sales.

In cases where we do not have a pre-agreed renewal option, we must negotiate new lease terms with the lessor/licensor at the end of the term. If renewal terms are significantly less favourable, such as higher rental rates or the removal of existing concessions, we evaluate whether continuing operations at that location remains viable. If we are unable to renew lease/rental arrangement on commercially reasonable terms or at all, we may be forced to close or relocate the affected Tea Cafés, leading to lost revenue during the period of closure and additional costs associated with relocation, refurbishment, and business disruption. During the past six-month period ended September 30, 204 and last three Fiscals, we have not had to close Tea Cafés primarily due to lease terminations or non-renewals.

As part of our expansion strategy, we enter into rental/lease agreements and place security deposits with property owners upon selecting a new site for development. However, we may face delays or be unable to finalize definitive agreements for various reasons, including non-receipt of regulatory approvals, which are sometimes beyond our control. In such cases, there is a risk that we may not be able to recover deposits placed with property owners, resulting in financial losses.

Additionally, lease agreements in India are required to be duly registered and appropriately stamped under applicable laws... Although inadequate stamping of agreements does not render them void, such agreements may be deemed inadmissible as evidence in legal proceedings and could expose us to penalties for unpaid stamp duty, should litigation arise in connection with such agreements, as prescribed under Indian law. If any of our lease agreements or leave license agreement are not properly registered or adequately stamped, we may face legal challenges in asserting claims or protecting our interests During the past six-month period ended September 30, 2024 and last three Fiscals, we have not had any litigation or dispute relating to our lease and or leave and license agreement.

Given the critical role of rental/leased properties in our business operations, any adverse developments related to lease negotiations, property availability, regulatory compliance, or cost escalations could have a material impact on our business, financial condition, and results of operations

7. ***We make significant capital improvements to our leased Tea Cafés, the cost of which we may be unable to recoup.***

We are required to make significant fixed capital improvements to our leased Tea Cafés in order to align them with our brand standards and customer experience expectations. These capital improvements, such as interior fit-outs, renovation material and refurbishments, often represent considerable investments for opening a new Tea Café. However, under most of our lease or leave and license agreements, improvements made to the store become the property of the landlord upon the expiration or termination or non-renewal of the lease.

With rising costs of construction/renovation, materials, and labour, the capital commitment for such improvements has increased in recent years. This risk is further amplified by our growth strategy, which includes the expansion of company-operated Tea Cafés that require higher upfront capital expenditure compared to franchisee-operated outlets. For details, see "***Objects of the Offer***" on page 116.

While we have not experienced any lease terminations during the six-month period ended September 30, 2024, or in the last three financial years, there is no assurance that we will be able to renew or extend the lease terms for all our existing locations upon their expiration. If we are unable to extend a lease or are required to vacate a location, we may lose the entire value of the capital improvements made at that site as most of the capital expenditure incurred is not recoverable, and thus we may incur a loss of the capital invested therein.

Should such losses occur across multiple leased locations, it could result in a material adverse effect on our financial condition, business operations, and future prospects. Additionally, the inability to recoup such investments may constrain our ability to reinvest in other growth or maintenance initiatives

8. *Any adverse development in relation to our relationship with as well as performance of third-party food delivery apps, may adversely affect our business, results of operations and financial condition.*

The rise of online ordering, mobile applications, and third-party delivery aggregators has significantly transformed the food service industry, making delivery a critical component of our business. As these aggregators continue to expand in India, their influence on our operations is expected to grow.

We leverage leading third-party delivery platforms that operate their own mobile applications and logistics networks, enabling us to expand our customer reach. However, the increasing dominance of delivery aggregators has intensified competition. While these platforms offer opportunities to reach a broader customer base and drive incremental sales, they also present significant challenges. As consumer preferences continue to shift toward online ordering and home delivery, there may be a corresponding decline in foot traffic at our Tea Cafés. This shift in consumer behaviour may impact the in-café seating experience and reduce the effectiveness of our location-based strategies. If we are unable to adapt to this evolving landscape, either by optimizing our presence on aggregator platforms, managing associated costs, or enhancing our own digital and delivery capabilities, it may adversely affect our overall customer engagement, store-level profitability, and long-term growth. In six month ended September 30, 2024 and Fiscal 2024, we served 3,31,234 and 5,52,044 online sales order (through third party aggregators apps) with an average ticket size for online order of ₹290.73 and ₹259.48 respectively.

Our reliance on third-party delivery aggregators is considerable and may increase further, leading to greater dependence on their platforms. As their businesses grow, they may negotiate higher service fees or impose less favourable contract terms, impacting our profitability. Additionally, while some aggregators currently attract customers through aggressive discounting, they may eventually raise their fees, further affecting our cost structure. If we are unable to negotiate favourable agreements or develop alternative delivery solutions, such as developing in-house delivery capabilities, we may be subject to higher operational costs and margin pressures.

Beyond financial considerations, our partnership with delivery aggregators plays a crucial role in maintaining service quality and customer satisfaction. However, any shortcomings on their part such as delayed deliveries, inaccurate orders, or poor service, could negatively impact our brand reputation, even if these issues are beyond our control. For instance, news of incidents where food delivery personnel were accused of tampering with or consuming food before delivering it have raised concerns about hygiene, trust, and service integrity in the industry. Such incidents, even if isolated or untrue, may severely impact consumer confidence. If customers associate these issues with our Tea Cafés, it may deter repeat business and harm our long-term brand equity.

9. *The success of our business strategy relies on our ability to establish, sustain, and effectively deliver our value leadership approach which includes offering quality products at competitive price points and ensuring operational efficiency to support our pricing model.*

A key component of our business and growth strategy is to drive footfall and sales in our Tea Cafés while reinforcing our customer-centric approach by offering variety of products tailored not only to Indian taste and preferences, but also to provide substantial value at attractive price points. For instance, we offer 15+ tea variants with basic variant for as low as ₹10 per cup while other tea variants and coffee start at ₹25 per cup. While our core strength is tea, we continuously strive to enhance our customer experience by providing a variety of snacking options that complement our beverages. Our hot snack offering range starts from ₹25 onwards.

We aim to sustain this customer-centric approach by continuously refining our menu, providing a wide range of entry-level offerings, launching promotional campaigns, and introducing accessible meal snacks options that cater to everyday customers. Additionally, we intend to develop innovative offerings to appeal to a broader market by leveraging regional and national menu variations based on consumer preferences However, the success of our value leadership strategy and customer centric approach depends on our ability to anticipate evolving consumer preferences, continue create profitable product offerings. Our ability to successfully market these products will also be a critical factor in driving sales. If we fail to introduce products that resonate with customers, or if competitors introduce innovative offerings and promotional campaigns more effectively, we may face challenges in maintaining our market position.

Additionally, intensified competition could lead to increased advertising and marketing expenditures, which may pressure our margins. Failure to effectively execute our menu strategy, promotional initiatives, and customer engagement efforts may result in lower footfall, reduced same-store sales, and hindered expansion into new markets. Any such challenges could have a material adverse impact on our business operations, financial performance, and long-term growth prospects.

10. ***Our warehouse facility plays a crucial role in our business operations, serving as the central hub for inventory management, supply chain coordination, and distribution to our Tea Cafés.***

Our warehouse facility is a critical component of our business operations, serving as the central hub for inventory management, supply chain coordination, and distribution to our Tea Cafés. The efficient functioning of our warehouse is essential for ensuring timely deliveries of ingredients, consumables, and other essential materials to maintain seamless café operations. Any unexpected disruption or shutdown of our warehouse could significantly impact our supply chain, leading to operational inefficiencies and financial strain.

Various factors could cause warehouse disruptions, including equipment failures, fire hazards, natural disasters such as floods or earthquakes, regulatory actions, government-mandated closures, labour shortages, power outages, or unforeseen technical failures. Additionally, supply chain disruptions, such as delays from vendors, transport strikes and geopolitical tensions, could further compound the risks of warehouse inaccessibility. If we are unable to operate our warehouse effectively or if supply chain bottlenecks occur, we may face inventory shortages, making it difficult to fulfill customer demand across our Tea Café network. Also see "***The occurrence of natural or man-made disasters may adversely affect our business, financial condition, results of operations and cash flows***" on page 73.

A prolonged warehouse shutdown could force us to procure ingredients and consumables from alternative suppliers at higher costs, thereby increasing procurement expenses and impacting our margins. Furthermore stocks, may become unusable in the event of operational halts, leading to inventory wastage and financial losses. Such disruptions may also cause delays in fulfilling franchisee orders, affecting their operations and customer satisfaction, ultimately damaging our brand reputation.

Additionally, our dependency on our supply centers located in Gujarat presents a significant geographic concentration risk. As our warehouses serves as the central distribution point for majority of our Tea Café locations, any localized disruptions such as state-specific regulatory changes, labour unrest, logistical challenges, or extreme weather events could have a disproportionate impact on our entire supply chain. The absence of additional warehouse facilities may limit our ability to respond swiftly to disruptions, increasing the risk of extended service interruptions and higher costs.

In addition to financial and operational risks, an extended warehouse shutdown could disrupt cash flow management, as halted supply chain operations could delay revenue generation while ongoing fixed costs such as rent, utilities, and wages continue to accumulate. If such disruptions persist, our profitability, liquidity, and overall financial stability could be adversely affected. Although, we have not faced any disruption in our warehouse during the six months period ended September 30, 2024 and last three Fiscals, any significant disruption in warehouse operations in the future could materially impact our business performance, supply chain efficiency, and long-term growth.

11. ***Changes in governmental regulation or public perception with respect to healthy eating habits could adversely affect our business, results of operations and financial condition.***

There is growing concern among consumers, public health professionals, and government agencies regarding the long-term health risks associated with certain dietary habits, including obesity, particularly childhood obesity, diabetes, tooth decay, cardiovascular diseases, high cholesterol, high sodium intake, high trans-fat consumption, high sugar content, and hypertension in adults. Fast food products, including those offered by us and other QSR brands, have been linked to these health concerns, leading to increasing scrutiny from regulators and public health authorities.

In response to growing health concerns, the Indian government may introduce or expand existing regulations and taxes on food and beverages linked to lifestyle diseases such as obesity and diabetes. This could include measures such as a sugar tax on sweetened beverages, levies on high-sodium foods, or stricter labeling and disclosure requirements regarding nutritional content. Such regulatory changes may increase compliance costs, impact product pricing, and influence consumer preferences. Additionally, restrictions on certain ingredients, portion sizes, or marketing practices could affect our ability to position and sell our products effectively, potentially leading to reduced demand and impacting our overall business performance.

Any sudden changes in the regulatory environment could necessitate adjustments to our menu, sourcing strategies, and overall business operations, potentially increasing costs and reducing profitability. Furthermore, public health campaigns and associated government initiatives may generate negative publicity about the food and beverage industry, including products we offer, which could lead to declining consumer demand. Restrictions on marketing, advertising, and promotional activities due to regulatory changes could also limit our ability to effectively reach our target audience and differentiate our offerings in the market.

If such regulatory measures, health concerns, or shifts in consumer behaviour adversely impact our ability to sell, market, or price our products competitively, it could have a material negative effect on our business, financial condition, and operational results.

12. ***Any failure to maintain effective quality control systems or protocols for Tea Cafés could have a material adverse effect on our business, reputation, results of operations and financial condition.***

The quality and safety of the food and beverages we serve are critical to our success. Ensuring consistent food quality and preventing contamination or health hazards depend on the effectiveness of our quality control systems, policies, and operational guidelines. These systems are implemented across our operations, including by our third-party distributors, approved suppliers, and franchisees. The success of these measures relies on their design, employee adherence, and continuous compliance. Any lapse in food safety or quality control could result in significant reputational damage, regulatory scrutiny, and a decline in customer trust.

We have implemented stringent hygiene and safety protocols across our Tea Cafés, including enhanced sanitization measures, food handling procedures, and staff health monitoring. However, there can be no assurance that these quality control measures will always be effective. Any failure or deterioration in food safety standards, whether due to human error, supply chain disruptions, or external factors, could have a material adverse impact on our business operations, brand reputation, and financial condition.

Additionally, in the event of a health hazard such as food contamination, disease outbreaks, or non-compliance with food safety regulations, our company could face civil and/or criminal liability, regulatory penalties, and potential litigation. Regulatory authorities, consumer advocacy groups, or affected individuals may initiate legal proceedings, including public interest litigation, which could result in financial penalties or operational restrictions. If such cases are determined against us, they could have an adverse effect on our reputation, customer confidence, business operations, and financial performance. Although we have not encountered any such instances in the past six months ended September 30, 2024, and during the last three Fiscals, we cannot guarantee that similar issues will not arise in the future.

13. ***Real and perceived health concerns arising from food-borne illnesses, health epidemics, food quality, allergic reactions or other negative food-related incidents could have a material adverse effect on our business, results of operations, financial condition and prospects.***

Our business is susceptible to risks related to food safety, including food-borne illnesses, health epidemics, allergic reactions, and other negative food-related incidents. Any real or perceived health concern, whether arising from contaminated ingredients, improper food handling, or adverse consumer reactions, could have a significant impact on our business, financial condition, and future growth prospects.

The occurrence of a food-borne illness outbreak, a public health crisis, or any adverse food safety event in India, especially in areas where our Tea Cafés, suppliers, or distributors operate, could result in temporary or permanent café closures, operational disruptions, and reputational damage. The impact of such incidents could be similar to the disruptions experienced during the COVID-19 pandemic, where restaurant and café closures and public health concerns significantly affected the QSR industry.

Food and beverages contamination or tampering incidents may arise from multiple sources, including our third-party distributors, suppliers, employees, or even customers, and could be beyond our direct control. Given the perishable nature of our ingredients, any failure to maintain proper storage conditions, hygiene standards, or supply chain integrity could result in product contamination. Such incidents may expose us to regulatory scrutiny, fines, litigation from affected customers, or other legal consequences.

Additionally, negative publicity related to real or perceived health concerns, including food safety violations, ingredient contamination, or allergic reactions, could materially affect our brand reputation. Even if an incident originates from an unrelated café, supplier, or competitor, it could lead to heightened consumer caution or changes in purchasing behaviour, impacting our sales and footfall. Instances of food-borne illnesses such as salmonella, hepatitis A, trichinosis, or viral outbreaks like swine flu or avian flu have historically affected the food and beverage industry, and any future outbreak could influence customer perceptions and demand.

Further, any health-related incident at one of our Tea Cafés, whether company operated or franchisee-operated, could result in widespread reputational damage across our entire network. This could trigger public outrage, temporary or permanent store closures, and challenges in obtaining or renewing necessary licenses, approvals, and regulatory permits. Additionally, heightened consumer awareness regarding allergens or dietary preferences may lead to stricter food labelling requirements and regulatory oversight, increasing compliance costs and operational complexities.

If any health-related event disrupts our operations or those of our third-party distributors or suppliers, it could significantly impact our business, cash flows, and profitability. Any prolonged negative impact on our brand perception, regulatory compliance, or supply chain efficiency could materially affect our financial condition, operational results, and long-term growth prospects.

14. ***Legal Actions and Penalties Imposed by SEBI on Certain Members of the Promoter and Promoter Group***

In the past, certain promoters and members of the group, including Paresh Joshi, Darshan Dashani, Nilesh Joshi, Jayshree Joshi and Samir Dashani, were imposed with a penalty of Rs. 4,00,000/- (Four Lakh Only) under Section 15A(b) of the SEBI Act, following Adjudication Order No. ORDER/GR/AE/2019-20/5100-5118 dated October 22, 2019, in the matter of Real Realty Management Company Limited. This penalty was imposed for violations of Regulation 10(6) and 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Although the penalty has already been paid and no action are currently pending, we cannot assure that there will be no future violations Such violations could expose the promoters and group members to increased legal scrutiny, further penalties, and prolonged regulatory investigations, leading to business disruptions

Any future non-compliance with SEBI regulations could result in additional penalties, legal actions, and recovery proceedings, which may include interest charges and the attachment of assets to recover outstanding amounts. These financial consequences could significantly strain the Company's financial position, diverting resources away from business operations and growth initiatives.

15. ***The QSR industry is highly competitive. We face intense competition from local and international competitors, and any failure to compete effectively could have a negative impact on our financial performance.***

We operate in the Indian café and tea QSR chain industry which is characterized by dynamic competition, offering a mix of fragmented and consolidated market segments. We primarily compete with organized players comprising of Indian café and tea chains and at the same time also face competition, to an extent, from unorganized players.

As per D&B Report, the Indian café and tea chain market faces increasing competition from the entry of foreign players in the Indian café market. For e.g., established Indian Café brands like Barista and Chaayos experienced a drop in growth rates to 5% in FY24, down from nearly 70% in FY23. Similarly, Starbucks' growth declined to 12% from 70% in the previous fiscal year, while Third Wave Coffee's growth fell sharply to 67% from 355%. Café Coffee Day managed a modest 9% increase in FY24 compared to 59% a year earlier. In contrast, Tim Hortons observed doubled its sales in FY24 and plans to expand to over 100 stores in the next three years.

Additionally, the unorganized sector, which includes roadside tea stalls and small cafes, continues to hold a significant share, presenting stiff competition to organized chains by leveraging affordability and cultural resonance. On the other hand, international players pose a challenge by offering premium experiences and innovative menu options targeted at urban millennials and professionals.

As per D&B Report, the competition in the food servicing industry in India is shaped by several key factors that drive both operational success and challenges for restaurants. These include:

- *Market Segmentation and Consumer Preferences* - With the growing diversity of the Indian population, restaurants must cater to regional tastes, dietary preferences (e.g., vegetarian, vegan), and a rise in demand for healthier, organic, and low-calorie food options Understanding these preferences is crucial for staying competitive, particularly in metro cities where food trends change rapidly.
- *Technological Integration* - The increasing reliance on technology for ordering, payment and customer service has reshaped competition. Restaurants that leverage digital platforms (like mobile apps, online ordering, and digital payment solutions) to streamline operations and enhance customer experience are gaining an edge Additionally, innovations such as AI and robotics in kitchen operations or automated ordering systems are emerging as competitive differentiators.
- *Online Food Delivery and Aggregators* - The growth of online food delivery platform like Swiggy and Zomato has intensified competition, as restaurants now face direct competition from other outlets in the virtual marketplace. Establishing a strong online presence and optimizing for delivery can significantly influence a restaurant's success.
- *Food Quality and Diverse Offerings* - Offering distinctive and innovative dishes can attract customers. Using fresh, locally sourced ingredients enhances the dining experience. Catering to specific dietary needs (e.g., vegan, gluten-free etc.) can expand the customer base.
- *Cost Efficiency and Supply Chain Management* - The rising cost of ingredients due to inflation, combined with the need for efficient supply chain management, impacts profit margins. Restaurants that can secure quality ingredients at competitive prices and minimize waste are better positioned to thrive.
- *Brand and Marketing Strategies* - In a crowded market, strong branding and effective marketing play a pivotal role. Restaurants that effectively use social media platforms to promote special offers, new menu items, or customer engagement tend to build a loyal following and differentiate themselves from competitors. Implementing special offers, happy hours, and

loyalty programs to attract customers. Offering various pricing options, such as prix fixe menus or buffet-style dining.

- *Location and Accessibility* - Choosing a location with high foot traffic and visibility. Providing ample and accessible parking facilities.
- *Great Customer experience* - Providing timely and attentive service, Well-trained staff can enhance the dining experience. Creating a positive vibe and lively atmosphere. Restaurants that invest in creating memorable, personalized experiences for customers tend to build stronger brand loyalty.

Our ability to remain competitive in the industry depends on how effectively we address these key factors. Successfully navigating market segmentation, technological advancements, cost management, branding, location strategy, and customer experience will be crucial to sustaining our growth and market presence. Any shortcomings in these areas could lead to operational inefficiencies, reduced customer engagement, and diminished brand loyalty. In addition, external factors such as rising costs, evolving consumer preferences, and regulatory changes could further amplify these challenges. If we fail to adapt proactively and implement strategic measures, our overall business performance and financial health may be negatively impacted.

Further, some of our competitors may possess greater financial resources or a more experienced management team, enabling them to leverage economies of scale and operational efficiencies more effectively. Additionally, both existing and new competitors, whether through consolidation or expansion, may offer more integrated or cost-effective solutions, potentially impacting our sales. Moreover, competitors may establish cafés or outlets near our current or future Tea Café locations, offering their products at more aggressive price points, which could further intensify market competition and affect our profitability.

Furthermore, we may also face competition for suitable real estate available for leasing. The limited availability of high-traffic locations could force us to choose sites that may not align with our brand image or attract the desired customer base. Additionally, the high demand for such spaces can drive up rental costs and result in less favourable lease terms, directly impacting profitability.

We cannot assure you that we will be able to continue to compete effectively with our competitors. Our failure to compete effectively may affect the competitiveness of our offering, which may result in a decline in our revenues and profitability. A significant increase in competition could exert downward pressure on prices, lower demand for our products and café concepts, an inability to take advantage of new business opportunities and a loss of market share, all of which would adversely affect our business, financial condition, results of operations and prospects.

16. ***The QSR segment is particularly sensitive to changes in the economy, and any economic downturn could result in decreased customer spending.***

We operate in QSR segment and our success is closely tied to consumer spending patterns, which are heavily influenced by overall economic conditions. During periods of economic downturn, high inflation, or reduced disposable income, consumers often prioritize essential expenses over discretionary spending, leading to a decline in consumption of outside food and beverages. As a result, our Tea Cafés may experience reduced footfall, lower average transaction values, and a subsequent decrease in overall revenue. Additionally, economic uncertainty can drive consumers to seek lower-priced alternatives or shift their preferences toward home-cooked meals, further impacting our sales and profitability.

For instance, the economic slowdown in India following the COVID-19 pandemic in 2020 led to significant shifts in consumer behaviour. This shift not only affected daily foot traffic in QSR establishments but also altered long-term consumer habits, making it crucial for businesses in the food service industry to adapt offerings, pricing strategies, and customer engagement approaches.

Moreover, prolonged economic instability may result in increased operational costs, supply chain disruptions, and fluctuations in ingredient prices, further straining profitability. In such scenarios, maintaining competitive pricing while ensuring quality and customer satisfaction becomes challenging. Therefore, our ability to navigate such economic fluctuations by implementing strategic pricing, offering value-driven promotions, and enhancing customer awareness plays a critical role in sustaining our market position and ensuring long-term resilience.

17. ***Our Company and Promoter are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company and Promoter are parties to certain legal proceedings. These legal proceedings are pending at different stages before various courts, tribunals and forums. The outcomes of these legal proceedings are uncertain and could lead to adverse orders against our Company and Promoters. Legal expenses, regulatory challenges, and potential sanctions arising from these proceedings may put a strain on our financial resources and impact our profitability. In the event of adverse rulings in these proceedings or levy of penalties / fines by courts, tribunals and forums, our Company may need to make payments or make provisions for future payments. Furthermore, adverse publicity and negative perceptions associated with criminal litigations can affect our reputation, leading to potential loss of customer trust and business opportunities. It may also impact our ability to secure contracts, licenses, or permits required for our operations.

A summary of the pending criminal and tax proceedings and other material litigations involving our Company and Promoters has been provided below:

Nature of Cases	Number of outstanding cases	Amount Involved* (₹ in lakhs)
Litigation involving our Company		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	1	Not Ascertainable
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	5	1.31
Litigation involving our Directors (other than Promoter)		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Director	Nil	Nil
Material civil litigation by our Director	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Promoter		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	Nil	Nil
Material civil litigation by our Promoter	1	Not Ascertainable
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Key Managerial Personnel and Senior Managerial Personnel		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Director	Nil	Nil
Material civil litigation by our Director	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	1	0.006
Criminal proceedings against our Directors	Nil	Nil

**To the extent quantifiable.*

We cannot assure that any of the aforementioned litigations will be settled in our favour, or that no further liability will arise out of these proceedings. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. The amounts claimed in these proceedings have been disclosed to the extent ascertainable. All of the above ongoing matters could result in financial losses, reputational damage, and disruptions to our Company's business operations, in the event any adverse orders are passed against our Company/Promoter.

While we have not incurred any material penalties / fines due to any adverse rulings during the six month ended September 30, 2024 and in the last 3 Fiscals, such payments or provisions may increase our expenses and current or contingent liabilities and also, adversely affect our reputation, business, financial condition and results of operation in future.

18. ***Increasing cost of ingredients or packaging materials and other costs could adversely affect our profitability.***

The financial sustainability of our Tea Café business is closely linked to the cost and availability of essential ingredients, which are subject to fluctuations influenced by external factors such as inflation, seasonality, supply and demand dynamics, weather conditions, currency exchange rate volatility, and tax policies. Key raw materials, including tea leaves, dairy products, sugar, and other ingredients, are particularly vulnerable to these market forces, making procurement costs unpredictable. Additionally, the cost of packaging materials which is crucial for takeaway and online orders is equally affected by these economic variables, further contributing to cost volatility.

Given that these fluctuations are beyond our control, rising ingredient and packaging costs may necessitate price adjustments, potentially impacting consumer demand and overall revenue. If we are unable to pass these increased costs on to customers, our profit margins may be compressed, adversely affecting our financial performance. Moreover, supply chain disruptions, whether caused by adverse weather conditions or logistical challenges, could lead to ingredient shortages or inconsistencies in product quality, posing operational risks.

In response to the increasing demand for delivery and takeaway services, we have enhanced our packaging to ensure superior heat and cold retention, improved durability, and enhanced safety to maintain the optimal temperature and freshness of our beverages and food items during transit, ensuring that customers receive their orders in the best possible condition. While we believe our quality and leakage free food-grade packaging materials has strengthened the customer experience and preference, it has also resulted in higher packaging costs, adding to our operational expenses.

Despite our proactive efforts to mitigate these risks through strategic procurement and cost management, we cannot entirely shield our business from price fluctuations. Although we have not faced any significant rise in operational costs in past six-month period ended September 30, 2024 and three Fiscals, any significant rise in ingredient, packaging, or operational costs, which we cannot pass to our customers, could have a material adverse impact on our Tea Café's profitability, business performance, and long-term financial stability.

19. ***Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could materially affect our business.***

The widespread adoption of social media platforms in India, including blogs, social networking sites, mobile applications, and other internet-based communication channels, has significantly amplified the speed and reach of information dissemination. These platforms provide individuals with instant access to a broad audience, enabling rapid content sharing, often without filters or verification for accuracy.

The unregulated nature of social media increases the risk of misinformation, negative publicity, and misleading narratives about our brand, cafés, products, service, franchisees, or operations. Regardless of accuracy, the spread of false or damaging information online can harm our business reputation, financial condition, and operating results. Such reputational damage can occur instantaneously, with limited opportunity for correction or redress, leading to a loss of consumer trust and brand loyalty.

Additionally, social media poses several other risks, including the unauthorized disclosure of proprietary information, exposure of personally identifiable data, fraudulent claims, and the propagation of hoaxes or malicious falsehoods. Negative comments or misleading content about our brand could escalate quickly, increasing operational costs, exposing us to potential litigation, and subjecting us to regulatory scrutiny. The inappropriate use of social media could further contribute to reputational damage and negatively impact our business performance, customer relationships, and financial stability.

To mitigate these risks, we actively monitor social media channels, implement crisis management strategies, and engage with our customers transparently to address potential issues in a timely and effective manner. Although we have not faced any reputational harm resulting from social media in past six-month period ended September 30, 2024 and three Fiscals, significant reputational harm resulting from social media activity could have long-term consequences, affecting consumer confidence, market position, and overall business performance.

20. ***We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not adversely affect our business, results of operations, profitability and margins, cash flows and financial condition.***

We enter into certain transactions with related parties in the ordinary course of our business and may continue to enter into related party transactions in the future. Our related party transactions include sales, , expenses, deposit and advance repayment, salary, commission, repayment of unsecured loan, other income, loan given to enterprise in which directors, KMP or their relative can exercise significant influence among other things.

Our related party transactions sales, as a percentage of our revenue from operations, constituted 0.014%%,0.003%, 0.007% and 0.007% in six-month period ended September 30, 2024, Fiscals 2024, 2023 and 2022, respectively. While our related party transactions expenses, as a percentage of our total expenses, constituted 3.46%, 2.48%, 2.58% and 2.78% in six-month period ended September 30, 2024, Fiscals 2024, 2023 and 2022, respectively The transactions we may enter into with our related parties in the future could potentially involve conflicts of interest, which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority Shareholders and will not adversely affect our business, results of operations, profitability and margins, cash flows and financial condition. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, all related party transactions that we may enter into post-listing will be subject to an approval by our Audit Committee, our Board, or our Shareholders, as required under the Companies Act and the SEBI Listing Regulations.

The table below sets forth details of Sum of all related party sales and expenses transactions and the percentage of such related party transactions to our revenue from operations and total expenses during the six-month period ended September 30, 2024 and in the last three Fiscals;

(in ₹ lakhs, except percentage)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total related party sales*	0.43	0.15	0.32	0.19
Revenue from operations	3,137.47	5,401.96	4,324.27	2,588.20
Total Related Party Sales to Total Revenue from Operation [%]	0.014%	0.003%	0.007%	0.007%
Total related party expenses	111.23	137.89	114.85	75.59
Total Expenses	3,211.05	5,562.00	4,455.04	2,718.16
Total Related Party Expenses to Total Expenses [%]	3.46%	2.48%	2.58%	2.78%

For details of our related party transactions, see "***Summary of the Offer Document —Summary of related party transactions***" and "***Related Party Transactions***" on pages 25 and 280, respectively.

21. ***We rely on our vendors for adequate supply of tea leaf and non-perishable consumables to our centralized warehouses from where such items are delivered to our Tea Cafés and we also rely on local vendors for supply of specified frozen s, bakery and other consumables products directly to the Tea Cafés.***

Our ability to maintain consistent quality and operational efficiency across our Tea Café network depends heavily on sourcing ingredients, non-perishable consumables, and frozen stock from pre-determined suppliers. Any disruptions, inconsistencies, or failures in our supply chain could negatively impact our business operations, brand reputation, and financial performance.

We rely on vendors who meet our stringent quality standards; however, supplier failures or inconsistencies in material quality could compromise the consistency of our offerings and customer satisfaction. While all incoming raw materials undergo inspections, persistent quality issues may necessitate the discontinuation of certain suppliers, leading to procurement delays and potential operational inefficiencies.

Similarly, our tea leaves sourcing strategy, which is based on the expertise of our Promoters in selecting premium tea leaf from estates and gardens in Assam, is vulnerable to climatic conditions, supply shortages, price fluctuations, and regulatory changes. Any inconsistency in tea leaf quality or blending processes could alter the taste and overall customer experience, potentially affecting brand perception.

Beyond ingredients, we source non-perishable consumables such as tissue papers, cups, plates, and packaging materials to ensure uniformity and brand consistency across all locations. Delays in supply, defects in materials, or regulatory changes affecting packaging requirements could lead to inventory disruptions and negatively impact customer service. Managing stock levels at our centralized warehouse is critical, and any inefficiencies could result in shortages or excessive stockpiling, leading to higher operational costs.

Frozen stock and perishable dairy products are another critical component of our supply chain, with Tea Cafés required to procure frozen products from designated vendors and dairy products from pre-approved brands. If these locally procured products fail to meet our brand specifications, it could affect the standardization of our offerings, compromise product quality, and ultimately impact customer satisfaction and brand perception.

Furthermore, materials supplied to franchise-operated Tea Cafés are delivered on a bill-to-bill basis, requiring payments to be cleared before new dispatches. Delays or defaults in payments by franchisees could disrupt the supply chain, leading to stock shortages and inefficiencies at certain locations. Compliance with food safety regulations and packaging requirements is also crucial. Any regulatory changes could lead to increased costs, operational adjustments, or potential legal liabilities, posing additional risks to our business.

Further, while we have established relationships with various suppliers, we have not entered into formal contractual agreements with all of them. The absence of binding contracts may expose us to risks such as sudden price fluctuations, supply shortages, inconsistent product quality, or unexpected discontinuation of supplies. Without long-term commitments in place, vendors may prioritize other clients or revise their terms unfavourably, leading to procurement challenges and operational disruptions. Any such issues could adversely impact our ability to maintain a consistent supply chain, ultimately affecting our business performance and financial stability.

22. ***We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materializes.***

As of six months period ended September 30, 2024, contingent liabilities disclosed in the notes to our audited and Restated Financial Statements aggregated to ₹ 9.00 lakhs. The following table sets forth our contingent liabilities and commitments as at six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 as per the Restated Financial Information:

(₹ in lakhs)

Particulars	As of September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
A. Contingent Liabilities				
(a) In respect of guarantees given by Banks and/ or counter guarantees given by the group	9.00	9.00	9.00	9.00
B. Commitments				
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)			24.50	

If any of these contingent liabilities materialize, our financial condition and results of operation may be affected. For details, please see "***Restated Financial Statements - Note no. 26 - Contingent Liabilities***" on page 277.

23. ***Our future operating results are inherently difficult to predict and may fluctuate or vary adversely from our past performance due to several factors, many of which are beyond our control.***

The financial performance of the company in any given year or reporting period may differ significantly from previous periods or expected results. Various factors could negatively impact our business, results of operations, and financial condition, including fluctuations in market demand, changes in industry trends, economic downturns, regulatory changes, or shifts in consumer preferences. Additionally, any decline in the growth or demand for our services, unforeseen operational challenges, or strategic alliances that become non-profitable or a liability could further contribute to variability in our performance. Given these uncertainties, our future financial results may not align with historical trends and could be subject to unpredictable fluctuations. Investors and stakeholders should consider these risks when evaluating our business outlook. For further details on our financial performance, see "***Restated Financial Information***" on page 251.

24. ***There may have been certain instances of irregularities, discrepancies and non-compliances with respect to certain corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties.***

As a Company, we are required to file different event-based e-forms with the Ministry of Corporate Affairs ("**MCA**") under the applicable provisions of the Companies Act, 2013. There were certain instances of secretarial non-compliances including delayed filing of different statutory e-forms inadvertently due to non-functionality of MCA or otherwise under the Companies Act, 2013 in our Company, such as (i) BEN-2 for reporting SBO during Fiscal 2022 and 2024; (ii) delay filing of e forms MGT-14 during Fiscal 2024; (iii) e-form SH-7 during Fiscal 2024; (iv) Form AOC-4 for Fiscal 2024; (v) Form INC-27 for conversion of the Company from Private Limited to Public Limited Company during Fiscal 2024; (vi) e forms DIR-12 and e form MR-1 during Fiscal 2024. However, our Company has made all the requisite filings with payment of additional fees to the Ministry of Corporate Affairs, as applicable. While we shall endeavour to file the requisite e-forms within the prescribed timelines, there can be no assurance that there will be no delay in their filing in the future. Except stated above, there have been no delayed filing in six months period ended September 30, 2024 and last three Fiscals. Further, while in the past, we have not been subject to any penal action on account of the non-compliances, we cannot assure that we would not be subject to penal action in the future for such non-compliances.

25. ***Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could affect our business prospects, results of operations and financial condition.***

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our business. Such misconduct includes breach of security requirements, misconduct with the customer, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards, and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. The risks associated with the deployment of manpower engaged by us include, among others, possible claims relating to:

- Actions or inactions, including matters for which we may have to indemnify our clients;
- Our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services;
- Failure of manpower engaged by us to adequately perform their duties or absenteeism; and
- Errors or malicious acts or violation of security, privacy, health and safety regulations;

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and effect our business. Although we have not faced any such claims in past six-month period ended September 30, 2024 and three Fiscals, any future claims and proceedings for alleged negligence as well as regulatory actions may in turn materially affect our business, financial condition, results of operations and prospects.

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

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow for the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in lakhs)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated/(used) from operating activities	244.41	744.43	26.98	314.58
Net Cash generated/(used) from investing activities	(159.14)	(475.71)	(536.06)	(132.59)
Net Cash generated/ (used) from financing activities	388.25	(225.44)	(146.47)	407.03
Net increase/(decrease) in cash and cash Equivalents	473.52	43.28	(655.55)	589.02

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see "***Restated Financial Statements***" on page 251.

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

As part of our business and operations in India, we are required to obtain various licenses and permits from local and government authorities to roll out new Tea Cafés and run our business. Obtaining licenses and permits is a time-consuming process and subject to frequent delays. Our government licenses and permits are also subject to numerous conditions, some of which are onerous and require us to incur expenditure. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. For further details, see "***Government and Other Approvals***" beginning on page 319.

Further, several of the licenses and approvals required in relation to our operations are subject to local state or municipal laws. While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, we are yet to receive certain approvals, licenses, registrations, permits or renewals. For instance, We have applied for certain shops and establishment certificates with respect to our Tea Cafés which are pending for approval as on date. For further details, see "***Government and Other Approvals***" beginning on page 319.

Any delay in receipt or non-receipt of such approvals, licenses, registrations, permits or their renewals could result in cost and time overrun or could adversely affect our related operations. In addition, in such circumstances, the relevant authorities may direct us to close our Tea Cafés, initiate criminal actions against us, restrain our operations, impose fines or penalties or initiate legal proceedings for our inability to renew/ obtain approvals in a timely manner or at all.

Apart from the above, in relation to some of our Tea Café (specially the Tea Café in malls and educational institutions), the obligation to obtain approvals is on the lessor and any failure by the lessor to obtain such approvals may adversely affect our related operations of our café at such places.

In addition, the regulations that govern the licenses and permits for our cafés may change, requiring us to make changes to our cafés in order to comply, which may mean that we have to incur additional expenses in order to remain in compliance. Our failure to retain or renew our licenses and permits in a timely manner may mean we become subject to fines or sanctions or that we are required to shut down a cafés, which would require us to incur additional cost and would adversely affect our business and results of operations. Further, our government approvals and licenses are subject to certain conditions and if we fail to comply or a regulator claims that we have not complied with such conditions, our business, prospects, financial condition, results of operations and cash flows may be adversely affected.

28. ***We follow a cluster-based approach while opening new Tea Cafés. If this approach leads to new Tea Cafés cannibalizing sales of the other existing Tea Cafés, it may lead to lower revenues, which could have a material adverse effect on our business.***

We consciously follow a cluster-based approach when opening new Tea Cafés, focusing on concentrated geographic expansion rather than widespread distribution. While this strategy enhances brand visibility, operational efficiency, and supply chain management, it also presents the risk of market saturation within a limited area. Multiple Tea Café located in close proximity may compete for the same customer base, leading to a decline in individual store sales and reduced overall profitability.

If our cluster-based expansion strategy fails to generate incremental demand or results in excessive market overcrowding, it may lead to lower revenues, negatively impacting our business, financial condition, and operational results. Additionally, while we aim to continue expanding our footprint, we may face challenges in sustaining growth levels, particularly in new locations where market dynamics differ from our existing regions.

Our ability to leverage our experience in the markets in which we operate may not always translate to success in new geographies. Inefficiencies in managing an expanded store network, adapting to local consumer preferences, or optimizing site selection could affect our ability to execute our growth strategy effectively. Any missteps in expansion planning, store performance, or operational scalability may lead to financial strain and adversely impact our business prospects, financial condition, and overall results of operations.

29. ***If we are unable to comply with health, safety and environmental regulations, our business, results of operations and reputation could be adversely affected.***

We are subject to various health, safety, and environmental laws and regulations at both local and national levels, which have become increasingly stringent over time. Compliance with these evolving regulations is crucial to our operations, and any failure, whether by us or our franchisees, to adhere to these requirements could result in fines, legal sanctions, temporary or permanent closure of our Tea Café locations, and damage to our brand reputation.
For instance, as part of the Government of India's (GoI) nationwide campaign to eliminate plastic waste, a ban on single-use plastics was announced in June 2019 and fully enforced by 2022. To comply with

this directive, we had to eliminate plastic straws, lids, and other single-use plastic items from our serving and packaging, which required operational changes and additional costs. Similarly, evolving food safety regulations, such as mandatory FSSAI (Food Safety and Standards Authority of India) licensing and compliance with hygiene audits, require continuous monitoring and investment in staff training, upgraded infrastructure, and stricter quality control processes.

Beyond environmental concerns, health and workplace safety laws require us to maintain high standards of hygiene and operational safety across all Tea Café locations. Any lapses in securing or renewing necessary permits, maintaining hygiene standards, or adhering to fire safety regulations could result in forced shutdowns or penalties, disrupting business operations.

Additionally, if future environmental mandates, such as waste management regulations or sustainable sourcing requirements, impose further restrictions, we may be required to make additional investments that could impact our financial planning. If the costs associated with compliance continue to rise and we are unable to adjust our pricing accordingly, our profitability could be adversely affected. For regulations and policies applicable to our Company, see "***Key Regulations and Policies***" beginning on page 210.

While we proactively invest in regulatory compliance and operational improvements to meet these requirements, any sudden regulatory changes or unforeseen enforcement actions could disrupt our business operations, strain financial resources, and negatively affect our growth prospects.

30. ***Increases in labour costs in India or our failure to attract, motivate and retain qualified café staffs could adversely affect our business, results of operations and financial condition.***

As of February 28, 2025, we had 581 employees. Our ability to attract, retain, and motivate skilled employees including café managers is crucial to our success, as our customer-centric approach plays a vital role in enhancing the customer experience at our Tea Cafés. The continued growth and success of our business depend on the expertise of our employees, as well as the effectiveness of our training programs to ensure uniformity in service standards, product quality, and overall operational excellence across all our locations.

The following tables set forth the details of our permanent employees and their respective attrition rate of the years/period indicated:

Parameter	For twelve-month period ended February 28, 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Number of permanent employees at opening	500	383	237	162
Total Number of permanent employees at closing	566	500	383	237
Total number of permanent employees who terminated their relationship with the Company	499	504	357	134
Attrition Rate (%)	93.62%	114.16%	115.61%	67.17%

Note: Attrition rate has been calculated as the number of permanent employees who have resigned during the period, divided by the average number of permanent employees during the period.

While we have not faced significant labour shortages in the past six months ending September 30, 2024, or during the last three fiscal years, and have consistently recruited new staff, there is no assurance that we will always be able to maintain an adequate workforce when required.

The QSR industry is highly competitive, and the risk of employee attrition remains a concern. If our employees are recruited by competitors or seek alternative employment opportunities, we may face operational disruptions, increased hiring and training costs, or delays in the opening of new Tea Cafés. Moreover, staffing shortages at our existing locations could result in service inefficiencies, leading to diminished customer satisfaction, which may ultimately impact our business reputation and financial performance.

The recruitment and retention of qualified staff are equally critical, as experienced café managers play a key role in training employees, maintaining operational discipline, and ensuring high service levels. If we fail to attract or retain competent managers, we may struggle to uphold our service standards, which could negatively impact customer loyalty and operational consistency. Additionally, delays in recruiting or an inability to retain experienced managers may slow our expansion efforts and result in higher employee turnover, increasing costs related to hiring, onboarding, and training.

As we expand our Tea Café network, maintaining a well-trained, motivated, and engaged workforce will be essential to sustaining our brand image and ensuring the smooth operation of both new and existing locations. However, external factors such as changes in labour laws, wage inflation, or shifts in workforce availability could further exacerbate recruitment and retention challenges. Any failure to effectively manage these workforce risks could hinder our growth, reduce operational efficiency, and materially impact our business performance and long-term sustainability.

31. ***Information technology system failures or interruptions or breaches of our network security may interrupt our operations or cause customer personal data to be lost, which would adversely impact our business, results of operations and financial condition.***

We rely extensively on information technology to facilitate customer interactions, streamline Tea Café operations, manage supply chain warehouses, and oversee various aspects of business administration. Our current IT system has been developed through a combination of in-house expertise and third-party technology service providers, integrating both front-end and back-end operational support. The system plays a critical role in supporting front-end store operations by managing billing, stock reordering, indirect tax computations, and inventory control, while also providing essential back-end functions such as order processing, supply chain management, accounting, and asset maintenance. Additionally, we utilize point of sale software under our EPR to record all sales transactions at our Tea Cafés, ensuring accuracy and data verification.

For human resource management, we rely on a third-party application to track and record employee attendance, including biometric punch-in and punch-out times, salary processing, and workforce management. Given the increasing dependence on technology, any failures, disruptions, or security breaches in our IT systems could significantly impact our business operations. System malfunctions, software defects, or hardware failures could result in transaction errors, operational delays, or inventory mismanagement, affecting service quality and customer satisfaction.

Furthermore, our reliance on third-party technology service providers exposes us to potential cybersecurity risks, including unauthorized access, data breaches, hacking attempts, malware attacks, and theft of sensitive information. Any breach of our IT systems or failure to safeguard critical business and customer data could lead to financial losses, reputational damage, and potential legal liabilities. Additionally, if our human resource management application were to experience disruptions, it could impact payroll processing, attendance tracking, and overall workforce management, potentially leading to operational inefficiencies.

While we continuously invest in enhancing our IT infrastructure and cybersecurity measures, there is no assurance that we will remain immune to technological failures or evolving cyber threats. Any significant system disruptions, security breaches, or data losses could negatively impact our business operations, financial performance, and overall brand reputation.

In addition, we are exposed to the risk that the personal data we control could be wrongfully processed, accessed, damaged, distributed or used, whether by our employees (intentionally or not) or third parties, or otherwise lost or disclosed in breach of data protection regulations. Any such events could result in negative publicity, harm our business and reputation and expose us to litigation claims, losses relating to fraudulent behavior and other liabilities, which would adversely impact our business, results of operations and financial condition.

32. ***If we are unable to protect credit card or debit card data or any data related to any other electronic***

mode of payment, or any other personal information that we access, our reputation could be significantly harmed.

‘The use of electronic payment methods and access to other personal information exposes us to an increased risk of privacy and security breaches as well as other risks. While we have not experienced any security breaches in which payment related data and personal information is stolen in the past six-month period ended September 30, 2024 and last three Fiscal, we cannot assure you that this will not happen in the future.

Although we use secure private networks to transmit confidential information, third parties may have the technology or know-how to breach the security of the customer information transmitted in connection with credit and debit card sales, and our security measures and those of technology suppliers may not effectively prohibit others from obtaining improper access to this information. If a person is able to circumvent our security measures or otherwise gain access to the confidential information that we collect, they may be able to destroy or steal valuable information or otherwise disrupt our operations. We may become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information or other confidential information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Any such claim or proceeding could cause us to incur significant unplanned expenses, which could have an adverse impact on our financial condition, results of operations and cash flows. Further, adverse publicity resulting from these allegations could significantly harm our reputation and may have a material adverse effect on us and our Tea Cafés.

Moreover, we receive and process certain personal financial and other information about our customers and employees when we accept credit cards for payment. While we do not store our customers’ credit and debit card payment information, the use and handling of this information is regulated by evolving and increasingly demanding laws and regulations. If our security and information systems are compromised as a result of data corruption or loss, cyberattack or a network security incident or our employees, sub-franchisees or suppliers fail to comply with these laws and regulations, and this information is obtained by unauthorized persons or used inappropriately, it could subject us to litigation and government enforcement actions, damage our reputation, cause us to incur substantial costs, liabilities and penalties and/or result in a loss of customer confidence, any and all of which could adversely affect our business, financial condition and results of operations.

33. ***Any disruption in power supply to our Cafés or increase in power tariffs may have an adverse effect on our business, results of operations and financial condition.***

We have considerable power requirements for continuous running of our operations and business. Our power and fuel costs as a percentage of our revenue from operations were 3.27%, 2.79%, 2.01% and 2.24% in the six months ended September 30, 2024 and Fiscal 2024, 2023 and 2022, respectively.

In particular, our Tea Cafés have considerable electricity requirements, particularly for induction cooking, which is critical for our beverage including Tea and food preparation. Any interruption in power supply to our Tea Cafés may disrupt our operations, which could have an adverse effect on our business, results of operations and financial condition. We depend on third parties for all of our power and fuel requirements. Since we have significant power consumption, any unexpected or significant increase in our power tariffs could increase the operating costs of our café.

In certain of the regions in which we operate there are limited number of electricity providers, and in some instances only one, and to the extent there is a price increase, we do not expect to be able to find a cost-effective substitute, which may adversely affect our business, financial conditions and results of operations.

34. ***If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.***

We intend to utilize a portion of the Net Proceeds of the Offer for expansion of our Tea Café network by opening of new tea café by the Company and General Corporate Purpose, as set forth in “***Objects of the Offer***”. The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial conditions or business strategies.

We are also yet to identify the exact location of our new café or enter into agreements for leasing property for these café and are yet to obtain the necessary approvals that may be required. Also see ***Risk Factor - We intend to expand our Tea Café network within our current operating regions and also enter into new geographies and therefore we may be exposed to significant liability and could lose some or all of our investment in such new regions, as a result of which our business, financial condition and results of operations could be adversely affected***" on page 37.

We have relied on past expenditure in setting up café for the purposes of estimating utilization of the Net Proceeds in the future. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Furthermore, we may need to vary the objects of the Offer due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act, 2013, any variation in the objects of the Offer would require a special resolution from our Shareholders. If our Shareholders do not agree to such variation our share price may be adversely affected.

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

While we have experienced growth and have expanded our operations over during the six-month period ended September 30, 2024 and last three Fiscals and anticipate that we will continue to potentially grow and take advantage of market opportunities. For the Fiscal 2022, Fiscal 2023 and Fiscal 2024, our revenue from operations has grown from ₹2,588.20 lakhs in Fiscal 2022 to ₹5,401.96 lakhs in Fiscal 2024, registering a growth of 67.08% and 24.92% in Fiscal 2023 and Fiscal 2024 respectively. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further or at the same rate. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing our product and service portfolio, strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories. For further information, see "***Our Business – Strategies***" on page 202.

Our ability to sustain growth depends primarily upon our ability to manage key issues such as ability to compete effectively, ability to scaling up our operations, adhering to high quality and standards, our ability to expand our café network and our presence, the effectiveness of our marketing initiatives, selecting and retaining skilled personnel. Sustained growth also puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects. Our success in implementing our growth strategies may be affected by our ability to identify new market opportunities, develop products, increase our existing network of cafés and ability to adapt to changes in the regulatory environment applicable to us. Many of these factors are beyond our control and there can be no assurance that we will succeed in implementing our strategy. In addition, there may be delays in the anticipated timing of activities related to such growth initiatives, strategies and operating plans; increased difficulty and cost in implementing these efforts; and the incurrence of other unexpected costs associated with operating the business. Any of these factors could adversely impact our results of operations. If, for any reason, the benefits we realize are less than our estimates or the implementation of these growth initiatives, strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected.

36. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "***Objects of the Offer***" on page 116.

37. ***We may fail to protect our intellectual property, including our designs and are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition.***

As on the date of this Draft Red Herring Prospectus, our Company has 22 registered Trademarks as device marks and word marks under classes 16, 21, 29, 30, 32, 40, 42 and 43 of the Trademarks Act, 1999. These include registrations in respect of certain of our key products and our logo, including 'Tea Post', 'Spirit of life', 'a place to talk', 'Mishri' etc. Further, Our Company has obtained international Trademark Registration under World Intellectual Property Organization (WIPO), Madrid, issued by the office of European Union. Our Company has also registered its Trademark 'Tea Post' in United Arab Emirates, Unites States of America and Canada. For further details please refer to "***Our Business – Intellectual Property Rights***" on page 209 and "***Government and Other Approvals – Intellectual Property Rights***" on page 321.

If our trademarks are improperly used, the value and reputation of our brand could be harmed. The measures we take to protect our intellectual property may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe upon our rights, which may have an adverse effect on our business, results of operations and financial condition.

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

Our inventory turnover for the six-month period ended September 30, 2024 and 3 Fiscals is also disclosed below:

Inventory turnover	Six-months period ended on September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Inventory turnover (in times)	10.31	18.12	17.19	18.49

Our results of operations are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply situation and purchase additional inventory accordingly. If our management fails to anticipate expected demand it could adversely impact the results of operations by causing either a shortage of inventory leading to loss of revenue and profits or an accumulation of excess inventory. Further, if we fail to sell the inventory, it would lead to loss of material and consequently an adverse impact on our revenue, profit and cash flows.

39. ***Failure to maintain the confidentiality of our proprietary knowledge could undermine our competitive advantage.***

Our employees have access to valuable insights into our business strategies, supply chain operations, proprietary recipes, and customer service processes, all of which are critical to maintaining our competitive advantage in the Tea Café industry. However, despite implementing confidentiality measures, we cannot guarantee that this knowledge will remain protected over time, as employment agreements may not always provide sufficient legal safeguards.

While we take reasonable precautions, both contractual and operational, to protect our proprietary information, there remains a risk that sensitive business details could be disclosed, either inadvertently or intentionally. Many of our employees are involved in key operational aspects, including ingredient sourcing, recipe standardization, and service protocols, making the potential exposure of such information a significant concern. Additionally, former employees may join competing Tea Café brands or start their own ventures, potentially leveraging their knowledge of our operations to replicate or compete against us. Although we require employees to adhere to confidentiality obligations, enforcing these restrictions can be challenging and may not always be legally effective.

We have not experienced any information leaks during the six months ended September 30, 2024, or in the past three Fiscal. However, any future disclosure of confidential business information, such as tea blending, recipe formulations, supplier agreements, or operational practices, could erode our competitive position, allowing competitors to imitate our offerings. Seeking legal remedies for such breaches could be complex, costly, and time-consuming, with no guarantee of success. Any loss of proprietary knowledge or unauthorized exposure of business-sensitive information could adversely impact our brand differentiation, business performance, and long-term financial health.

40. ***There are certain instances of delays in payment of statutory dues. Any delay in payment of statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities, which may have an adverse impact on our financial condition and cash flows.***

There have been certain instances on delay in payment of statutory dues during six month ended September 30, 2024 and last three Fiscals, which inter-alia include, goods and services tax, provident fund, employees' state insurance, professional tax, labour welfare fund;

The following table depicts the delays in filing of GST returns by the Company:

For the Period Ended	Return Type	Total number of returns filed	Amount Involved in delayed cases (₹ in lakhs)	Delayed filings
For September 30, 2024	GSTR-1	24	0	0
FY 2023-24	GSTR-1	58	32.5	5
FY 2022-23	GSTR-1	55	112.24	4
FY 2021-22	GSTR-1	48	42.44	7
For September 30, 2024	GSTR-3B	24	0	0
FY 2023-24	GSTR-3B	58	0	0
FY 2022-23	GSTR-3B	55	0.43	2
FY 2021-22	GSTR-3B	48	10.85	1

The following table depicts the delays in the payment of other statutory dues of PF, ESI, TDS, Professional Tax and Labour Welfare fund by the Company.

Governing laws	Six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Contribution towards Employee Provident Fund (EPF)				
Total number of employees at the end of the period*	435	440	346	204
Total number of employees for whom EPF has been Paid*	2680	5030	3285	1475
Amount in lakhs involved in delay cases	0.01	0.15	0.64	2.64

Governing laws	Six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of cases of employees for whom payment is delayed	1	7	28	133
Contribution towards Employee State Insurance Corporation (ESIC)				
Total number of employees at the end of the period*	421	418	313	190
Total number of employees for whom ESIC has been Paid*	2573	4681	2950	1306
Amount in lakhs involved in delay cases	0.02	0.23	0.31	0.47
Number of cases of employees for whom payment is delayed	8	6	17	75
Tax Deducted at source (TDS)				
TDS for total number of employees *	9	9	7	5
Amount in lakhs involved in delay cases*	3.36	0.2	0	0.3
Number of cases of delay	9	1	NIL	2
Professional Tax [PRC]				
Total number of employees at the end of the period*	388	360	218	198
Total number of employees for whom Professional Tax has been Paid*	2272	3747	2075	1653
Amount in lakhs involved in delay cases	3.03	4.23	7.59	6.83
Number of cases of employees for whom payment is delayed	396	779	535	1002
Professional Tax				
Total number of locations for which PEC has been Paid*	26	26	13	13
Amount in lakhs involved in delay cases	0	0.19	0.2	0.44
Number of cases of locations for which payment is delayed*	0	5	10	11
Labour Welfare Fund				
Total number of employees at the end of the period December*	310	188	230	117
Total number of employees for whom Labour welfare fund has been Paid*	686	490	445	211
Amount in lakhs involved in delay cases	0.12	0.05	0.08	0.04
Number of cases of delay	2	1	2	2

**Total number of employees as per challan*

The above-stated delays occurred primarily due to technical issues with government portal on various occasions and administrative difficulties. To address such delays, the Company has taken corrective steps to mitigate the delays, including assignment of specific person to make payment within the stipulated timelines

Inability to make timely payment of our statutory dues which could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business and our results of operations and financial condition. We cannot assure you that going forward we will be able to make timely payment of our statutory dues which could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business and our results of operations and financial condition.

41. ***Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.***

Our business faces various risks associated with the storage and transportation of our materials and products, such as floods, theft, fires, earthquakes, other natural disasters, terrorism, and force majeure events. These occurrences can severely damage our products or raw materials, lead to inventory loss, or completely destroy our property.

We currently have insurance policies, with certain deductibles and limitations of liability in place for company operated Tea Café including public liability insurance indemnifying us for damages for which we may become legally liable arising out of our business operations, money insurance which covers money in transit, standard fire and special perils policy, burglary insurance, policy for protection against terrorism, , directors' and officers' liability insurance employee group health policy and employee accident policy, burglary insurance, and marine cargo insurance. In addition to the same, we also have obtained vehicle insurances for the vehicles used by us for our business purpose.

We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. We cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subjected to. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all.

Against Gross value of tangible assets as per restated financial statements as on September 30, 2024 of ₹ 2,094.37 Lakhs, the Company has taken insurance cover of ₹ 2,594.67 Lakhs. Consequently, the Company's insurance cover amounts to approximately 123.90% of the gross value of tangible assets as on 30th September, 2024.

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For details, see "***Our Business – Insurance***" on page 209.

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

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

43. ***Certain sections of this Draft Red Herring Prospectus disclose information from the D&B Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the Industry Research Report on "***QSR Industry in India***" dated March 27, 2025 prepared and issued by D&B, which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated November 29, 2024. D&B is an independent agency which has no relationship with our Company, our Promoters, Promoter Group and any of our Directors or KMPs or SMPs.

Further, D&B Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in this Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. The D&B Report uses certain methodologies for market sizing and forecasting. Furthermore, the D&B Report is not a recommendation to invest/ disinvest in any company covered in the D&B Report. Accordingly, Investors should not place undue reliance on or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Issue. For further details, see "***Industry Overview***" on page 146.

44. ***Except one of our Independent Director, no other Directors of the Company have experience of being a director of a public listed company.***

Except for Arun Vijaykumar Gupta, our Independent Director and Darshan DashaniManaging Director, the other Directors of the Company do not have the experience of having held directorship of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

Further, as a publicly listed company, the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of Directors of the Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

45. ***Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.***

We intend to use Net Proceeds from the Fresh Issue towards (a) setting up and opening of new company-operated Tea Cafés; and (b) general corporate purposes. For details of the objects of the Issue, see "***Objects of the Issue***" on page 116. The funding requirement and deployment of the Net Proceeds mentioned as a part of the Objects of the Offer are based on current circumstances of our business, prevailing market conditions, and are subject to changes. The estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect. Furthermore, the deployment of funds has not been appraised by any bank or financial institution.

We operate in a highly competitive and dynamic industry and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as availability of material, inflation, employment levels, demographic trends, changing customer preferences, increasing regulations or changes in government policies, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability and interest rate levels.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Furthermore, pending utilization of Net Proceeds towards the Objects of the Issue, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939, as may be approved by our Board. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds and there can be no assurance that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits. Furthermore, various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

46. ***We are dependent on our Promoters for functioning of our business and we believe that our senior management team and other key managerial personnel are critical to our continued success and we may be unable to attract and retain such personnel in the future.***

Our performance depends largely on the efforts and abilities of our Promoters. For details, see "***Our Promoters and Promoter Group***" on pages 240. We believe that the inputs and experience of our Promoters/Directors are valuable for the growth and development of business and operations and the strategic directions taken by our Company. Our business and operations are led by our Promoters/ Directors, who possess vast experience in the industry, the loss of whose services may adversely affect our business operations.

At the same time, our future success also substantially depends on the continued service and performance of the members of our senior management team and other key managerial personnel in our business for the management and running of our daily operations and the planning and execution of our business strategy. During the six-month period ended September 30, 2024 and past three Fiscals, we have not faced any significant attrition of our KMPs and SMPs.

However, there is intense competition for experienced senior management and other key managerial personnel with technical and industry expertise in QSR business and, if we lose the services of any of our senior management and other key managerial personnel or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realize our strategic objectives could be impaired. The loss of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business, cash flows, and results of operations.

47. ***Our operations may be materially adversely affected by strikes, work stoppages or increased compensation demands by our employees.***

We are dependent on our workforce for carrying out our operations. Any Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any disruptions in our business operations due to disputes or other problems with our workforce during six months ended September 30, 2024 and in the past three Fiscals; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

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

48. ***Our Company's Promoter Directors are at present involve and may enter into ventures that may lead to real or potential conflicts of interest with our business.***

Our Promoter Directors of the Company have, as on the date of this Draft Red Herring Prospectus, have interest in Tea Post Private Limited which may undertake similar business. For details, see "***Promoter and Promoter Group***" on page 240. Although Tea Post Private Limited is not carrying any active business, there can be no assurance that our Promoter directors or their said entities will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Thus, in future, conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter directors in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies or ventures in which our Promoter directors have interest, which could have a material adverse effect on our reputation, business, results of operations and financial condition.

49. ***Our Company will not receive any proceeds from the Offer for Sale***.

The Offer comprises an Offer for Sale by the Selling Shareholders. The Selling Shareholders will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer expenses) and our Company will not receive any part of the proceeds of the Offer. For further information, see "***The Offer***" and "***Objects of the Offer***" on pages 75 and 116, respectively.

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

We intend to use Net Proceeds from the Issue towards (a) Setting up and opening of new company operated Tea Cafés ; and (b) general corporate purposes. For further details of the proposed objects of the Offer, see "***Objects of the Offer***" on page 116. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval by way of a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

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

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

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

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

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. For details of our dividend history, see "***Dividend Policy***" on page 250.

54. ***Our Promoters, some of our Directors and some of our KMPs are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses.***

Our Promoters, some of our Directors and some of our KMPs are interested in our Company to the extent of their respective shareholding in our Company as well as to the extent of any dividends, bonus, other distributions on such Equity Shares, etc. For details, see "***Summary of Offer Document - Summary of Related Party Transaction***" on page 25 We cannot assure you that our Promoters, Directors and KMPs will exercise their rights as shareholders to the benefit and best interest of our Company. Further, our Promoters, Directors and KMPs holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoters, Directors and KMPs, other than reimbursement of expenses incurred or normal remuneration or benefits, see "***Our Management***" and "***Our Promoters and Promoter Group***" on pages 221 and 240, respectively.

55. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price of the Equity Shares offered through the present Offer.***

The average cost of acquisition of Equity Shares of our Promoters may be lower than the Offer Pice. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, see "***Capital Structure***" on page 89.

56. ***Our Company has during the preceding one year from the date of the Red Herring Prospectus have allotted Equity Shares at a price which is lower than the Offer Price.***

In the last 12 months, we have made allotments of Equity Shares through bonus issue of shares to the shareholders, which are given without any consideration to the shareholders. We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Offer will be above the Offer Price or the prevailing market price of our Equity Shares. For further details see "***Capital Structure***" on page 89.

57. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. Any sale of our Equity Shares by our Promoters or major shareholders or future equity issuances, by us may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

59. ***QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within 3 (three) Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

60. ***We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian retailing industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our restated financial statements as reported under applicable accounting standards disclosed elsewhere in this Prospectus. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies.

61. ***Subsequent to the listing of the Equity Shares, we may be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors***

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges and the Securities and Exchange Board of India. These measures have been introduced to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low-price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is subject to GSM when the share price is not commensurate with the financial health and fundamentals of the company. Specific parameters for GSM include net worth, net fixed assets, PE, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

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

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

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

The Offer Price of our Equity Shares will be determined by the book-building method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Offer. For details, see "***Basis for Offer Price***" on page 133. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Quarterly 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.

64. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

65. ***Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realized on the sale of listed equity shares on a recognized stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further any capital gains realized on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

The Government of India has recently announced the Union Budget for Financial Year 2025 ("**Budget 2025**"). Pursuant to the Budget, the Finance (No.2) Act, 2024 was enacted which inter alia increased the rate of taxation of short-term capital gains and long-term capital gains arising from transfer of an equity share. There is no certainty on the impact of Finance (No. 2) Act, 2024 on tax laws or other regulations, which may adversely affect our Company's business, financial condition, results of operations or on the industry in which we operate. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realized upon the sale of the Equity Shares. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action.

66. ***Investors will not be able to sell any Equity Shares on the Stock Exchange until we receive the appropriate listing and trading approvals.***

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence. Further, in accordance with Indian law, permission for listing of our Equity Shares will be granted only after our Equity Shares in this Offer have been Allotted and all other relevant documents authorizing the issuing of our Equity Shares have been submitted. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence within the prescribed time periods. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the time periods prescribed under law. This could lead to financial liabilities and reputational damage, which may adversely affect our business, financial condition, and results of operations.

67. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

We are subject to Indian exchange control regulations that regulate borrowings in foreign currencies, including those specified under FEMA and the rules thereunder. Under such foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), 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 falls under any of the exceptions referred to above, then a prior regulatory approval of the RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

Further, in accordance with the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and any impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "***Restrictions on Foreign Ownership of Indian Securities***".

EXTERNAL RISK FACTORS

68. ***Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our Restated Financial Statements have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "**Reports in Company Prospectuses (Revised 2019)**" issued by the ICAI.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and the SEBI ICDR Regulations. 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.

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

The regulatory and policy environment in India is evolving and subject to change. Such changes in applicable law and policy in India, may adversely affect our business, financial condition, results of operations, performance and prospects in India, to the extent that we are not able to suitably respond to and comply with such changes.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

70. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of our Equity Shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted

71. ***Investors may not be able to enforce judgments obtained in foreign courts against us.***

We are a public limited company under the laws of India. All of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the Reserve Bank of India to repatriate any amount recovered pursuant to the execution of the judgment.

72. ***We are a public limited company under the laws of India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws. 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 infrastructure 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, and our business, prospects, financial condition and results of operations, in particular.

73. ***We are subject to regulatory, economic and social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are proposed to be listed on the BSE and the NSE, subject to the receipt of the final listing and trading approvals from the Stock Exchanges. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- political instability, terrorism, military conflict, epidemic or public health issues in India or in countries in the region or globally, including in India's various neighbouring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Instability in financial markets and volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- changes in India's tax, trade, fiscal or monetary policies; and
- other significant regulatory or economic developments in or affecting India or its logistics sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' revenues, savings and could in turn negatively affect their demand for our products. In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

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

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. Continued high rates of inflation may increase our expenses related to costs of raw material, rent, salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ 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.

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

Any adverse revisions to India's credit ratings for international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

77. ***The occurrence of natural or man-made disasters may adversely affect our business, financial condition, results of operations and cash flows.***

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. For instance, a recent fire incident in the city of Rajkot, Gujarat resulted in fatalities and disruption, caused all shops and restaurants and cafés in that particular area, including our Tea Café was required to close for approximately one and a half months. This unexpected closure led to a significant disruption in our operations and a material loss of revenue during the affected period. In a separate incident, severe rainfalls in Baroda in August 2024 caused physical damage to one of our Tea Cafés, rendering it non-operational for approximately twenty days while necessary repairs and renovations were completed before reopening.

In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. The potential impact of a natural disaster on our results of operations and financial position is speculative and would depend on numerous factors. In addition, an outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the results of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, financial condition, results of operations and cash flows will not be adversely affected.

78. ***Our ability to raise foreign capital may be constrained by Indian law.***

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

79. ***Rights of shareholders under Indian laws may be different from laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions under the Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as our shareholder than as a shareholder of an entity in another jurisdiction.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises details of the Offer.

Particulars	Details of Equity Shares
Offer of Equity Shares	Up to 2,85,00,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●] Lakhs
Of which:	
Fresh Issue(1)	Up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●] Lakhs
Offer for Sale(2)	Up to 1,42,50,000 Equity Shares of face value ₹1 each aggregating up to ₹ [●]Lakhs
The Offer consists of:	
QIB Portion(3)(4)(5)	Not more than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
Of which:	
(i) Anchor Investor Portion(3)(6)	Up to [●]* Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●]* Equity Shares
Of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●]* Equity Shares
(b) Balance for all QIBs including Mutual Funds	[●]* Equity Shares
Non – Institutional Portion(6)	Not less than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
Of which:	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size more than ₹2.00 Lakhs and up to ₹10.00 Lakhs	[●]* Equity Shares
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹10.00 Lakhs	[●]* Equity Shares
Retail Portion(6)	Not less than [●]* Equity Shares, aggregating up to ₹ [●] Lakhs
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	8,99,57,241 Equity Shares of face value ₹1 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹1 each
Use of Net Proceeds of this Offer	See "***Objects of the Offer***" on page 116 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes:

(1) *The Offer has been authorized by a resolution of our Board* dated February 28, 2025 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated March 25, 2025. *The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR.*

(2) *The Selling Shareholders has specifically confirmed that the Offered Shares are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations. The details of such authorisations are provided below:*

Name of the Selling Shareholders	*Maximum number of Equity Shares offered in the Offer for Sale*	*Date of consent letter*	*Date of board resolutions recording the consent of Selling Shareholder*
IndiaNivesh Venture Capital Fund	*Up to 1,42,50,000 Equity Shares aggregating to ₹[●] Lakhs*	*March 27, 2025*	*March 27, 2025*

(3) *If at least 75% of the Offer cannot be allotted to QIBs, the entire application money will be refunded forthwith. our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining*

*Equity Shares shall be added to the QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "**Offer Procedure**" on page 346.*

(4) *Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spillover from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards the Equity Shares offered by the Selling Shareholders on a pro-rata basis, and thereafter, towards the balance 10% of the Fresh Issue.*

(5) *Allocation to all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation 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 allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "**Offer Procedure**" on page 346.*

(6) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹2.00* Lakhs *and up to ₹10.00* Lakhs *, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with application size of more than ₹10.00 Lakhs , provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The Allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the SEBI ICDR Regulations.*

For details, including in relation to grounds for rejection of Bids, refer to "***Offer Structure***" and "***Offer Procedure***" on pages 342 and 346, respectively. For details of the terms of the Offer, see "***Terms of the Offer***" on page 335.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Statements as of and for the six-month period ended September 30, 2024, and Fiscal Years ended March 31, 2024, March 31, 2023, and March 31, 2022. The summary of financial information presented below should be read in conjunction with the "***Restated Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 251 and 285 respectively.

Restated Statement of Assets and Liabilities

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-current assets				
Property, plant and equipment	3,176.61	3,190.69	2,347.81	1,407.46
Goodwill	3.71	4.26	5.75	7.75
Work-in-progress	15.45	13.00	18.24	21.27
Other Intangible Assets	6.99	8.87	9.78	7.28
Other Financial Assets	971.49	724.46	670.78	124.15
Assets for Current tax [Net]	27.05	31.58	13.64	11.66
Deferred Tax Assets [Net]	320.52	334.39	343.52	352.02
Total non-current assets	**4521.82**	**4307.25**	**3409.52**	**1931.59**
Current assets				
Inventories	326.00	282.65	313.65	189.36
Financial assets				
- Trade receivables	283.32	261.43	208.60	155.00
- Cash and cash equivalents	294.87	66.09	22.95	642.41
- Bank balances other than cash and cash equivalent	248.35	3.35	3.02	39.00
- Loans	15.59	17.94	21.36	7.39
- Other financial assets	68.20	50.34	14.71	3.43
Other current assets	151.23	104.73	83.59	59.07
Total current assets	**1387.56**	**786.52**	**667.89**	**1095.66**
Total assets	**5909.38**	**5093.78**	**4077.41**	**3027.25**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	77.06	73.10	73.10	72.77
Other equity	1942.02	877.41	992.38	1042.74
Share application money pending allotment	0.00	0.00	0.00	10.00
Total Equity	**2019.08**	**950.51**	**1065.48**	**1125.50**
Liabilities				
Non-current liabilities				
Financial liabilities				
- Borrowings	11.40	15.54	20.68	13.24
- Lease Liabilities	1999.33	2015.88	1370.05	892.72
- Other Financial Liabilities	330.12	320.72	243.70	248.44
Other Non - Current Liabilities	207.86	183.85	155.34	112.86
Provisions	84.22	77.28	52.72	34.86
Total non-current liabilities	**2632.92**	**2613.28**	**1842.49**	**1302.12**
Current liabilities				
Financial liabilities				
- Borrowings	8.10	399.67	123.70	3.67
- Lease Liabilities	413.42	352.80	276.42	113.37
- Trade payables	321.48	380.41	436.67	217.30
A) total outstanding dues of micro enterprises and small enterprises	44.31	43.44	26.87	38.63
B) total outstanding dues of creditors other than micro enterprise	277.17	336.97	409.80	178.67

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
and small enterprise				
Other financial liabilities	194.95	123.80	98.83	69.27
Other current liabilities	304.32	257.99	223.39	190.77
Provisions	15.10	15.32	10.44	5.24
Total current liabilities	**1257.37**	**1529.99**	**1169.44**	**599.62**
Total equity and liabilities	**5909.38**	**5093.78**	**4077.41**	**3027.25**

Restated Statement of Profit and Loss

(in ₹ Lakhs, unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Income				
Revenue from operations	3137.47	5401.96	4324.27	2588.20
Other income	39.11	67.31	45.02	12.21
Total income	**3176.58**	**5469.27**	**4369.29**	**2600.40**
Expenses				
Cost of materials consumed	1258.67	2234.54	2124.04	1324.39
Employee benefits expense	709.08	1206.26	901.25	555.60
Finance costs	139.78	234.45	145.79	90.00
Depreciation and amortization expense	440.68	747.74	416.28	282.73
Other expenses	662.83	1139.01	867.68	465.43
Total expenses	**3211.05**	**5562.00**	**4455.04**	**2718.16**
Restated Profit before tax	**(34.47)**	**(92.73)**	**(85.74)**	**(117.75)**
Tax expenses				
Current tax	0.00	0.00	0.00	0.00
Deferred tax	13.87	9.13	8.50	(24.05)
Earlier year Adjustments	0.00	0.00	0.27	0.00
Total income tax expense	**13.87**	**9.13**	**8.77**	**(24.05)**
Restated profit for the year	**(48.33)**	**(101.86)**	**(94.51)**	**(93.71)**
Restated other comprehensive Income/ (Loss)				
Items that will not be reclassified to profit or loss				
Remeasurement gains/ (losses) on defined benefit plan	10.72	(13.11)	4.5	0.52
Income tax effect	0.00	0.00	0.00	0.00
Total	**10.72**	**(13.11)**	**4.5**	**0.52**
Restated total comprehensive income for the year	(37.61)	(114.97)	(90.01)	(93.19)
Restated earnings per share				
Basic (INR)	(0.06)	(0.13)	(0.12)	(0.14)
Diluted (INR)	(0.06)	(0.13)	(0.12)	(0.13)

Restated Statement of Cash Flows

(in ₹ Lakhs, unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from operating activities				
Restated profit before tax	**(23.75)**	**(105.84)**	**(81.24)**	**(117.23)**
Adjustments for:				
Depreciation and amortization expenses	440.68	747.74	416.28	282.73

Particulars	Six-month period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net [gain]/ loss on disposal of Property, plant and equipment	0.85	11.71	23.85	4.26
Deferred Expense/Income	0.22	0.66	(3.23)	(2.57)
Franchisee fees Ind AS Adjustments	10.57	20.74	72.80	99.33
Interest income	(30.80)	(49.68)	(33.24)	(5.39)
Interest expense, Bank commission and charges	139.78	234.45	145.79	90.00
Provision for employee benefits	6.72	29.45	23.05	18.75
Sundry balances written off (Net)	0.00	(3.79)	(0.20)	2.71
Operating profit before working capital changes	**544.28**	**885.44**	**563.86**	**372.59**
Changes in working capital				
(Increase)/Decrease in Inventories	(43.35)	31.00	(124.29)	(98.73)
(Increase)/Decrease in Trade receivables	(21.89)	(49.04)	(53.40)	(41.05)
(Increase)/Decrease in Other current assets	(47.44)	(9.37)	(2.83)	(10.21)
(Increase)/Decrease in Other current financial assets	(17.86)	(35.63)	(11.28)	(3.27)
(Increase)/Decrease in Non-current assets	0.00	0.00	0.00	20.00
(Increase)/Decrease in Other financial assets	(246.61)	(66.79)	(569.24)	(54.42)
Increase/(Decrease) in Trade payables	(58.93)	(56.25)	219.36	58.26
(Increase)/Decrease in Short term loans and advances	2.35	3.42	(13.97)	35.08
Increase/(Decrease) in other current financial liabilities	71.15	24.97	29.56	15.32
Increase/(Decrease) in other current liabilities	58.18	34.6	(7.53)	23.34
Cash generated from operations	**239.87**	**762.36**	**30.24**	**316.90**
Income tax paid (including advance tax & TDS)(net of refund)	4.53	(17.94)	(3.25)	(2.32)
Net cash flows used in operating activities (A)	**244.40**	**744.42**	**26.99**	**314.58**
Cash flow from Investing activities				
Purchase of property, plant and equipment and other intangible assets	(211.19)	(525.79)	(597.58)	(158.94)
Proceeds from sale of property, plant and equipment	27.99	11.44	31.88	23.58
Interest received	24.06	38.64	29.64	2.77
Net cash flow (used in)/from investing activities (B)	**(159.14)**	**(475.71)**	**(536.06)**	**(132.59)**
Cash flow from Financing activities				
Proceeds from issuance of Equity Shares/ Share Application Money (Including share premium)	1106.19	0.00	29.98	554.89
Current borrowings [net - taken/ (repayment)]	(391.57)	275.97	120.03	(12.82)
Long borrowings [net - taken/ (repayment)]	(4.14)	(5.14)	7.44	(2.24)
Repayment of lease liabilities	(314.44)	(544.19)	(303.20)	(191.04)
Other Long term Liabilities	11.21	85.58	5.92	61.72
Interest paid	(19.00)	(37.65)	(6.64)	(3.48)
Net cash flow from/(used in) financing activities (C)	**388.25**	**(225.44)**	**(146.47)**	**(407.03)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**473.51**	**43.27**	**(655.54)**	**589.02**
Cash and cash equivalents at the beginning of the year	69.44	25.97	681.41	92.42
Cash and cash equivalents at the end of the year	**543.22**	**69.44**	**25.97**	**681.41**
Cash and cash equivalents comprise				
On current accounts				
Balances with banks	277.29	47.34	14.03	637.88
Fixed deposits with maturity of less than 3 months	0.00	0.00	0.00	0.00
Cash on hand	17.58	18.74	8.92	4.53
Bank balances other than cash and cash equivalents comprise				
Fixed Deposits	248.35	3.35	3.02	39.00

Particulars	Six-month period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Total cash and bank balances at end of the year	**543.22**	**69.44**	**25.97**	**681.41**

GENERAL INFORMATION

Registered Office

Teapost Limited
D-0001, Elanza Crest, near Sigma House,
Sindhu Bhavan Road, Bodakdev, Thaltej,
Ahmedabad-380059,
Gujarat, India
Telephone: +91 92770 00077
Email: complaince@teapost.in
Website: www.teapost.in

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

Corporate Identity Number: U15491GJ2015PLC085010

Registration Number: 085010

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, North Western Region, under the administrative control of the Registrar of Companies, Gujarat at Ahmedabad situated at the following address:

Registrar of Companies, Gujarat at Ahmedabad
ROC Bhavan, Opp. Rupal Park Society
Behind Ankur Bus Stop, Naranpura
Ahmedabad – 380 013
Gujarat, India

Board of Directors

The table below sets forth the details of the constitution of our Board:

Name	Designation	DIN	Address
Dashani Darshan Anilbhai	Chairman and Managing Director	00519928	Block Number - 44, Shreeji Krupa, Bansari Society, Behind Central School, Sharda Nagar-9, Rajkot – 360 005, Gujarat, India
Raminder Singh Rekhi	Whole Time Director & COO	02073312	1827 Catania, Mahagun Moderne, Sector-78, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India
Puneet Tibrewala	Whole Time Director & CFO	08015082	A 1004, Satellite Glory, Guru Govindji Road, Opp Dragon Fly Hotel, Mumbai Suburban, Mumbai – 400 093, Maharashtra, India
Jaison A Manjaly	Independent Director	10881354	Block 03/101, Staff Housing, IIT Gandhinagar, Palaj, Gandhinagar – 382 355, Gujarat, India.
Arun Vijaykumar Gupta	Independent Director	05131228	Flat No. 5005/5006, Oberoi Esquire Tower C, Yashodham, Goregaon East, Mumbai, Mumbai Suburban – 400 063, Maharashtra, India
Vyas Ami Sunilbhai	Independent Director	09253886	E-201, Indraparasth Homes, Near Swati Gardenia, Makarba, Vejalpur, Ahmedabad – 380 051, Gujarat, India

For brief profiles of our Directors, please see "***Our Management***" on page 221.

Company Secretary and Compliance Officer for the Offer

Daisy Mehta is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Address:
D-0001, Elanza Crest, near Sigma House
Sindhu Bhavan Road, Bodakdev
Thaltej, Ahmedabad-380059
Gujarat, India
Telephone: +91 92770 00077
Email: complaince@teapost.in
Website: www.teapost.in.

Investor Grievances

Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, redressals of complaints, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Srujan Alpha Capital Advisors LLP
Registered Address: 112A, 1st floor, Arun Bazar
S.V. Road, beside Bank of India Malad (West), Mumbai – 400 064
Correspondence Address: 824 & 825, Corporate Avenue Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate Goregaon, Mumbai – 400 063
Telephone: +91 022 - 4603 0709
E-mail: teapostipo@surjanalpha.com
Website: www.srujanalpha.com
Investor Grievance E-mail: partners@srujanalpha.com and jinesh@srujanalpha.com
Contact Person: Jinesh Doshi
SEBI Registration Number: INM000012829

Statement of inter-se allocation of responsibilities among the BRLM

Srujan Alpha Capital Advisors LLP being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Offer. Hence, a statement of inter se allocation of responsibilities is not required.

Legal Counsel to our Company as to Indian law

Vidhigya Associates, Advocates
105 & 310, A Wing, Kanara Business Centre,
Ghatkopar East, Mumbai – 400 075,
Maharashtra, India.
Tel: +91 84240 30160
Email: rahul@vidhigyaassociates.com
Website: www.vidhigyaassociates.com
Contact Person: Rahul Pandey

Registrar to the Offer

Cameo Corporate Services Limited
Address: "Subramanian Building", No. #1
Club House Road, Chennai - 600 002
Tamil Nadu India
Tel: +91 44 4002 0700
E-mail: priya@cameoindia.com
Investor grievance e-mail: ipo@cameoindia.com
Website: www.cameoindia.com
Contact Person: K Sreepriya
SEBI Registration No: INR000003753

Syndicate Members

The Syndicate Members will be appointed prior to the filing of the Red Herring Prospectus with the ROC.

Statutory Auditors of our Company

M/s Mukesh M Shah & Co., Chartered Accountants
7th floor, Heritage Chambers
Near Azad Society, Ambawadi
Ahmedabad – 380 015
Gujarat, India
Tel.: +91 79264 72000
E-mail: suvat@mmsco.in
ICAI Firm Registration Number: 106625W
Peer Review Number: 016202

Changes in Statutory Auditors

Except as mentioned below, there has been no change in the Statutory Auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Sr. No.	Name of Auditor	Date of change	Reason
1.	M/s. Mukesh M Shah & Co. 7th floor, Heritage Chambers, Near Azad Society, Ambawadi Ahmedabad – 380 015 Gujarat, India **Tel.:** +91 79264 72000 **E-mail:** suvat@mmsco.in **ICAI Firm Registration**	April 12, 2022	Appointment. as. statutory auditors of the Company to fill casual vacancy.

	Number: 106625W **Peer Review Number**: 016202		
2.	M/s. Mukesh M Shah & Co. 7th floor, Heritage Chambers, Near Azad Society, Ambawadi Ahmedabad – 380015 Gujarat, India **Tel.:** +91 7926472000 **E-mail:** suvat@mmsco.in **ICAI Firm Registration Number:** 106625W **Peer Review Number**: 016202	September 30, 2022	Reappointed for the financial year April 1, 2022 to March 31, 2027

Bankers to our Company

HDFC Bank Limited
HDFC House, Senapati Bapat Marg
Shahpath – III, NR. GNHC Towers
Sarkhej – Gandhinagar Highway, Bodakdev
Ahmedabad – 380 054
Gujarat, India
Tel: +91 98255 78446
E-mail: nishant.bhatt@hdfc.com
Website: www.hdfcbank.com
Contact Person: Nishant Bhatt

ICICI Bank Limited
Address: K-158, Ground Floor, Shop No. 11
Sindhu Bhavan Road, Bodakdev
Ahmedabad – 380 058
Gujarat, India
Telephone: +91 97128 54296
E-mail: umang.s@icicibank.com
Website: www.icicibank.com
CINContact Person: Umang Sharma

Bankers to the Offer/ Refund Bank/ Sponsor Bank

The Bankers to the Offer/ Refund Bank/ Sponsor Bank will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34on.the.website.of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or 87.through.a.Registered.Broker,.RTA.or.CDP.may.submit.the.Bid-cum-Application.Forms.is.available.at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks enabled for UPI Mechanism

In accordance with 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply.through.the.SCSBs.and.mobile.applications whose names appear on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using.UPI.mechanism.is.provided as ‘Annexure.A’.for.the.SEBI.circular.number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

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

Registered Brokers

The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and email address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an offer of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Monitoring Agency

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency for monitoring the utilizationof Gross Proceeds prior to filing of the Red Herring Prospectus with the RoC, as the proposed Issue exceeds ₹10,000 Lakhs

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

Our Company has not appointed any appraising agency.

Experts

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

Our Company has received written consent from the Statutory Auditors to our Company being M/s. Mukesh M Shah & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under sections 26 (1) and section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their: (i) examination report, dated on March 27, 2025; (ii) their report dated March 27, 2025, on the Statement of Special Tax Benefits available to the Company and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning under the U.S. Securities Act, as amended (the "**U.S. Securities Act**").

Filing

A copy of this Draft Red Herring Prospectus has been filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, as specified in regulation 25(8) of the SEBI ICDR Regulations read with SEBI master circular SEBI/HO/CFD/PoD2/P/CIR/2023/0094 dated June 21, 2023, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*". Further, physical copies of this Draft Red Herring Prospectus may be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013, will be filed with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot and Employee Discount (if any) will be decided by our Company in consultation with the BRLM, and advertised in all editions of the English national daily newspaper the [●], all editions of the Hindi national daily newspaper [●], Gujarati edition of.[●] (Gujarati also being the regional language of Ahmedabad wherein our Registered Office is located) each with wide, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Offer Closing Date. For details, see "***Offer Procedure***" on page 346.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Banks, as the case may be. Anchor Investors are not permitted

to participate in the Offer through the ASBA process. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 335, 342, and 346 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each Selling Shareholder specifically confirms that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to such Selling Shareholder, in relation to its respective portion of the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the BRLM to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "***Offer Procedure***" on page 346.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, the Selling Shareholder and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLM shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹Lakhs)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

Our Company's share capital, as of the date of this Draft Red Herring Prospectus, is disclosed below

(in ₹, except share data)

	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL(1)**		
	12,00,00,000 Equity Shares of face value of ₹1 each	12,00,00,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	8,99,57,241 Equity Shares of face value of ₹1 each	8,99,57,241	-
C.	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to 2,85,00,000 Equity Shares aggregating up to ₹ [●] lakhs	[●]	[●]
	of which		
	Fresh Issue of up to 1,42,50,000 Equity Shares aggregating up to ₹ [●] lakhs (2)	[●]	[●]
	Offer for Sale of up to 1,42,50,000 Equity Shares aggregating up to ₹ [●] lakhs(3)	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 1 each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		2,708.69
	After the Offer		[●]

To be updated upon finalization of the Offer Price

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see '**History and Certain Corporate Matters – Amendments to the Memorandum of Association**" on page 216.*

(2) *The Offer including the Fresh Issue has been authorised by our Board dated February 28, 2025 and by shareholders pursuant to a special resolution passs at their meeting held on March 25, 2025.Further, our Board has taken on record the approval for Offer for Sale by the Selling Shareholder pursuant to its resolution dated March 27, 2025. The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR.*

(3) *The Selling Shareholder confirms that the Offered Shares are eligible for being offered for sale in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations. The Selling Shareholder has consented for the sale of the Offered Shares in the Offer for Sale. For details on the authorisation of the Selling Shareholder in relation to the Offered Shares, see, see "**Other Regulatory and Statutory Disclosures – Authority for the Offer**" on page* 322.

Notes to Capital Structure

1. **Share Capital History of our Company**

(a) History of equity share Capital of our Company:

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
November 5, 2015	10,000	10	10	Cash	Subscription to the MOA	10,000	1,00,000	Allotment of 9,000 Equity Shares to Dashani Darshan Anilbhai and 1,000 Equity Shares to Lalitkumar Budhadeo
February 29, 2016	3,50,000	10	10	Cash	Rights issue in the ratio of 35 new equity shares for every 1 existing equity shares held	3,60,000	36,00,000	Allotment of 3,50,000 Equity Shares to Acclaim Enterprises LLP.
March 7, 2016	37,878	10	396	Cash	Private Placement	3,97,878	39,78,780	Allotment of 37,878 Equity Shares to IndiaNivesh Venture Capital Fund
June 3, 2016	12,627	10	396	Cash	Private Placement	4,10,505	41,05,050	Allotment of 12,627 Equity Shares to Acclaim Enterprise LLP.
July 6, 2016	10,083	10	396	Cash	Preferential.Allotment	4,20,588	42,05,880	Allotment of 10,083 Equity Shares to Acclaim Enterprises LLP
September 26, 2016	50,505	10	396	Cash	Private Placement	4,71,093	47,10,930	Allotment of 50,505 Equity Shares to IndiaNivesh Venture Capital Fund.
March 9, 2017	75,758	10	396	Cash	Private Placement	5,46,851	54,68,510	Allotment of 75,758 Equity Shares to IndiaNivesh Venture Capital Fund.
June 13, 2018	14,266	10	701	Cash	Preferential Allotment	5,61,117	56,11,170	Allotment of 14,266 Equity Shares to IndiaNivesh Venture Capital Fund.
June 26, 2018	28,531	10	701	Cash	Preferential Allotment	5,89,648	58,96,480	Allotment of 28,531 Equity Shares to IndiaNivesh Venture Capital Fund.
October 12, 2018	1,426	10	701	Cash	Preferential Allotment	5,91,074	59,10,740	Allotment of 1,426 Equity Shares to

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								IndiaNivesh Venture Capital Fund.
November 2, 2018	2,139	10	701	Cash	Preferential Allotment	5,93,130	59,31,300	Allotment of 2,139 Equity Shares to IndiaNivesh Venture Capital Fund.
December 7, 2018	2,853	10	701	Cash	Preferential Allotment	5,96,660	59,66,600	Allotment of 2,853 Equity Shares to IndiaNivesh Venture Capital Fund.
December 21, 2018	4,279	10	701	Cash	Preferential Allotment	6,00,345	60,03,450	Allotment of 4,279 Equity Shares to IndiaNivesh Venture Capital Fund.
February 11, 2019	8,559	10	701	Cash	Preferential Allotment	6,08,904	60,89,040	Allotment of 8,559 Equity Shares to IndiaNivesh Venture Capital Fund.
March 7, 2019	8,559	10	701	Cash	Preferential Allotment	6,17,463	61,74,630	Allotment of 8,559 Equity Shares to IndiaNivesh Venture Capital Fund.
August 1, 2019	715	10	701	Cash	Preferential Allotment	6,18,178	61,81,780	Allotment of 715 Equity Shares to IndiaNivesh Venture Capital Fund.
February 4, 2022	64,584	10	774	Conversion of CCPS into Equity Shares	Conversion to Equity	6,82,762	68,27,620	Allotment of 64,584 Equity Shares to IndiaNivesh Venture Capital Fund.
March 15, 2022	44,921	10	1,213	Cash	Preferential Allotment	7,27,683	72,76,830	Allotment of 41,212 Equity Shares to Aaradhya Tradebiz LLP, 3,091 Equity Shares to Apurva Goswamy and B.N. Goswamy (on behalf of Goswamy Family Trust) and 618 Equity Shares to Shagun Ravinder Singh.
April 18, 2022	3,296	10	1,213	Cash	Preferential Allotment	7,30,979	73,09,790	Allotment of 824 Equtiy Shares to Divya Darshan Dashani, 824 Equity Shares to Harshgopal Hasitbhai Dashani, 824 Equity Shareas to Jayshreeben Pareshbhai Joshi and 824 Equity Shares to Bhakti Samir Dashani.
July 3, 2024	34,667	10	755	Cash	Rights issue of partly paid shares in the ratio of 21 new equity share for every 1 existing equity share held	7,65,646	76,56,460	Allotment of 18,274 Equity Shares to Dashani Darshan Anilbhai, 7,309 Equity Shares to Raminder Singh Rekhi, 3,654 Equity Shares to Samir Anilbhai Dashani , 600

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								Equity Shares to Patel Dharmesh Himatbhai, 380 Equity Shares to Depak Kumar Poddar, 480 Equity Shares to Atul Sardarsinh Bahesh, 480 Equity Shares to Maheshkumar Narottamdas Thakkar, 400 Equity Shares of Shambhu Nath Yadav, 400 Equity Shares to Nikunj Pravin Virani, 350 Equity Shares to Mit H. Limbachia, 350 Equity Shares to Thakkar Pratik Prahulchandra, 250 Equity Shares to Mistry Sachinkumar Mafatlal, 200 Equity Shares to John Bovas, 200 Equity Shares to Arup Ratan Agarwal, 200 Equity Shares to Ahele Sahilbhai Abdulrafikbhai, 150 Equity Shares to Dashani Harshgopal Hasitbhai, 150 Equity Shares to Bhimappa Sidappa, 150 Equity Shares to.Ajmerwala Mohammedsaffan Salauddin, 150 Equity Shares to Shaha Dhwanil, 110 Equity Shares to Pampaniya Jayesh Kesur, 110 Equity Shares to Thakkar Manan, 90 Equity Shares to Reen Vishnu Datt Sharma, 65 Equity Shares to Parihar Prabhat Singh, 65 Equity Shares to Jobanputra Arpit Bharatbhai and 100 Equity Shares to Brahmane Prashant Pramod.
August 9, 2024	16,850	10	3,593	Cash	Preferential Allotment	7,82,496	78,24,960	Allotment of 425 Equity Shares to Impress Stategic Communication Private Limited, 700 Equity Shares to Punit Navinchandra Joshi, 3,200 Equity Shares to Wealth 4 U

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								Hospitality Consultancy Private Limited, 700 Equity Shares to Soha Ventures LLP, 700 Equity Shares to Harshil Rajeshbhai Limbasiya, 3,200 Equity Shares to Shreeji Capital and Finance Limited, 425 Equity Shares to Purshottam Chandak HUF, 425 Equity Shares to J K Shah HUF, 700 Equity Shares Vinod Kumar Jaria, 300 Equity Shares Dhruvin Doshi, 1,400 Equity Shares to Sangeeta Gattani, 425 Equity Shares to Mukesh Kumar HUF, 700 Equity Shares to Gauri Shankar Jalani, 700.Equity Shares to Hemant Panpalia, 700 Equity Shares to Varsha Lakhotia, 700 Equity Shares K L Bafna & Sons HUF, 375 Equity Shares to Ajay Gandhi HUF, 700 Equity Shares to Deven Mahendrakumar Shah and 375 Equity Shares to AMR Agriplastex Private Limited..
August 24, 2024	2,700	10	3,593	Cash	Preferential Allotment	7,85,196	78,51,960	Allotment of 1,400 Equity Shares to Atrichhaya Financial Private Limited, 300 Equity Shares to Devendra R Kothari HUF, 300 Equity Shares to Samir Sanghavi and 700 Equity Shares to Ambrish Balwant Mehta.
September 4, 2024	8,900	10	3,593	Cash	Preferential Allotment	7,94,096	79,40,960	Allottment of 4,200 Equity Shares to Shitalben Shaileshkumar Thakkar, 1,400 Equity Shares to B N Rathi Securities Limited, 300 Equity Shares to Sonal Dhiren

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								Sethia and 3,000 Equity Shares to Jaya Prem Rajdev
Persuant to resolution passed at the General Meeting of share holders dated December 31, 2024, the Company has approved sub-division of 1(One) equity share of Face value of ₹ 10 each to face value of ₹ 1 each. Accordingly the authorised share capital of ₹ 4,00,00,000 was sub-divided from 40,00,000 shares of Face Value of ₹ 10 each to 4,00,00,000 shares of Face Value of ₹ 1 each.								
February 28, 2025	2,36,971	1	74.50	Cash	Rights Issue in the ratio	81,77,931	81,77,931	Allotment of 2,36,971 Equity Shares to Puneet Tibrewala.
March 27, 2025	8,17,79,310	1	N.A.	Other than cash	Bonus Issue in the ratio of 10 Equity Shares for every 1 Equity Shares held.	8,99,57,241	8,99,57,241	Allotment of 3,00,05,200 Equity Shares to Indianivesh Venture Capital Fund, 295,77,600 Equity Shares to Acclaim Enterprise Llp, 18,27,500 Equity Shares to Dashani Darshan Anilbhai, 16,01,000 Equity Shares to Bijal Darshit Pujara, 14,98,200 Equity Shares to Darshit Prataprai Pujara, 11,70,200 Equity Shares to Samir Anilbhai Dashani,da 10,23,600 Equity Shares to Shitalben Shaileshkumar Thakkar, 7,72,500 Equity Shares to Shreeji Capital And Finance Limited, 7,72,500 Equity Shares to Wealth 4 U Hospitality Consultancy Private Limited, 7,30,900 Equity Shares to Raminder Singh Rekhi, 4,00,000 Equity Shares to Kambhampati Venkat Subrahmanya Pawan, 3,41,400 Equity Shares to Atrichhaya Financial Private Limited, 3,40,000 Equity Shares to Sangeeta Gattani, 3,09,100 Equity Shares to Apurva Goswamy & Dr B N Goswamy (Acting On Behalf Of Goswamy Family Trust), 3,00,000 Equity Shares to Jaya Prem Rajdev,

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								2,00,000 Equity Shares to Nisha Rathi, 1,70,000 Equity Shares to Soha Ventures Llp, 1,70,000 Equity Shares to Vinod Kumar Jaria, 1,70,000 Equity Shares to K L Bafna & Sons, 1,70,000 Equity Shares to Hemant Panpalia, 1,70,000 Equity Shares to Harshil Rajeshbhai Limbasiya, 1,70,000 Equity Shares to Punit Navinchandra Joshi, 1,70,000 Equity Shares to Deven M Shah, 1,70,000 Equity Shares to Ambrish Balwant Mehta, 1,40,000 Equity Shares to B N Rathi Securities Limited, 1,20,000 Equity Shares to Karan Gouri, 1,02,500 Equity Shares to J K Shah Huf, 1,02, 500 Equity Shares to Impress Strategic Communications Private Limited, 1,02,500 Equity Shares to Purshottam Chandak Huf, 1,02,500 Equity Shares to Mukesh Kumar (HUF), 1,00,000 Equity Shares To Uphar Homfin Private Limited, 1,00,000 Equity Shares to Savita Sourabh Mantri, 97,400 Equity Shares to Harshgopal Hasitbhai Dashani, 82,400 Equity Shares to Bhakti Samirbhai Dashani, 82,400 Equity Shares to Joshi Jayshreeben Pareshbhai, 82,400 Equity Shares to Divyaben Darshanbhai Dashani, 80,000 Equity Shares to Mayankbhai Rameshchandra Thakker, 70,000 Equity Shares to

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								Samir Sanghvi, 70,000 Equity Shares to Gaurishankar Jhalani, 70,000 Equity Shares to Varsha Pawankumar Lakhotia, 70,000 Equity Shares to Devendra R Kothari HUF, 70,000 Equity Shares to Dhruvin Jayesh Doshi, 66,500 Equity Shares To Meet Shaileshbhai Surani, 66,500 Equity Shares to Jeet Bhaveshbhai Sheth, 61,800 Equity Shares to Shagun Singh, 60,000 Equity Shares to Dharmesh Himatbhai Patel, 55,000 Equity Shares to Rahul Mahesh AgarwaL, 55,000 Equity Shares to Jigar Ajay Gandhi, 50,000 Equity Shares to Sajid Balubhai Lalani, 50,000 Equity Shares to Rozina Salimbhai Khetani, 48,000 Equity Shares to Maheshkumar Narottamdas Thakkar, 48,000 Equity Shares to Atul Sardarsinh Bahesh, 40,000 Equity Shares to Nikunj Pravin Virani, 40,000 Equity Shares to Amita Chirag Ajmera, 40,000 Equity Shares to Dipti Nirav Ajmera, 40,000 Equity Shares to Shambhu Nath Yadav, 40,000 Equity Shares to Piyush Rasikbhai Unadkat, 40,000 Equity Shares to Kunjal Piyushbhai Unadkat, 38,000 Equity Shares to Deepak Kumar Poddar, 37,500 Equity Shares to Amr Agriplastex Private Limited, 37,500 Equity Shares to Ajay Gandhi HUF,

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								35,000 Equity Shares to Mitt Hasmukh Limbachia, 35,000 Equity Shares to Pratik Prafulchandra Thakrar, 33,500 Equity Shares to Pruthvik Pravinbhai Viradiya, 25,000 Equity Shares to Sachinkumar Mafatlal Mistry, 20,000 Equity Shares to Ahele Sahilbhai Abdulrafikbhai, 20,000 Equity Shares to Arup Ratan Agarwal, 20,000 Equity Shares to John Bovas, 15,000 Equity Shares to Dhwanil Shah, 15,000 Equity Shares to Mohammedsaffan Salauddin Ajmerwala, 15,000 Equity Shares to Bhimappa Sidappa, 11,000 Equity Shares to Jayesh Kesur Pampaniya, 11,000 Equity Shares to Manan Thakkar, 10,000 Equity Shares to Prashant Pramod Brahmane, 9,000 Equity Shares to Reena Vishnu Dutt Sharma, 6,500 Equity Shares to Parihar Prabhat Singh, 6,500 Equity Shares to Arpit Bharatbhai Jobanputra, 35,000 Equity Shares to Vishesh Ruparelia, 1,35,000 Equity Shares to Sharda Subhashchandra Bhatt,1,35,000 Equity Shares to Renaissance Advisory Service Pvt Ltd, 15,000 Equity Shares to Gatha Keyur Bharatbhai, 30,000 Equity Shares to Anand Pankaj Shah, 30,000 Equity Shares to Nehal Kunjal Savani, 40,000 Equity Shares to Aryan Thakkar, 29,900

Date of Allotment	Number of Equity Shares Allotted	Face Value per Equity Shares	Issue Price per equity share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of equity shares	Cumulative paid up Equity Share Capital	Name of the Allottees
								Equity Shares to Dipen Mehta , 22,900 Equity Shares to Ayushi Mehta, 23,69,710 Equity Shares to Puneet Tibrewal., 3,791,200 to Aaradhya Tradebiz LLP.

[(1)]The bonus issue was in the ratio of ten equity shares for every one equity share held by the Shareholders, authorized by a resolution passed by the Shareholders dated March 27, 2025 with the record date as March 26, 2025, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.

(b) History of Preference Share Capital of our Company:

Our Company does not have any preference shares as of the date of filing of this Draft Red Herring Prospectus, the history of Preference Share Capital of our Company is stated below.

Date of Allotment of CCPS Share	Number of Equity Shares Allotted	Face Value per Preference Shares	Issue Price per Preference share	Nature of consideration	Nature of Allotment/ Transfer	Cumulative number of preference shares*	Cumulative preference shares capital	Name of the Allottees
March 23, 2019	30,832	10	973	Cash	Further Issue	30,832	3,08,320	Allotment of 30,832 Preference Shares to IndiaNivesh Venture Capital Fund
August 22, 2019	2,055	10	973	Cash	Further Issue	32,887	3,28,870	Allotment of 2,055 Preference Shares to IndiaNivesh Venture Capital Fund
October 10, 2019	8,221	10	973	Cash	Further Issue	41,108	4,11,080	Allotment of 8,221 Preference Shares to IndiaNivesh Venture Capital Fund
February 2, 2020	10,280	10	973	Cash	Further Issue	51,388	5,13,880	Allotment of 10,280 Preference Shares to IndiaNivesh Venture Capital Fund

**All the Compulsorily Convertible Equity Shares were converted into 64,584 Equity Shares of face value ₹10 each vide allotment dated February 04, 2022.*

2. **Issue of shares for consideration other than cash or out of revaluation of reserves or by way of Bonus**

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves at any time since incorporation

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
March 27, 2025	8,17,79,310	1	N.A.	Bonus Issue in the ratio of 10 Equity Shares for every 1 Equity Shares held.	Allotment of 3,00,05,200 Equity Shares to Indianivesh Venture Capital Fund, 295,77,600 Equity Shares to Acclaim Enterprise Llp, 18,27,500 Equity Shares to Dashani Darshan Anilbhai, 16,01,000 Equity Shares to Bijal Darshit Pujara, 14,98,200 Equity Shares to Darshit Prataprai Pujara, 11,70,200 Equity Shares to Samir Anilbhai Dashani,da 10,23,600 Equity Shares to Shitalben Shaileshkumar Thakkar, 7,72,500 Equity Shares to Shreeji Capital And Finance Limited, 7,72,500 Equity Shares to Wealth 4 U Hospitality Consultancy Private Limited, 7,30,900 Equity Shares to Raminder Singh Rekhi, 4,00,000 Equity Shares to Kambhampati Venkat Subrahmanya Pawan, 3,41,400 Equity Shares to Atrichhaya Financial Private Limited, 3,40,000 Equity Shares to Sangeeta Gattani, 3,09,100 Equity Shares to Apurva Goswamy & Dr B N Goswamy (Acting On Behalf Of Goswamy Family Trust), 3,00,000 Equity Shares to Jaya Prem Rajdev, 2,00,000 Equity Shares to Nisha Rathi, 1,70,000 Equity Shares to Soha Ventures Llp, 1,70,000 Equity Shares to Vinod Kumar Jaria, 1,70,000 Equity Shares to K L Bafna & Sons, 1,70,000 Equity Shares to Hemant Panpalia, 1,70,000 Equity Shares to Harshil Rajeshbhai Limbasiya, 1,70,000 Equity Shares to Punit Navinchandra Joshi, 1,70,000 Equity Shares to Deven M Shah, 1,70,000 Equity Shares to Ambrish Balwant Mehta, 1,40,000 Equity Shares to B N Rathi Securities Limited, 1,20,000 Equity Shares to Karan Gouri, 1,02,500 Equity Shares to J K Shah Huf, 1,02, 500 Equity Shares to Impress Strategic Communications Private Limited, 1,02,500 Equity Shares to Purshottam Chandak Huf, 1,02,500 Equity Shares to Mukesh Kumar (HUF), 1,00,000 Equity Shares To Uphar Homfin Private Limited, 1,00,000 Equity Shares to Savita Sourabh Mantri, 97,400 Equity Shares to Harshgopal Hasitbhai Dashani, 82,400 Equity Shares to Bhakti Samirbhai Dashani,

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					82,400 Equity Shares to Joshi Jayshreeben Pareshbhai, 82,400 Equity Shares to Divyaben Darshanbhai Dashani, 80,000 Equity Shares to Mayankbhai Rameshchandra Thakker, 70,000 Equity Shares to Samir Sanghvi, 70,000 Equity Shares to Gaurishankar Jhalani, 70,000 Equity Shares to Varsha Pawankumar Lakhotia, 70,000 Equity Shares to Devendra R Kothari HUF, 70,000 Equity Shares to Dhruvin Jayesh Doshi, 66,500 Equity Shares To Meet Shaileshbhai Surani, 66,500 Equity Shares to Jeet Bhaveshbhai Sheth, 61,800 Equity Shares to Shagun Singh, 60,000 Equity Shares to Dharmesh Himatbhai Patel, 55,000 Equity Shares to Rahul Mahesh AgarwaL, 55,000 Equity Shares to Jigar Ajay Gandhi, 50,000 Equity Shares to Sajid Balubhai Lalani, 50,000 Equity Shares to Rozina Salimbhai Khetani, 48,000 Equity Shares to Maheshkumar Narottamdas Thakkar, 48,000 Equity Shares to Atul Sardarsinh Bahesh, 40,000 Equity Shares to Nikunj Pravin Virani, 40,000 Equity Shares to Amita Chirag Ajmera, 40,000 Equity Shares to Dipti Nirav Ajmera, 40,000 Equity Shares to Shambhu Nath Yadav, 40,000 Equity Shares to Piyush Rasikbhai Unadkat, 40,000 Equity Shares to Kunjal Piyushbhai Unadkat, 38,000 Equity Shares to Deepak Kumar Poddar, 37,500 Equity Shares to Amr Agriplastex Private Limited, 37,500 Equity Shares to Ajay Gandhi HUF, 35,000 Equity Shares to Mitt Hasmukh Limbachia, 35,000 Equity Shares to Pratik Prafulchandra Thakrar, 33,500 Equity Shares to Pruthvik Pravinbhai Viradiya, 25,000 Equity Shares to Sachinkumar Mafatlal Mistry, 20,000 Equity Shares to Ahele Sahilbhai Abdulrafikbhai, 20,000 Equity Shares to Arup Ratan Agarwal, 20,000 Equity Shares to John Bovas, 15,000 Equity Shares to Dhwanil Shah, 15,000 Equity Shares to Mohammedsaffan Salauddin Ajmerwala, 15,000 Equity Shares to Bhimappa Sidappa, 11,000 Equity Shares to Jayesh Kesur Pampaniya, 11,000 Equity Shares to Manan Thakkar, 10,000 Equity Shares to Prashant Pramod Brahmane, 9,000 Equity Shares to Reena Vishnu Dutt Sharma, 6,500 Equity Shares to Parihar Prabhat Singh, 6,500 Equity

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Shares to Arpit Bharatbhai Jobanputra, 35,000 Equity Shares to Vishesh Ruparelia, 1,35,000 Equity Shares to Sharda Subhashchandra Bhatt,1,35,000 Equity Shares to Renaissance Advisory Service Pvt Ltd, 15,000 Equity Shares to Gatha Keyur Bharatbhai, 30,000 Equity Shares to Anand Pankaj Shah, 30,000 Equity Shares to Nehal Kunjal Savani, 40,000 Equity Shares to Aryan Thakkar, 29,900 Equity Shares to Dipen Mehta , 22,900 Equity Shares to Ayushi Mehta, 23,69,710 Equity Shares to Puneet Tibrewal., 3,791,200 to Aaradhya Tradebiz LLP.

3. **Issue of Equity Shares pursuant to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013**

Our Company has not issued any Equity Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013, as applicable.

4. **Issue or transfer of Equity Shares under employee stock option scheme**

As on the date of this Draft Red Herring Prospectus Our Company does not have an Employee Stock Option Scheme.

5. **Issue of Equity shares at a price lower than the Issue Price during the preceding one year**

Except as disclosed below, our Company has not issued any equity shares at a price which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
February 28, 2025	2,36,971	1	74.50	Rights Issue in the ratio	Allotment of 2,36,971 Equity Shares to Puneet Tibrewala
March 27, 2025	8,17,79,310	1	N.A.	Bonus Issue in the ratio of 10 Equity Shares for every 1 Equity Shares held.	Allotment of 3,00,05,200 Equity Shares to Indianivesh Venture Capital Fund, 295,77,600 Equity Shares to Acclaim Enterprise Llp, 18,27,500 Equity Shares to Dashani Darshan Anilbhai, 16,01,000 Equity Shares to Bijal Darshit Pujara, 14,98,200 Equity Shares to Darshit Prataprai Pujara, 11,70,200 Equity Shares to Samir Anilbhai Dashani,da 10,23,600 Equity Shares to Shitalben Shaileshkumar Thakkar, 7,72,500 Equity Shares to Shreeji Capital And Finance Limited, 7,72,500 Equity Shares to Wealth 4 U

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Hospitality Consultancy Private Limited, 7,30,900 Equity Shares to Raminder Singh Rekhi, 4,00,000 Equity Shares to Kambhampati Venkat Subrahmanya Pawan, 3,41,400 Equity Shares to Atrichhaya Financial Private Limited, 3,40,000 Equity Shares to Sangeeta Gattani, 3,09,100 Equity Shares to Apurva Goswamy & Dr B N Goswamy (Acting On Behalf Of Goswamy Family Trust), 3,00,000 Equity Shares to Jaya Prem Rajdev, 2,00,000 Equity Shares to Nisha Rathi, 1,70,000 Equity Shares to Soha Ventures Llp, 1,70,000 Equity Shares to Vinod Kumar Jaria, 1,70,000 Equity Shares to K L Bafna & Sons, 1,70,000 Equity Shares to Hemant Panpalia, 1,70,000 Equity Shares to Harshil Rajeshbhai Limbasiya, 1,70,000 Equity Shares to Punit Navinchandra Joshi, 1,70,000 Equity Shares to Deven M Shah, 1,70,000 Equity Shares to Ambrish Balwant Mehta, 1,40,000 Equity Shares to B N Rathi Securities Limited, 1,20,000 Equity Shares to Karan Gouri, 1,02,500 Equity Shares to J K Shah Huf, 1,02, 500 Equity Shares to Impress Strategic Communications Private Limited, 1,02,500 Equity Shares to Purshottam Chandak Huf, 1,02,500 Equity Shares to Mukesh Kumar (HUF), 1,00,000 Equity Shares To Uphar Homfin Private Limited, 1,00,000 Equity Shares to Savita Sourabh Mantri, 97,400 Equity Shares to Harshgopal Hasitbhai Dashani, 82,400 Equity Shares to Bhakti Samirbhai Dashani, 82,400 Equity Shares to Joshi Jayshreeben Pareshbhai, 82,400 Equity Shares to Divyaben Darshanbhai Dashani, 80,000 Equity Shares to Mayankbhai Rameshchandra Thakker, 70,000 Equity Shares to Samir Sanghvi, 70,000 Equity Shares to Gaurishankar Jhalani, 70,000 Equity Shares to Varsha Pawankumar Lakhotia, 70,000 Equity Shares to Devendra R Kothari HUF, 70,000 Equity Shares to Dhruvin Jayesh Doshi, 66,500 Equity Shares To Meet Shaileshbhai Surani, 66,500

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Equity Shares to Jeet Bhaveshbhai Sheth, 61,800 Equity Shares to Shagun Singh, 60,000 Equity Shares to Dharmesh Himatbhai Patel, 55,000 Equity Shares to Rahul Mahesh AgarwaL, 55,000 Equity Shares to Jigar Ajay Gandhi, 50,000 Equity Shares to Sajid Balubhai Lalani, 50,000 Equity Shares to Rozina Salimbhai Khetani, 48,000 Equity Shares to Maheshkumar Narottamdas Thakkar, 48,000 Equity Shares to Atul Sardarsinh Bahesh, 40,000 Equity Shares to Nikunj Pravin Virani, 40,000 Equity Shares to Amita Chirag Ajmera, 40,000 Equity Shares to Dipti Nirav Ajmera, 40,000 Equity Shares to Shambhu Nath Yadav, 40,000 Equity Shares to Piyush Rasikbhai Unadkat, 40,000 Equity Shares to Kunjal Piyushbhai Unadkat, 38,000 Equity Shares to Deepak Kumar Poddar, 37,500 Equity Shares to Amr Agriplastex Private Limited, 37,500 Equity Shares to Ajay Gandhi HUF, 35,000 Equity Shares to Mitt Hasmukh Limbachia, 35,000 Equity Shares to Pratik Prafulchandra Thakrar, 33,500 Equity Shares to Pruthvik Pravinbhai Viradiya, 25,000 Equity Shares to Sachinkumar Mafatlal Mistry, 20,000 Equity Shares to Ahele Sahilbhai Abdulrafikbhai, 20,000 Equity Shares to Arup Ratan Agarwal, 20,000 Equity Shares to John Bovas, 15,000 Equity Shares to Dhwanil Shah, 15,000 Equity Shares to Mohammedsaffan Salauddin Ajmerwala, 15,000 Equity Shares to Bhimappa Sidappa, 11,000 Equity Shares to Jayesh Kesur Pampaniya, 11,000 Equity Shares to Manan Thakkar, 10,000 Equity Shares to Prashant Pramod Brahmane, 9,000 Equity Shares to Reena Vishnu Dutt Sharma, 6,500 Equity Shares to Parihar Prabhat Singh, 6,500 Equity Shares to Arpit Bharatbhai Jobanputra, 35,000 Equity Shares to Vishesh Ruparelia, 1,35,000 Equity Shares to Sharda Subhashchandra Bhatt,1,35,000 Equity Shares to Renaissance Advisory Service Pvt Ltd, 15,000 Equity Shares to Gatha Keyur

Date of Allotment	Number of Equity Shares Allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for Allotment	Name of the Allottees
					Bharatbhai, 30,000 Equity Shares to Anand Pankaj Shah, 30,000 Equity Shares to Nehal Kunjal Savani, 40,000 Equity Shares to Aryan Thakkar, 29,900 Equity Shares to Dipen Mehta , 22,900 Equity Shares to Ayushi Mehta, 23,69,710 Equity Shares to Puneet Tibrewal., 3,791,200 to Aaradhya Tradebiz LLP.

6. **Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares**

As of the date of this Draft Red Herring Prospectus, the Promoters hold 3,37,14,450 Equity Shares, constituting 37.48% of the issued, subscribed and paid-up share capital of our Company.

The details regarding the build-up of our Promoters' shareholding is set forth below:

(a) Capital Build-up of our Promoters' Shareholding in our Company

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
				Dashani Darshan Anilbhai				
November 05, 2015	9,000	10	10	Cash	Allotment pursuant to initial subscription to Memorandum of Association	9,000	0.10	[●]
December 29, 2015	(8,999)	10	10	Cash	Transfer to Acclaim Enterprise LLP	1	0.10	[●]
July 03, 2024	18,274	10	755	Cash	Rights issue in the ratio of 21 new equity shares for every 1 existing equity shares held	18,275	0.20	[●]
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 18,275 equity shares of face value of ₹10 each, held by Dashani Darshan Anilbhai were sub-divided into 1,82,750 Equity Shares of face value of ₹1 each							
March 27, 2025	18,27,500	1	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	20,10,250	2.03	[●]
SUB TOTAL (A)	**20,10,250**						**2.24%**	[●]
				Samir Dashani				

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
July 10, 2022	3,890	10	580	Cash	Transfer from Dishita Shah	3,890	0.04	[●]
July 10, 2022	4,174	10	580	Cash	Transfer from Sureshbhai Shah	8064	0.05	[●]
July 10, 2022	(16)	10	580	Cash	Transferred to Bijal Pujara	8048	0.00	[●]
July 03, 2024	3,654	10	755	Cash	Rights issue in the ratio of 21 new equity shares for every 1 existing equity shares held	11,702	0.04	[●]
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 11,702 equity shares of face value of ₹10 each, held by Samir Dashani were sub-divided into 1,17,020 Equity Shares of face value of ₹1 each.							
March 27, 2025	11,70,200	1	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	12,87,220	1.30	[●]
March 29, 2025*	(4,01,940)	1	6.86	Cash	Transferred to Puneet Tibrewala.	8,85,280	0.44%	[●]
SUB TOTAL (B)	**8,85,280**						0.98%	**[●]**
				Divya Darshan Dashani				
April 18, 2022	824	10	1,213	Cash	Further Issue	824	0.01	**[●]**
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 824 equity shares of face value of ₹10 each, held by Divya Darshan Dashani were sub-divided into 8,240 Equity Shares of face value of ₹1 each.							
March 27, 2025	82,400	10	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	90,640	0.09	**[●]**
SUB TOTAL (C)	**90,640**						**0.10**	**[●]**
				Bhakti Samir Dashani				
April 18, 2022	824	10	1,213	Cash	Further Issue	824	0.01	**[●]**
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 824 equity shares of face value of ₹10 each, held by Bhakti Samir Dashani were sub-divided into 8,240 Equity Shares of face value of ₹1 each.							
March 27, 2025	82,400	10	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	90,640	0.09	**[●]**
SUB	**90,640**						**0.10**	**[●]**

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
TOTAL (D)								
Jayshreeben Pareshbhai Joshi								
April 18, 2022	824	10	1,213	Cash	Further Issue	824	0.01	[●]
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 824 equity shares of face value of ₹10 each, held by Jayshreeben Pareshbhai Joshi were sub-divided into 8,240 Equity Shares of face value of ₹1 each.							
March 27, 2025	82,400	10	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	90,640	0.09	[●]
SUB TOTAL (E)	**90,640**						**0.10**	**[●]**
Acclaim Enterprise LLP								
December 29, 2015	1,000	10	10	Cash	Transfer from Lalit Budhadeo	1,000	0.01	[●]
December 29, 2015	8,999	10	10	Cash	Transfer from Dashani Darshan Anilbhai	9,999	0.10	[●]
February 29, 2016	3,50,000	10	10	Cash	Rights issue in the ratio of 31 new equity shares for every 1 existing equity shares held	3,59,999	3.89	[●]
June 03, 2016	12,627	10	396	Cash	Further Issue	3,72,626	0.14	[●]
June 15, 2016	(12,627)	10	400	Cash	Transferred to Rheeaa Ravie Lalpurria	3,59,999	0.14	[●]
July 06, 2016	10,083	10	396	Cash	Further Issue	3,70,082	0.11	[●]
August 01, 2016	(12,373)	10	400	Cash	Transferred to Rheeaa Ravie Lalpurria	3,57,709	0.14	[●]
June 30, 2022	(19,450)	10	580	Cash	Transferred to Jaydip Rathod	3,38,259	0.22	[●]
June 30, 2022	(19,450)	10	580	Cash	Transferred to Rajendrasinh Rathod	3,18,809	0.22	[●]
June 30, 2022	(9,077)	10	580	Cash	Transferred to Sureshbhai Shah	3,09,732	0.10	[●]
June 30, 2022	(3,890)	10	580	Cash	Transferred to Dishita Shah	3,05,842	0.04	[●]
July 10, 2022	(1)	10	580	Cash	Transfer to Bijal Darshit Pujara	3,05,841	0.00	[●]
July 19, 2024	(400)	10	2,485	Cash	Transferred to Kunjal Unadkat	3,05,441	0.00	[●]
July 19, 2024	(400)	10	2,485	Cash	Transferred to Piyush Unadkat	3,05,041	0.00	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
July 20, 2024	(800)	10	2,485	Cash	Transferred to Mayankbhai Rameshchandra Thakker	3,04,241	0.01	[●]
August 08, 2024	(500)	10	2,485	Cash	Transferred to Rozina Salimbhai Khetani	3,03,741	0.01	[●]
August 08, 2024	(500)	10	2,485	Cash	Transferred to Sajid Balubhai Lalani	3,03,241	0.01	[●]
September 16, 2024	(1,200)	10	2,485	Cash	Transferred to Karan Gouri	3,02,041	0.01	[●]
September 23, 2024	(665)	10	2,485	Cash	Transferred to Meet Shaileshbhai Surani	3,01,376	0.01	[●]
September 23, 2024	(400)	10	2,485	Cash	Transferred to Dipti Ajmera	3,00,976	0.00	[●]
September 24, 2024	(400)	10	2,485	Cash	Transferred to Amita Ajmera	3,00,576	0.00	[●]
September 24, 2024	(665)	10	2,485	Cash	Transferred to Jeet Bhavesh Sheth	2,99,911	0.01	[●]
September 24, 2024	(335)	10	2,485	Cash	Transferred to Pruthvik Pravinbhai Viradiya	2,99,576	0.00	[●]
December 31, 2024	Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 2,77,700 equity shares of face value of ₹10 each, held by Acclaim Enterprise LLP were sub-divided into 27,77,000 Equity Shares of face value of ₹1 each.							
March 27, 2025	2,77,70,000	1	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	3,05,47,000	33.96	[●]
March 29, 2025*	(3,92,920)	10	22.59	Cash	Transferred to Deepak Sultania	3,21,22,640	0.04	[●]
March 29, 2025*	(3,92,920)	10	25.45	Cash	Transferred to Uttam Tibrewal	3,17,09,920	0.04	[●]
March* 29, 2025	(1,83,370)	10	27.26	Cash	Transferred to Deepan Shah	3,15,26,550	0.02	[●]
March 29, 2025*	(91,630)	10	27.28	Cash	Transferred to Hitesh Kumar Rathore	3,14,34,920	0.01	[●]
March 29, 2025*	(91,630)	10	27.28	Cash	Transferred to Arthi Rathore	3,13,43,290	0.01	[●]
March 29, 2025*	(98,230)	10	25.45	Cash	Transferred to Divya Rathi	3,12,45,060	0.01	[●]
March 29, 2025*	(1,96,460)	10	25.45	Cash	Transferred to Radhey Shyam Jaithliya	3,10,48,600	0.02	[●]
March 29,	(98,230)	10	25.45	Cash	Transferred to	3,09,50,37	0.01	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
2025*					Anish Rathi	0		
March 29, 2025*	(25,300)	10	22.59	Cash	Transferred to Madhav Sandeep Palan	3,09,25,070	0.00	[•]
March 29, 2025*	(98,230)	10	25.45	Cash	Transferred to Indra Rathi	3,08,26,840	0.01	[•]
March 29, 2025*	(33,000)	10	27.26	Cash	Transferred to Bhupendra Chandulal Doshi HUF	3,07,93,840	0.00	[•]
March 29, 2025*	(16,500)	10	27.26	Cash	Transferred to Mehta Darshanaben Chetanbhai	3,07,77,340	0.00	[•]
March 29, 2025*	(98,230)	10	25.45	Cash	Transferred to Garima Malpani	3,06,79,110	0.01	[•]
March 29, 2025*	(33,000)	10	27.26	Cash	Transferred to Paresh Arvind Mehta	3,06,46,110	0.00	
March 29, 2025*	(33,000)	10	27.26	Cash	Transferred to Priyanka Vindra Jain	3,06,13,110	0.00	
March 29, 2025*	(1,05,710)	10	23.51	Cash	Transferred to Kotak Kruti Pratikkumar	3,05,07,400	0.01	
SUB TOTAL (F)					**3,05,47,000**		**33.96**	**[•]**
TOTAL (A) + (B) + (C) + (D) + (E) + (F)					**3,37,14,450**		**37.48**	**[•]**

The bonus issue was in the ratio of ten Equity Shares for every one Equity Share held by the Shareholders, authorized by a shareholder's resolution passed on March 27, 2025 with the record date as March 26, 2025 by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.
All the Equity Shares held by the Promoters were fully paid-up on the respective dates of acquisition/allotment of such Equity Shares.
As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by the Promoters are pledged.
*Acclaim Enterprise LLP had transfered of shares, including all rights attached to it and the bonus component, to identified HNIs on March 29, 2025. However, due to unforeseen technical glitches and issues, the transfer could not be completed by the closing hours of the March 29,2025. The same will be completed by the opening hours of April 1, 2025. Since the transaction has been completed and transfer has been initiated, the shareholding of the Acclaim Enterprise LLP has been considered post the said transfer.

(b) Details of Promoters' Contribution and lock-in

Pursuant to Regulations 14 and 16(1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' contribution and, in view of the proposed objects of the Fresh Issue, is required to be locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital of our Company shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for minimum Promoters' contribution for a period of three years, from the date of Allotment as Promoters' Contribution are set out below:(1)

Name of the Promoter	Number of Equity Shares locked-in	Date up to which Equity Shares are subject to lock-in	Date of Acquisition of Equity Shares and when made fully paid-up	Nature of transaction	Face value (₹)	Issue/Acquisition price per Equity Share (₹)	Pre-Offer Equity Share capital (%)	Post-Offer Equity Share capital (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

To be completed prior to filing of the Prospectus with the RoC.

The Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution and have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' contribution from the date of filing the Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

(c) Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "***Capital Structure—Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares—Capital Build-up of our Promoters' Shareholding in our Company***" on page 104.

In this connection, we confirm the following:

(i) The Equity Shares offered towards minimum Promoters' contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' contribution;

(ii) The Equity Shares offered towards minimum Promoters' contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price, except for Equity Shares acquired pursuant to the Composite Scheme;

(iii) The Equity Shares forming part of the Promoters' contribution are not subject to any pledge; and

(iv) All Equity Shares held by our Promoters are in dematerialized form as of the date of this Draft Red Herring Prospectus.

Further, our Company has not been formed by conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or limited liability partnership.

(d) *Details of Equity Shares locked-in for six months*

In addition to the Equity Shares proposed to be locked-in as part of the minimum Promoters' contribution and the Promoter's shareholding in excess of 20%.of the fully diluted post-Offer Equity Share capital of our Company which shall be locked in for a period of one year from the date of Allotment, as stated above, as prescribed under the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Offer including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(1)(b) and 17 of the SEBI ICDR Regulations except the following: (i) the Equity Shares that are held by any VCFs, AIFs (category I or category II) or FVCIs subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the

VCFs, AIF (category I or category II) or FVCI; and (ii) the Equity Shares transferred pursuant to the Offer for Sale.

(e) *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(f) *Other requirements in respect of lock-in*

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a systemically important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or systemically important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

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7. **Shareholding Pattern of our Company**

The table below presents the shareholding of our Company as of the date of this Draft Red Herring Prospectus.

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of Fully Paid-up Equity Shares Held (IV)	Number of Partly Paid-up Equity Shares Held (V)	Number of Shares Underlying Depository Receipts (VI)	Total Number of Equity Shares Held (VII) =(IV)+(V)+(VI)	Shareholding as a % of Total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in Each Class of Securities (IX)				Number of Shares Underlying Outstanding Convertible Securities (including Warrants) (X)	Shareholding, as a % Assuming Full Conversion of Convertible Securities (as a Percentage of Diluted Share Capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked-in shares (XII)		Number of Shares Pledged or Otherwise Encumbered* (XIII)		Number of Equity Shares held in Dematerialized Form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class (Equity)	Class, e.g. others	Total								
(A)	Promoter and Promoter Group	7	3,37,14,450	-	-	3,37,14,450	37.48%	3,37,14,450	-	3,37,14,450	37.48%	-	37.48%		-		-	3,37,14,450
(B)	Public	99	5,62,42,791	-	-	5,62,42,791	62.52%	5,62,42,791	-	5,62,42,791	62.52%	-	62.52%		-		-	5,62,42,791
(C)	Non-Promoter Non-Public	-	-	-	-	-		-	-	-	-	-	-		-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-		-	-	-	-	-	-		-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-		-	-	-	-	-	-		-		-	-
	Total	**105**	**8,99,57,241**	**-**	**-**	**8,99,57,241**	**100%**	**8,99,57,241**	**-**	**8,99,57,241**	**100.00%**	**-**	**100.00%**		**-**		**-**	**100%-**

8. **Details of the Shareholding of the Promoters and members of the Promoter Group**

None of our Promoters and members of the Promoter Group hold any Equity Shares in our Company as of the date of filing of this Draft Red Herring Prospectus other than as disclosed below:

Name of the Shareholder	Pre-Offer		Post-Offer[1]	
	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares held	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters				
Acclaim Enterprise LLP	3,05,47,000	33.96%	[●]	[●]
Dashani Darshan Anilbhai	20,10,250	2.24%	[●]	[●]
Samir Anilbhai Dashani	8,85,280	0.98%	[●]	[●]
Bhakti Samirbhai Dashani	90,640	0.10%	[●]	[●]
Joshi Jayshreeben Pareshbhai	90,640	0.10%	[●]	[●]
Divyaben Darshanbhai Dashani	90,640	0.10%	[●]	[●]
Pareshbhai Joshi	Nil	Nil	[●]	[●]
Total (A)	**3,37,14,450**	**37.48%**	[●]	[●]
Promoter Group				
-	-	-	[●]	[●]
Total (B)	-	-	[●]	[●]
Total (A + B)	**3,36,74,850**	**37.42%**	[●]	[●]

(1) *To be computed prior to filing of the Prospectus with the RoC.*

9. **Capital Build-up of the Selling Shareholders' Shareholding in our Company**

In addition to the build up of the shareholding of our Promoters provided in *"**Capital Structure- Capital Build-up of our Promoters' Shareholding in our Company**"*, set forth below are the details regarding the build-up of the shareholding of the Selling Shareholder:

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
IndiaNivesh Venture Capital Fund								
March 07, 2016	37,878	10	396	Cash	Further Issue	37,878	0.42	[●]
September 26, 2016	50,505	10	396	Cash	Further Issue	88,383	0.56	[●]
March 09, 2016	75,758	10	396	Cash	Further Issue	1,64,141	0.84	[●]
June 13, 2018	14,266	10	701	Cash	Further Issue	1,78,407	0.16	[●]
June 26, 2018	28,531	10	701	Cash	Further Issue	2,06,938	0.32	[●]
October 12, 2018	1,426	10	701	Cash	Further Issue	2,08,364	0.02	[●]
November 02, 2018	2,139	10	701	Cash	Further Issue	2,10,503	0.02	[●]
December 07, 2018	2,853	10	701	Cash	Further Issue	2,13,356	0.03	[●]
December 21, 2018	4,279	10	701	Cash	Further Issue	2,17,635	0.05	[●]
February	8,559	10	701	Cash	Further	2,26,194	0.10	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ transfer price per equity share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
11, 2019					Issue			
March 07, 2019	8,559	10	701	Cash	Further Issue	2,34,753	0.10	[●]
August 01, 2019	715	10	701	Cash	Further Issue	2,35,468	0.01	[●]
February 04, 2022	64,584	10	774	NA	Conversion of CCPS into Equity Shares	3,00,052	0.72	[●]
December 31, 2024		Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub divided 40,00,000 equity shares of face value of ₹10 each to 4,00,00,000 Equity Shares of face value of ₹1 each. Consequently, 3,00,052 equity shares of face value of ₹10 each, held by IndiaNivesh Capital Venture Fund were sub-divided into 30,00,520 Equity Shares of face value of ₹1 each						
March 27, 2025	3,00,05,200	10	NA	Other than cash	Bonus issue in the ratio of 10 equity shares for every 1 share held	3,30,05,720	36.69	[●]
Total					30,00,520		37.79	

10. **Details of the Shareholding of the major Shareholders**

(a) Set out below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares*	Percentage of Pre-Offer Equity Share Capital (%)
1.	IndiaNivesh Venture Capital Fund	3,05,47,000	33.96
2.	Acclaim Enterprise LLP	3,05,07,400	33.91
3.	Aaradhya Tradebiz LLP	41,70,320	4.64
4.	Dashani Darshan Anilbhai	20,10,250	2.24
5.	Bijal Darshit Pujara	17,61,100	1.96
6.	Darshit Pujara	16,40,320	1.82
7.	Samir Dashani	8,85,280	1.43
8.	Shital Thakkar	11,25,960	1.25
9.	Puneet Tibrewal	30,08,621	3.34
Total		**7,56,56,251**	**84.55**

* *Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub-divided 7,94,096 equity shares of face value of ₹10 each to 79,40,960 Equity Shares of face value of ₹1 each.*

(b) Set out below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares*	Percentage of Pre-Offer Equity Share Capital (%)
1.	IndiaNivesh Venture Capital Fund	3,30,05,720	36.69
2.	Acclaim Enterprise LLP	27,77,000	3.08
3.	Aaradhya Tradebiz LLP	41,70,320	4.64
4.	Dashani Darshan Anilbhai	20,10,250	2.24
5.	Bijal Darshit Pujara	17,61,100	1.96
6.	Darshit Pujara	16,40,320	1.82
7.	Samir Dashani	12,87,220	1.43
8.	Shital Thakkar	11,25,960	1.25
9.	Puneet Tibrewal	26,06,681	2.90
Total		**5,03,84,571**	**56.01**

* *Pursuant to resolutions passed by our Board dated December 06, 2024 and by the Shareholders dated December 31, 2024, our Company has sub-divided 7,94,096 equity shares of face value of ₹10 each to 79,40,960 Equity Shares of face value of ₹1 each.*

(c) Set out below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of Pre-Offer Equity Share Capital (%)
1.	Acclaim Enterprise LLP	305,841	41.84
2.	India Nivesh Venture Capital Fund	3,00,052	41.05
3.	Aaradhya Tradebiz LLP	66,212	9.06
4.	Bijal Darshit Pujara	21,910	3.00
5.	Darshit Pujara	21,910	3.00
6.	Samir Dashani	8,048	1.10
Total		**7,10,073**	**89.42**

(d) Set out below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares*	Percentage of Pre-Offer Equity Share Capital (%)
1.	Acclaim Enterprise LLP	305,841	41.84
2.	India Nivesh Venture Capital Fund	3,00,052	41.05
3.	Aaradhya Tradebiz LLP	66,212	9.06
4.	Bijal Darshit Pujara	21,910	3.00
5.	Darshit Pujara	21,910	3.00
6.	Samir Dashani	8,048	1.10
Total		**710,073**	**89.42**

11. Our Company, our Directors and the BRLM have not entered into any buy-back arrangements for purchase of Equity Shares to be allotted pursuant to the Offer.

12. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus and all Equity Shares Allotted in the Offer will be fully paid-up at the time of Allotment.

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

14. Except as disclosed in "***Capital Structure – Capital build-up of Promoters' shareholding in our Company***" on page 104 our Promoters, any member of our Promoter Group, our Directors, or any of their relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

15. Our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to the issuance of any Equity Shares under the Offer.

16. As of the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, debentures, loans or other instruments convertible into Equity Shares.

17. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

18. No person connected with the Offer, including, but not limited to, the BRLM, the members of the Syndicate, our Company, our Directors, our Promoter, members of our Promoter Group or Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

19. As of the date of filing of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is 106.

20. **Employee Stock Option Scheme**

    As of the date of this Draft Red Herring Prospectus, our Company does not have an employee stock option plan.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue of up to 1,42,50,000* Equity Shares of face value of ₹1 each, aggregating to ₹[●] lakhs by our Company and an Offer for Sale of up to 1,42,50,000 Equity Shares of face value of ₹1 each aggregating to ₹[●] lakhs* by the Selling Shareholder.

**Subject to finalisation of Basis of Allotment*

Offer for Sale

The proceeds of the Offer for Sale shall be received by the Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholder will be entitled to the Offer Proceeds, to the extent of the Equity Shares offered by them in the Offer, net of their respective share of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Also see, "***Risk Factor - Our Company will not receive any proceeds from the Offer for Sale***" on page 64

For further details of the Offer for Sale, see "***The Offer***" on page 75.

The Fresh Issue

Our Company proposes to utilize the net proceeds of the Fresh Issue i.e. Gross Proceeds less the Offer expenses apportioned to our Company in relation to the Fresh Issue ("**Net Proceeds**") towards funding the following objects:

1. Setting up and opening of new company operated Tea Cafés; and
2. General corporate purposes.

(collectively, the "**Objects**").

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

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

Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Estimated Amount*
1.	Gross proceeds from the Fresh Issue (**Gross Proceeds**) (**A**)	[●]
2.	Less: Offer Related Expenses to be borne by our Company (only those apportioned to our Company)** (**B**)	[●]
3.	**Net Proceeds** (**A-B**)	[●]

** Subject to finalisation of Basis of Allotment*
***For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder, please refer to the heading "**Objects of the Offer - Offer Related Expenses**" at page 129.*

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilized and are currently expected to be deployed in accordance with the details set forth below:

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Setting up and opening of new company operated Tea Cafés by the company	3,946.55
2.	General corporate purposes *	[●]

** To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds*

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in lakhs)

Particulars	Amount	Amount to be funded from Net Proceeds	Estimated Amount to be deployed in Fiscal 2026	Estimated Amount to be deployed in Fiscal 2027
Setting up and opening of new company operated Tea Cafés by the Company	3,946.55	3,946.55	1,797.67	2,148.88
General corporate purposes *	[●]	[●]	[●]	[●]

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

The fund requirements and the proposed deployment of funds set out above for expansion of our Tea Cafés network by opening new company operated Tea Cafés by the Company and general corporate purposes from the Net Proceeds are based on internal management estimates, prevailing circumstances of our business, current market conditions and other commercial factors, which are subject to change. The deployment of funds described herein have not been appraised by any bank or financial institution or other independent agency, and are also based on current and valid quotations received from vendors and suppliers, which are subject to change in the near future. Our Company proposes to deploy the Net Proceeds towards the objects during Fiscal 2026 and Fiscal 2027 in the manner set out hereinabove. Further, these are based on current conditions and are subject to revisions as a consequence of changes in external circumstances or costs, or our financial condition, business or strategy. Also see "***Risk Factor - Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds***" on page 63.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment of funds on account of a variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, interest rate fluctuations, which may not be within the control of the management of our Company. This may entail rescheduling the proposed utilisation of the Net Proceeds and altering the deployment of funds from the planned deployment, at the discretion of our management, subject to compliance with applicable law. In the event that the funds required to achieve an Object are higher than what is contemplated above, such additional funds will be raised by the Company or funded from internal accruals. If the actual utilisation is lower than the proposed deployment set out above, such excess will be used for general corporate purposes, provided that the total amount to be utilised towards general corporate purposes does not exceed 25% of the gross proceeds of the Offer. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Further, our Company may, during the period of scheduled deployment, consider setting up additional company operated Tea Cafés over and above the number of Company operated Tea Cafés proposed to be set-up from the proposed utilisation of the Net Proceeds. The requirement of funds for setting-up such additional company operated tea café will be met by way of internal accruals or by seeking additional debt from existing and future lenders or such other means as available to our Company. Further, our Company may decide to accelerate the estimated expansion and opening of new company operated Tea Café ahead of the schedule specified above. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects within the Fiscals as contemplated above, our Company will deploy the unutilised portion of such Net Proceeds in the succeeding Fiscal for such purpose.

Means of Finance

The fund requirements for all the Objects set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1) (e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of the Objects

Setting up and opening of new company operated tea cafés by the Company

As on February 28, 2025, our operations encompassed a network of 248 company-operated and franchisee-operated stores ("***Tea Café(s)***") located across 61 cities within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In addition to the Indian markets, we have recently expanded our footprint in the international market of United Arab Emirates ("**UAE**") through three (3) of our newly opened franchisee-operated Tea Cafés. Our cafés are primarily categorized under three (3) formats based on the café size, positioning and target audience i.e. Apni Chai Ki Dukaan ("**ACKD**"), A Place to Talk ("**PTT**"), Desi Café.

We propose to utilise a portion of the Net Proceeds towards setting up and opening of new Tea Cafés to be operated by the Company. The details of such expansion plans and the estimated costs proposed to be funded from the Net Proceeds are enumerated below.

We plan to leverage the brand equity of "Tea Post" to deepen our presence in existing markets and enter new ones, with the goal of expanding our footprint and increasing market share. Our expansion strategy includes opening new Tea Cafés in Gujarat, Maharashtra, and Rajasthan, as well as entering markets such as Bengaluru (Karnataka), Chennai (Tamil Nadu), Hyderabad (Telangana), and Delhi NCR to meet the growing demand for tea cafés in these regions. We intend to utilise a portion of Net Proceeds aggregating to ₹3,946.55 lakhs for setting up and opening of 105 new company operated Tea Café on lease basis. Of these 105 new Company operated tea café, the we intend to open 75 new tea café in our tea café format of ACKD and 30 in PTT café format during the course of Fiscal 2026 and Fiscal 2027. For details relating to the formats of AKCD and PTT, see "***Our Business - Categorization of Tea Cafés on the basis on their formats***". We propose to open the following company operated tea café in Fiscal 2026 and Fiscal 2027 from the Net Proceeds.

Year	**No. of Tea Cafés to be opened using Net Proceeds**									
	Gujarat		Maharashtra		Rajasthan		Others*		**Total**	
	PTT	ACKD	PTT	ACKD	PTT	ACKD	PTT	ACKD	**PTT**	**ACKD**
Fiscal 2026	6	14	7	18	1	2			**14**	**34**
Fiscal 2027	2	5	6	14	0	2	8	20	**16**	**41**

**Others include geographical area of Bengaluru (Karnataka), Chennai (Tamil Nadu)and Hyderabad (Telangana) in South India and/or Delhi NCR in North India*

Given the nature of the business, we operate in, the actual number and location of Tea Cafés we open may differ from our initial plans. This is due to a range of external and operational factors that influence our ability to execute our expansion strategy as intended. A key determinant is the availability of suitable commercial properties in target markets. For a location to meet our criteria, it must offer high customer foot traffic, favourable lease economics, and demographics that align with our target customer base. Additionally, other operational factors such as accessibility, visibility, proximity to complementary businesses, and regulatory clearances also play a role in site selection. Even when a location meets all physical and demographic criteria, the financial feasibility of setting up our Tea Cafés depends heavily on our ability to negotiate lease terms that align with our financial targets and operating margins. In the current economic environment, rising real estate prices present a significant challenge. High rental costs can make otherwise ideal locations commercially unviable, forcing us to reassess or delay expansion in certain areas. This dynamic could impact the pace and scope of our planned rollout, particularly in metro cities where real estate prices are significantly higher. Also see "***Risk Factor - We intend to expand our Tea Café network within our current operating regions and also enter into new geographies and therefore we may be exposed to significant liability and could lose some or all of our investment in such new regions, as a result of which our business, financial condition and results of operations could be adversely affected***" on page 37.

As a result, while we have identified certain geographies where we intend to utilize the Net Proceeds we may be required to adjust our expansion plans in response to market conditions within the identified geographies. Accordingly, there may be deviations from the originally identified locations or city, as we remain flexible and responsive to on-ground realities to ensure sustainable and cost-efficient growth.

The cost of setting up and opening of new Tea Café comprises costs such as:
(i) Cost of civil and plumbing work;
(ii) Cost of HVAC and Air Conditioning work;
(iii) Costs of electrification work;
(iv) Cost of furniture and metal fabrication work;
(v) Cost of plaster of paris panning, colour, polishing work;
(vi) Cost of branding work;
(vii) Architecture and Designer Fees;
(viii) Cost of Kitchen and Café Equipment;
(ix) Cost of IT and Other Equipment; and
(x) Security Deposit and Brokerage

Methodology for computation of estimated costs

The size of our Tea Café varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals and competition within a given region or across regions. In line with our expansion strategy and business plan for setting up new Tea Post cafés in our target markets, we have adopted a standardized approach to average café sizes. We have considered an average size of approximately 300 square feet for our smaller format cafés i.e. PTT café format and around 900 square feet for our medium-sized cafés format i.e. ACKD café format.

Our estimates for calculation of capital expenditure and security deposit on setting up and opening of new company operated Tea Cafés are based on (i) valid and existing quotations received from our contractors or vendors with whom we have previously worked or from whom we have procured similar items for our cafés in the past, and (ii) our internal estimates for specifications and item requirements based on our prior experience of setting up similar cafés in the past.

(₹ in lakhs unless stated otherwise)

Particulars	**Amount***	
Format	PTT	ACKD
Area (in Square Feet)	**300**	**900**
Cost of civil and plumbing work	1.63	4.71
Cost of HVAC and Air Conditioning Work	0.72	2.95
Cost of electrification work	2.22	4.57
Cost of furniture and metal fabrication work	8.78	16.62
Cost of Plaster of Paris panning, color, polishing work	0.63	1.71
Cost of Branding Work	0.82	1.57
Architecture and Designer Fees	0.30	0.47
Cost of Kitchen and Café Equipment	2.37	2.91
Cost of IT and Other Equipment	1.67	1.67
Security Deposit and Brokerage	2.30	6.89
Total Estimated Cost per Café	**21.42**	**44.05**

**Amounts inclusive of GST.*

The table below sets forth the total estimated cost for setting-up of a new ACKD Tea Café and a new PTT Café: A detailed breakdown of these estimated costs is provided as follows:

Cost of civil and plumbing work: These costs would include, inter alia, costs in relation to fit-out charges including civil work, flooring work, tile work, plumbing and other works along with the cost related for toilet area construction. The table below sets forth the basis of our estimation for the cost of civil and plumbing work other related costs:

(₹ in lakhs)

Particulars	Amount*	
Format	PTT	ACKD
Flooring Work (tiles and floor protection)	0.76	2.27
Granite Stone	0.10	0.16
Kitchen Wall Tile	0.30	0.48
Plumbing Work	0.10	0.56
Toilet Area Tile	-	0.38
Civil Work	-	0.21
Wall Cladding	0.38	0.65
Total Estimated Cost	**1.63**	**4.71**

**Amounts inclusive of GST.*

Cost of HVAC and Air Conditioning Work: These costs includes, inter alia, the costs in relation to purchasing and installing air conditioning systems including the internal as well as the external setup. The table below sets forth the basis of our estimation for the cost of HVAC and Air Conditioning Work:

(₹ in lakhs)

Particulars	Amount*	
Format	PTT	ACKD
Copper piping	0.06	0.45
Drain piping	-	0.16
Air conditioner and Installation	0.66	2.34
Total Estimated Cost	**0.72**	**2.95**

**Amounts inclusive of GST.*

Costs of electrification work: These costs include, inter alia, the costs in relation to purchasing and setting up of electrical equipment such as LED Screen, LAN Wire, Light fixtures, speakers, etc. The table below sets forth the basis of our estimation for the cost of electrification work:

(₹ in lakhs)

Particulars	Amount*	
Format	PTT	ACKD
Electrical Plug Points	0.92	1.82
Wiring	0.03	0.33
Electrical Power Points	0.02	0.09
Electrical Equipment	1.18	2.11
Sound System	0.07	0.22
Total Estimated Cost	**2.22**	**4.57**

**Amounts inclusive of GST.*

Cost of furniture and metal fabrication work:

These costs include, inter alia, the costs in relation to purchasing and setting up furniture, kitchen counter, wooden work, metal fabrication, other related work. The table below sets forth the basis of our estimation for the cost of furniture and metal fabrication work:

(₹ in lakhs)

Particulars	Amount*	
Format	**PTT**	**ACKD**
Wood Work	2.26	4.34
Loose Furniture	1.59	3.89
Metal Fabrication	0.38	1.66
Kitchen Counter	3.38	4.71
Glazing Partition	0.95	2.02
Other	0.23	-
Total Estimated Cost	**8.78**	**16.62**

**Amounts inclusive of GST.*

Cost of plaster of Paris panning, colour, polishing work:

These costs include, inter alia, the costs in relation to panning work on walls, ceiling colour work, polish work, finishing work and other related work. The table below sets forth of our estimation for the cost plaster of paris panning, colour, polishing work:

(₹ in lakhs)

Particulars	Amount*	
Format	**PTT**	**ACKD**
Panning Work	-	0.47
Colour Work	0.57	1.06
Polish Work	0.06	0.18
Total Estimated Cost	**0.63**	**1.71**

**Amounts inclusive of GST.*

Cost of Branding Work:

These costs include, inter alia, the costs in relation to store branding which includes expenses on signage, art work photo frames, brass logo, carved frames and other related work. The table below sets forth the basis of our estimation for the cost of branding work:

(₹ in lakhs)

Particulars	Amount*	
Format	**PTT**	**ACKD**
Signage and Logo	0.66	0.80
Artwork	0.16	0.77
Total Estimated Cost	**0.82**	**1.57**

**Amounts inclusive of GST.*

Architecture and Designer Fees:

These costs include, inter alia, the costs in relation to estimated fees to be paid to architect for design of tea café layout and interior designing. The table below sets forth the estimation for architecture and designer fees:

(₹ in lakhs)

Particulars	Amount*	
Format	**PTT**	**ACKD**
Architecture and Designer Fees	0.30	0.47

**Amounts inclusive of GST.*

Cost of Kitchen and Café Equipment:

These costs include, inter alia, the costs for purchasing and installing of kitchen equipment such as induction, OTG (oven toaster grills), puff warmer, freezer, chiller, blenders, kitchen utensils, etc. The table below sets forth the basis of our estimation for these costs:

(Amount in ₹ lakhs)

Particulars	PTT		ACKD	
	Qty.	Amount*	Qty.	Amount*
Induction	2	0.23	2	0.23
Induction Fry Pan 20 cm	2	0.02	2	0.02
Induction Fry Pan 26 cm	2	0.03	2	0.03
Prestige Induction	2	0.07	3	0.11
Morphy Richards OTG – 20R	1	0.04	1	0.04
Morphy Richards Microwave Oven – 20 MWS black	1	0.06	1	0.06
Nano Oven	-	-	1	0.17
Jumbo Griller	1	0.17	1	0.17
Electronic Scale 10 Kg (With Govt. Certificate)	1	0.03	1	0.03
Hot Case Warmex Single Glass Big	1	0.03	1	0.03
Electric Chafer (Black)	1	0.08	1	0.08
EF 290 Combi Hard Top Chest Freezer cum Chiller 290 LTR - EF 290 Combi	1	0.32	-	-
EF 390 Combi Hard Top Chest Freezer cum Chiller 390 LTR - EF 390 Combi	-	-	1	0.34
ECG 305Dix Upright Chiller 300L	1	0.34	-	-
ECG 405Dix Upright Chiller 400L	-	-	1	0.39
Fryer 12 LTR	-	-	1	0.16
Fryer 5 LTR	1	0.12	-	-
Commercial Blender	1	0.10	-	-
Butler Blender	-	-	1	0.26
Kitchen Utensils – Set	1	0.42	1	0.42
Coffeepot 1Ltr.	4	0.04	4	0.04
Coffeepot 2Ltr.	2	0.03	2	0.03
Coffeepot 1.5Ltr.	2	0.03	2	0.03
Service Tray Black (12x16)	4	0.00	8	0.01
Service Tray Black (11x13)	4	0.00	8	0.01
Wooden display tray with frames	2	0.02	3	0.03
Dustbin Plastic Small (68Ltr)	3	0.06	5	0.09
FLY KILLER ML-19 (3 Tube)	2	0.06	2	0.06
Fire extinguisher CO2 4.5 Kg	1	0.05	1	0.05
Fire extinguisher ABC 6 Kg	2	0.03	3	0.04
Total Estimated Cost		**2.37**		**2.91**

**Amount is calculated by multiplying the unit price for each product multiplied by number of units required for each store format respectively.*
Amounts inclusive of GST.

Cost of IT and other Equipment:

These costs would include, inter alia, the costs for purchasing and installing information technology equipment such as mobiles, desktops, POS, printers and purchasing software licenses. The table below sets forth the basis of our estimation for these costs:

(Amount in ₹ lakhs)

Particulars	PTT		ACKD	
	Qty.	Amount*	Qty.	Amount*
Mobile - REDMI A3 6GB 128GB	1	0.08	1	0.08
POS - POSIFLEX RT6015	1	0.70	1	0.70
SAMSUNG LFD 43" BE43C - For Menu	2	0.50	2	0.50
Thermal Bill/ Receipt Printer - EPSON T83 III or similar	1	0.12	1	0.12

Particulars	PTT		ACKD	
	Qty.	Amount*	Qty.	Amount*
UPS - APC 600 VA	1	0.03	1	0.03
Logitech wireless Keyboard + mouse	1	0.02	1	0.02
SoftwareFR8 Standard (Single User)	1	0.14	1	0.14
Biometric DeviceK30+ID+B+WIFI	1	0.08	1	0.08
Total Estimated Cost		**1.67**		**1.67**

**Amount is calculated by multiplying the unit price for each product multiplied by number of units required for each store format respectively. Amounts inclusive of GST.*

Security Deposit and Brokerage:

Our estimates for calculation of amount related to security deposit and brokerage amount is computed on the basis of projected rent expense per store, which is based on our internal estimates of rent payable and recent rent agreements. Security deposit has been computed on the basis of four (4) month rent payable, and brokerage has been computed on the basis of half month rent.

(₹ in lakhs)

Particulars	Amount	
Format	PTT	ACKD
Square Feet	**300**	**900**
Rent Per Square Feet per mo (₹ per sq. ft)		**170.00**
Estimated Monthly Rent*	0.51	1.53
No. of Months as Security Deposit	4	4
Total Security Deposit	**2.04**	**6.12**
No. of Months as brokerage	0.5	0.5
Total Brokerage	**0.26**	**0.77**
Total Estimated Cost	**2.30**	**6.89**

**Amounts inclusive of GST.*

The table below sets forth the quotes from Woodo Interiors, a partnership firm based out of Rajkot, Gujarat with relation to breakdown of total estimated costs related to the following:

(i) Cost of civil and plumbing work;
(ii) Cost of HVAC and Air Conditioning work;
(iii) Costs of electrification work;
(iv) Cost of furniture and metal fabrication work;
(v) Cost of plaster of Paris panning, colour, polishing work and
(vi) Cost of Branding work

The following quotes have been sourced on March 15, 2025 and are valid for a period of upto 180 days i.e. till September 11, 2025.

(₹ in lakhs)

Description	Sub Head	Store Format	Amount *
Cost of civil and plumbing work			
FLOORING TILE - MAIN FLOOR VARMORA 600 X 1200 MM, BORNITE GREY TILES - MATERIAL ONLY	Flooring Work (tiles and floor protection)	ACKD	0.52
FLOORING TILE - MAIN FLOOR VARMORA 600 X 600 MM, TETON TILES - MATERIAL ONLY	Flooring Work (tiles and floor protection)	ACKD	0.05
FLOORING TILE - MAIN FLOOR 600 X 1200 & 600 X 600 MM VITRIFIED TILES - INSTALLATION LABOUR	Flooring Work (tiles and floor protection)	ACKD	1.38
FLOORING TILE - EPOXY GROUT	Flooring Work (tiles and floor protection)	ACKD	0.16

Description	Sub Head	Store Format	Amount *
FLOOR PROTECTION FLOORING SHEET - FLOOR GUARD - MATERIAL & INSTALLATION	Flooring Work (tiles and floor protection)	ACKD	0.16
GRANITE STONE JAMB - AT ENTRANCE OF OUTLET - MATERIAL & INSTALLATION	Granite Stone	ACKD	0.16
KITCHEN WALL TILE - VARMORA 600 X 1200 MM, BORNITE GREY TILES - MATERIAL ONLY	Kitchen Wall Tile	ACKD	0.14
KITCHEN WALL TILE - 600 X 1200 MM VITRIFIED TILES - INSTALLATION LABOUR	Kitchen Wall Tile	ACKD	0.34
PLUMBING WORK FOR TOILET, KITCHEN AREA	Plumbing Work	ACKD	0.56
TOILET AREA TILES - 600X1200 MM , BORNITE GREY	Toilet Area Tile	ACKD	0.11
TOILET TILE - 600 X 1200 MM VITRIFIED TILES - INSTALLATION LABOUR	Toilet Area Tile	ACKD	0.27
CIVIL WORK MODIFICATION	Civil Work	ACKD	0.21
CLADDING BRICK TILE WORK	Wall Cladding	ACKD	0.65
FLOORING TILE - MAIN FLOOR 600 X 1200 MM TILES – MATERIAL	Flooring Work (tiles and floor protection)	PTT	0.19
FOORING TILE – INSTALLATION	Flooring Work (tiles and floor protection)	PTT	0.46
FLOORING TILE - EPOXY GROUT	Flooring Work (tiles and floor protection)	PTT	0.05
FLOOR PROTECTION FLOORING SHEET - FLOOR GUARD - MATERIAL & INSTALLATION	Flooring Work (tiles and floor protection)	PTT	0.05
GRANITE STONE - ENTRY JAMB, KITCHEN COUNTER – INSTALLATION	Granite Stone	PTT	0.10
KITCHEN AREA WALL TILES 600X1200 MM TILES - MATERIAL ONLY	Kitchen Wall Tile	PTT	0.09
KITCHEN AREA WALL TILES STARCO CERAMIC 75 X 300 MM UNEVEN GREY TILES - INSTALLATION LABOUR	Kitchen Wall Tile	PTT	0.21
PLUMBING WORK FOR KITCHEN AREA - CONCEALED DRAIN & WATER SUPPLY LINES - MATERIAL & INSTALLATION LABOUR	Plumbing Work	PTT	0.10
TERACOTTA WALL CLADDING	Wall Cladding	PTT	0.38
Cost of HVAC and Air Conditioning Work			
AIR - CONDITION - COPPER PIPING & DRAIN	Copper Piping	PTT	0.06
AIR - CONDITION INSTALLATION	Air conditioner and Installation	PTT	0.02
AIR CONDITION I UNIT - 2.2 TONN AC UNIT, MAKE – MISTUBISHI	Air conditioner and Installation	PTT	0.64
HVAC - COPPER PIPING	COPPER PIPING	ACKD	0.45
HVAC - DRAIN PIPING	DRAIN PIPING	ACKD	0.16
HVAC - AIR CONDITION UNIT 2.2 TONN UNIT	Air conditioner and Installation	ACKD	2.22
HVAC - AIR CONDITION UNIT INSTALLATION	Air conditioner and Installation	ACKD	0.05

Description	Sub Head	Store Format	Amount *
HVAC -INSTALLATION PRESSURE CHECK	Air conditioner and Installation	ACKD	0.04
HVAC - OUTDOOR UNIT STAND	Air conditioner and Installation	ACKD	0.03
Cost of electrification work			
SB-1 - ELECTRICAL PLUG POINTS 16AMP - PRIMARY - MATERIAL & INSTALLATION	Electrical Plug Points	ACKD	0.67
SB-2 ELECTRICAL LIGHT POINT - PRIMARY - MATERIAL & INSTALLATION	Electrical Plug Points	ACKD	1.05
SB-5 - ELECTRICAL PLUG POINTS 6 AMP MATERIAL & INSTALLATION	Electrical Plug Points	ACKD	0.06
CHIMNEY - ELECTRICAL PLUG POINTS 6AMP - MATERIAL & INSTALLATION	Electrical Plug Points	ACKD	0.03
WIRING - AC / SIGNAGES & ETC - MATERIAL & INSTALLATION	Wiring	ACKD	0.11
WIRING - CCTV - MATERIAL & INSTALLATION	Wiring	ACKD	0.10
ELECTRICAL WIRING - SPEAKER WIRE	Wiring	ACKD	0.12
ELECTRICAL POWER POINT - LAN - MATERIAL & INSTALLATION	Electrical Power Points	ACKD	0.03
ELECTRICAL POWER POINT - LED SCREEN - MATERIAL & INSTALLATION	Electrical Power Points	ACKD	0.06
ELECTRICAL FIXTURE - MAIN DB - MATERIAL & INSTALLATION	Electrical Equipment	ACKD	0.08
ELECTRICAL FIXTURE - 63 AMP ELCB - MATERIAL & INSTALLATION	Electrical Equipment	ACKD	0.05
ELECTRICAL FIXTURE - 6FEET HANGING PROFILE LIGHT	Electrical Equipment	ACKD	0.23
ELECTRICAL FIXTURE - 12 WATT CYLINDER SURFACE LIGHT	Electrical Equipment	ACKD	0.20
LIGHT FIXTURE - LED 17MM PROFILE LIGHT	Electrical Equipment	ACKD	0.05
ELECTRICAL FIXTURE - CCTV SYSTEM	Electrical Equipment	ACKD	0.59
ELECTRICAL FIXTURE - 55" LED SCREEN	Electrical Equipment	ACKD	0.63
ELECTRICAL FIXTURE - 900 MM FLAT BOTTOM CHIMNEY WITHH INSTALLATION	Electrical Equipment	ACKD	0.23
ELECTRICAL FIXTURE - CEILING FAN 750MM DIA CEILING FAN	Electrical Equipment	ACKD	0.06
SOUND SYSTEM	Sound System	ACKD	0.22
15 AMP - PLUG POINTS	Electrical Plug Points	PTT	0.39
LIGHT & FAN POINTS, SOUND BAR POINT	Electrical Plug Points	PTT	0.36
5 AMP PLUG POINTS, USB POINTS	Electrical Plug Points	PTT	0.03
SIGNAGE & AC	Electrical Plug Points	PTT	0.08
WIRING - CCTV - MATERIAL & INSTALLATION	Wiring	PTT	0.03
ELECTRICAL POWER POINT - LAN - MATERIAL & INSTALLATION	Electrical Power Points	PTT	0.02
LED SCREEN - PROVIDING & FIXING - LED SCREEN ELECTRICAL POINT	Electrical Plug Points	PTT	0.06
ELECTRICAL FIXTURE - MAIN DB - MATERIAL & INSTALLATION	Electrical Equipment	PTT	0.08

Description	Sub Head	Store Format	Amount *
ELECTRICAL FIXTURE - 63 AMP ELCB - MATERIAL & INSTALLATION	Electrical Equipment	PTT	0.05
CEILING FAN	Electrical Equipment	PTT	0.04
ELECTRICAL FIXTURE - 12 WATT CYLINDER SURFACE LIGHT	Electrical Equipment	PTT	0.08
LIGHT FIXTURE - LED 17MM PROFILE LIGHT	Electrical Equipment	PTT	0.03
ELECTRICAL FIXTURE – CCTV	Electrical Equipment	PTT	0.32
ELECTRICAL FIXTURE - 43" LED SCREEN	Electrical Equipment	PTT	0.37
CHIMNEY	Electrical Equipment	PTT	0.21
SOUND BAR	Sound System	PTT	0.07
Cost of furniture and metal fabrication work			
WOOD WORK - KITCHEN COUNTER PARTITION	Wood Work	ACKD	1.03
WOOD WORK - 36" X 36" LOGO BOX PANEL WORK	Wood Work	ACKD	0.10
WOOD WORK - STORAGE BOX, OVERHEAD & VERTICAL	Wood Work	ACKD	2.22
WOOD WORK - CORIAN WORK WHITE CORIAN	Wood Work	ACKD	0.17
WOOD WORK - WOODEN BAND	Wood Work	ACKD	0.60
WOOD WORK – DOORS	Wood Work	ACKD	0.23
LOOSE FURNITURE - CENTER TABLE	Loose Furniture	ACKD	1.54
LOOSE FURNITURE – CHAIR	Loose Furniture	ACKD	1.16
LOOSE FURNITURE – CHAIR	Loose Furniture	ACKD	1.19
S.S. KITCHEN COUNTER	Kitchen Counter	ACKD	4.71
METAL FABRICATION - MAIN SIGN BOARD	Metal Fabrication	ACKD	1.11
METAL FABRICATION - LED / DISPLAY SCREEN FRAMING ABOVE COUNTER	Metal Fabrication	ACKD	0.10
METAL FABRICATION - KITCHEN SCREEN	Metal Fabrication	ACKD	0.45
GLAZING PARTITION	Glazing Partition	ACKD	2.02
WOOD WORK - KITCHEN COUNTER PARTITION	Wood Work	PTT	0.42
WOOD WORK - CORIAN WORK	Wood Work	PTT	0.17
WOOD WORK - STORAGE CABINETS	Wood Work	PTT	1.01
WOOD WORK - WOODEN MOULDING FRAMES	Wood Work	PTT	0.53
WOODEN BAND	Wood Work	PTT	0.12
FURNITURE - CHAIR – 1	Loose Furniture	PTT	0.47
FURNITURE - CHAIR – 2	Loose Furniture	PTT	0.49
FURNITURE - CENTER TABLE	Loose Furniture	PTT	0.63
LED SCREEN - METAL STAND	Metal Fabrication	PTT	0.09
METAL FABRICATION - MAIN SIGNAGE BOARD	Metal Fabrication	PTT	0.29
S.S. KITCHEN COUNTERS	Kitchen Counter	PTT	3.38
ACP ELEVATION BOX	Other	PTT	0.23
GLASS FAÇADE – GLAZING	Glazing Partition	PTT	0.95

Description	Sub Head	Store Format	Amount *
Cost of Plaster of Paris panning, color, polishing work			
PLASTER OF PARIS - PANNING WORK ON WALLS	Panning Work	ACKD	0.32
LINSEED OIL WORK ON PANNING WORK WALL	Panning Work	ACKD	0.14
PLASTIC / EMULSION PAINT - CEILING COLOR WORK	Color Work	ACKD	0.51
WALL COLOR - VELVET TOUCH	Color Work	ACKD	0.34
FABRICAITON - SATIN OIL PAINT WORK	Color Work	ACKD	0.21
MELAMINE POLISH WORK	Polish Work	ACKD	0.18
COLOR WORK - PAINT WORK	Color Work	PTT	0.54
FABRICATION - SATIN OIL PAINT WORK	Color Work	PTT	0.03
MELAMINE POLISH WORK	Polish Work	PTT	0.06
Cost of Branding Work			
SIGNAGE BRANDING - TEA POST BLACK ACP BELT	Signage and Logo	ACKD	0.63
BRASS LOGO - 24" LOGO	Signage and Logo	ACKD	0.17
BRANDING - ART WORK PHOTO FRAMES - CANVAS WITH STRETCH FRAME - 36" X 36"	Artwork	ACKD	0.52
BRANDING - CNC CARVED TEA FRAME	Artwork	ACKD	0.25
SIGNAGE BRANDING - TEA POST BLACK ACP BELT	Signage and Logo	PTT	0.50
BRASS LOGO	Signage and Logo	PTT	0.16
BRANDING - ART WORK PHOTO FRAMES - 24 X 48	Artwork	PTT	0.16

**Amounts inclusive of GST.*

The table below sets forth the quotes with relation to total estimated Architecture and Designer Fees from Pratik Kotak Design Studio, a proprietorship firm based out of Rajkot, Gujarat.

The following quotes have been sourced on March 15, 2025 and are valid for a period of upto 180 days i.e. till September 11, 2025.

Architecture and Designer Fees

(₹ in lakhs)

Description	Store Format	Amount
Design & development fees – 900 Square Feet	ACKD	0.47
Design & development fees – 300 Square Feet	PTT	0.30

**Amounts inclusive of GST.*

The following table encompasses the quotes that have been sourced from identified vendors with whom the company has previously engaged for purchasing Kitchen and Café Equipment and IT and other equipment.

(₹ in lakhs)

Particulars	Vendor	Quotation Date	Quotation Validity	Unit Price
Cost of Kitchen and Café Equipment				
Induction	Vitrag Traders	18-03-2025	14-09-2025	0.11
FRY PAN 26CM	Vitrag Traders	18-03-2025	14-09-2025	0.01
FRY PAN 20CM	Vitrag Traders	18-03-2025	14-09-2025	0.01

Particulars	Vendor	Quotation Date	Quotation Validity	Unit Price
Nano Oven	Vitrag Traders	18-03-2025	14-09-2025	0.17
Jumbo Griller	Vitrag Traders	18-03-2025	14-09-2025	0.17
Fryer (12 LTR)	Vitrag Traders	18-03-2025	14-09-2025	0.16
Fryer (5 LTR)	Vitrag Traders	18-03-2025	14-09-2025	0.12
Commercial Blender	Vitrag Traders	18-03-2025	14-09-2025	0.10
Butler Blender	Vitrag Traders	18-03-2025	14-09-2025	0.26
COFFEEPOT 1.5LTR	Vitrag Traders	18-03-2025	14-09-2025	0.01
COFFEEPOT 2LTR	Vitrag Traders	18-03-2025	14-09-2025	0.02
COFFEEPOT 1LTR	Vitrag Traders	18-03-2025	14-09-2025	0.01
SERVICE TRAY BROWN (11"X13")	Vitrag Traders	18-03-2025	14-09-2025	0.001
SERVICE TRAY BLACK (12"X16")	Vitrag Traders	18-03-2025	14-09-2025	0.001
Electric Chafer (Black)	Vitrag Traders	18-03-2025	14-09-2025	0.08
Hard Top Chest Freezer cum Chiller EF 290 Combi	Elan Professional Appliances Pvt Ltd	12-03-2025	30-06-2025	0.32
Hard Top Chest Freezer cum Chiller EF 390 COMBI	Elan Professional Appliances Pvt Ltd	12-03-2025	30-06-2025	0.34
Upright Chiller ECG 305Dlx	Elan Professional Appliances Pvt Ltd	12-03-2025	30-06-2025	0.34
Upright Chiller ECG 405Dlx	Elan Professional Appliances Pvt Ltd	12-03-2025	30-06-2025	0.39
Prestige Induction Model PIC 2.0V2	Innovative Sales	5-03-2025	1-09-2025	0.04
Morphy Richards 20R - Oven Toaster Griller	Bajaj Electricals Ltd.	18-03-2025	16-06-2025	0.04
Morphy Richards 20MWS - Microwave Oven	Bajaj Electricals Ltd.	18-03-2025	16-06-2025	0.06
ELECTRONIC SCALE CAP – 10 KG (with govt. certificate)	Accuweigh System	25-03-2025	21-09-2025	0.03
HOT CASE WARMEX SINGLE GLASS BIG (Puff Warmer)	Raj Overseas	10-03-2025	10-09-2025	0.03
Dustbin Plastic Small (68Ltr) Pedal Dustbin	Hi Plast Industries	18-03-2025	14-09-2025	0.02
Kitchen Utensils - Complete Set	Giriraj Steel Center	18-03-2025	14-09-2025	0.42
Wooden display trays with frames	Yaksh The Art People	17-03-2025	13-09-2025	0.01
FLY KILLER ML-19	Varsha Enterprise	20-03-2025	16-09-2025	0.03
Fire Ext ABC 6 KG Safety Fire	Protector Firesafety India Pvt. Ltd.	20-03-2025	19-04-2025	0.01
Fire Ext CO2 type 4.5 KG Safety Fire/AR	Protector Firesafety India Pvt. Ltd.	20-03-2025	19-04-2025	0.05
Cost of IT Equipment				
Mobile - REDMI A3 6GB 128GB	Mehta Retail Pvt. Ltd.	25-03-2025	21-09-2025	0.08
Thermal Bill/ Receipt Printer - EPSON T 83 III or similar	Compex Technologies	19-03-2025	15-09-2025	0.12
APC 600 VA UPS	Compex Technologies	19-03-2025	15-09-2025	0.03
Logitech wireless Keyboard + mouse	Compex Technologies	19-03-2025	15-09-2025	0.02
POSIFLEX RT6015	Aegis Infoware Pvt. Ltd	27-02-2025	26-08-2025	0.70
SAMSUNG LFD 43" BE43C	Aegis Infoware Pvt. Ltd	27-02-2025	26-08-2025	0.25
FR8 Standard (Single User)	Rance Computer Pvt. Ltd.	24-03-2025	20-09-2025	0.14
Biometric K30+ID+B+WIFI	Maya Infotech	20-03-2025	16-09-2025	0.08

**Amounts inclusive of GST.*

General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs (net of issue expenses in relation to the Fresh Issue) towards general corporate purposes, subject to such utilisation not exceeding [●] of the Net Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include brand building, marketing efforts,, meeting expenses incurred towards any strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, , long term or short term working capital requirements, new product development, debt prepayment or repayment, meeting exigencies and expenses incurred by our Company in the ordinary course of business, as may be applicable. In addition to the above, our Company may utilise the Net Proceeds towards other requirements considered expedient and as approved periodically by our Board of Directors or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board of Directors, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of our Board of Directors, shall have flexibility in utilising surplus amounts, if any.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose.

Further, we confirm that the amount for general corporate purposes, including excess amount, if any, as mentioned in this Draft Red Herring Prospectus, shall not exceed 25% of the Gross Proceeds.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately [●] lakhs. The Offer related expenses primarily include among others, listing fees, fees payable to the BRLM and Legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of our Company, each of which shall be borne solely by our Company; and all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer will be shared between our Company and the Selling Shareholders on a pro-rata basis in proportion to the Equity Shares proposed to be issued and allotted by our Company in the Fresh Issue and the Equity Shares proposed to be transferred by each of the Selling Shareholder through the Offer for Sale, respectively and in accordance with applicable law, irrespective of our Company getting listed or not. The Selling Shareholder, severally and not jointly, agree that it shall reimburse our Company for all expenses undertaken by our Company on their behalf in relation to the Offer in proportion to the Equity Shares offered by each of them as part of the Offer. The break-down for the estimated Offer expenses are set forth below:

Expenses*	Estimated expense* (₹ in lakhs)	As a % of the total estimated Offer expenses	As a % of the total Offer Size
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs, Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, CRTAs and CDP(1)(2)(3)(4)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fee payable to auditors, consultants and market	[●]	[●]	[●]

Expenses*	Estimated expense* (₹ in lakhs)	As a % of the total estimated Offer expenses	As a % of the total Offer Size
research firms			
Fees to regulators, including Stock Exchanges	[●]	[●]	[●]
Others (i) Listing fees, SEBI, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing and distribution of stationery; (iii) Fees payable to the Registrar to the Offer; (iv) Fees payable to Legal Counsel; and (v) Miscellaneous.	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

Notes

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

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

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE

No processing fees/uploading charges shall be payable by our Company to the SCSBs on the applications directly procured by them.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-syndicate members), CRTAs or CDPs from Retail Individual Investors, Eligible Employees and Non-Institutional Bidders and submitted to the SCSBs for blocking as follows:

*Portion for Retail Individual Bidders**	*₹[●] per valid ASBA Forms (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid ASBA Forms (plus applicable taxes)*

**Based on valid ASBA Forms*

(2) The processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows: Sponsor Bank will be entitled to processing fee of ₹[●] per valid ASBA Form for Bids made by RIIs using the UPI Mechanism. The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, amendments, the Syndicate Agreement and other applicable laws.

(3) Brokerage, selling commission and processing/ uploading charges on the portion for UPI Bidders (using the UPI Mechanism), RIIs and NIIs which are procured by the members of the Syndicate (including their sub-syndicate members), CRTAs, CDPs or for using 3-in1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-syndicate members) would be as follows:

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

The selling commission payable to the Syndicate/ sub-syndicate members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-syndicate member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate/ sub-syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ sub-syndicate member.

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading charges/ processing charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by Retail Individual Investors using the UPI Mechanism*

Uploading Charges/ Processing Charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by Retail Individual Investors using 3-in-1 type accounts*
- *for Non-Institutional Investor Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts,*

The Bidding/uploading charges payable to the Syndicate/Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE

(4) Selling commission payable to the registered brokers on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Investors and Non-Institutional Investors: ₹[●]/- per valid ASBA Form (plus applicable taxes).

(5) The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 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 and any other subsequent SEBI Circular.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds, our Company shall deposit the funds only with one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the Net Proceeds, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Bridge Financing Facilities

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

Appraisal Report

None of the objects for which the Net Proceeds will be utilized have been financially appraised by any financial institutions / banks. Also see "Risk Factor - ***Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds***" on page 63.

Monitoring Utilization of Funds

Our Company will appoint a monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations prior to the filing of the Red Herring Prospectus. Our Audit Committee and the monitoring agency will monitor the utilization of the Gross Proceeds, and submit the report required under Regulation 41 of the SEBI ICDR Regulations. Our Company will disclose the utilization of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, for any amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit

Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditor(s) and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Gross Proceeds from the Objects of the Offer as stated above; and (ii) details of variations in the utilisation of the Gross Proceeds from the Objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee. Further, our Company shall, on a quarterly basis, include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard. Also see "***Risk Factor - Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval***" on page 64.

No part of the Gross Proceeds will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or Key Managerial Employees. Our Company has not entered into or is not planning to enter into any arrangement / agreements with Promoters, Directors, key management personnel, Senior Management, associates or Group Companies in relation to the utilization of the Gross Proceeds.

Other Confirmation

Except to the extent of the proceeds received by the Promoter Selling Shareholders pursuant to the Offer for Sale, none of our Promoters, Directors, KMPs, Senior Management, members of the Promoter Group or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company, in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "***Our Business***", "***Risk Factors***", "***Financial Information – Restated Financial Information***" and "***Management Discussion and Analysis***" on pages 186, 33, 251, and 285, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

We are amongst the fastest growing Tea Café chain with track record of growth and operational profitability.

We are amongst the fastest growing organized tea café QSR companies in terms of sale growth and the fastest growing company in terms of EBITDA growth in the last three year amongst the selected peers.We are the largest players in organized tea retailing industry in Gujarat, in terms of store count. (*Source: D&B Report*)

Our operations encompassed a network of 251 active company-operated and franchisee-operated Tea Cafés as on February 28, 2025 located across 61 cities spread across Tier I, Tier II and Tier III within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh and three (3) newly opened franchisee-operated Tea Cafés in Dubai, UAE.

We have grown steadily in the recent years and expanded our Tea Café network from 145 Tea Cafés as on March 31, 2022 to 251 Tea Cafés as of February 28, 2025. Our total bill cuts, increased from 29.63 lakhs in Fiscal 2022 to 63.91 lakhs in Fiscal 2024.

In addition to serving in-café orders, we also have served around 3.31 lakhs, 5.52 lakhs and 3.22 lakhs orders through third-party food delivery applications, during the six-month period ended September 30, 2024, Fiscal 2024 and Fiscal 2023 respectively. Further, out of total 189 franchisee-operated Tea Cafés as on February 28, 2025, 62 Tea Cafés are more than five years old which reflect our brand identity and acceptance in the market.

Market presence and geographic reach with cluster-based expansion

Our business has grown progressively in the past years, driven by expansion of our company-operated and franchisee-operated Tea Café network. We believe in deepening our presence in the regions we operate in before venturing into new markets which has led us to establish brand presence in Gujarat and Maharashtra.

The key highlights of our expansion of tea café during the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 are set out below:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of New Tea Cafés opened	**18**	**33**	**64**	**34**
Company-operated	6	14	25	6
Franchised-operated	12	19	39	28
Cumulative number of Tea Cafés	**229**	**218**	**198**	**145**
Company-operated Tea Cafés	57	56	49	28
Franchised-operated Tea Cafés	172	162	149	117

As certified by the Statutory Auditors through certificate dated March 27, 2025

The table below highlights the growth trends in Tea Café during the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 across our clusters underscoring the effectiveness of our approach in driving our growth prospects.

Cluster	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
India				
Rajkot, Gujarat	66	63	56	46
Ahmedabad, Gujarat	49	46	45	31
Baroda, Gujarat	40	40	39	34
Surat, Gujarat	25	22	17	11
Mumbai, Maharashtra	18	20	17	9
Pune, Maharashtra	16	15	12	4
Jaipur, Rajasthan	5	5	6	6
Udaipur, Rajasthan	4	3	3	2
Rest of Maharashtra	1	1	1	0
Indore, Madhya Pradesh	2	2	2	2
Outside India				
Dubai	3	1		
Total	**229**	**218**	**198**	**145**

As certified by the Statutory Auditors through certificate dated March 27, 2025

Our cluster based approach fosters strong brand recognition among target customers, enhances our understanding of local market dynamics and customer preferences, and allows us to establish a robust supply chain while managing costs effectively. Going forward, we plan to continue to deepen our store network in the geographies where we operate and also gradually expand our network of Tea Cafés into new regions while adhering to our cluster-focused expansion strategy.

Strong customer proposition

We offer a customer proposition that we believe enables us to attract customers and drive footfalls at our Tea Café. The key pillars of our customer proposition include our value leadership and variety of offerings under one roof.

Value leadership: Our focus on value leadership is a fundamental driver of our business. Our aim has not only been to offer quality products that are tailored to Indian taste and preferences, but also to provide substantial value at attractive price points. We offer basic tea variants for as low as ₹10 per cup while other tea variants and coffee start at ₹25 per cup. Our snack offering range starts from ₹25 onwards. . We believe our Tea Cafés provide an exceptional value for money proposition to the customers who get to experience tea at affordable prices in a modern setting.

Variety: We have a wide variety of 15+ (hot and cold) types of tea covering both traditional and modern variants. In addition to this, we also serve western hot as well cold beverages including coffee, soda-based drinks, shakes, etc. While our core strength is tea, we continuously strive to enhance our customer experience by providing a variety of snacking options that complement our beverages. These include upma, poha, samosa, sandwiches, french fries, muska bun, garlic bread, etc. From time to time, we also create limited time offering, which we believe drives excitement and appeal for our customers. As we continue to expand our store footprint across India, we have also launched specific regional product innovations, such as theplas, khichu and handvo in Gujarat, vada pav and sabudana vada in Maharashtra. This wide choice and variety in our menu help us attract customer visits to our restaurants. We keep on updating our menu from time to time to offer fresh variety to our customers which also complement our offerings.

Operational excellence

We believe our company's business model which runs on a cluster-based approach for company-operated and franchisee-operated Tea Cafés increases our business scalability without any substantial investment at our end. Our standardized approach with respect to design, ambience and outlay of our store ensures fast store setup and consistent experience across multiple Tea Cafés in different regions.

We believe our extensive experience in setting-up Tea Café outlets gained over the years plays a critical role in helping us identify suitable store and ensuring optimization of space, labour, other operational costs and product offerings enabling us and our franchisee-operated Tea Cafés to achieve higher average sales per store across India.

Experienced and professional management team

We believe that our Promoters, Darshan Dashani and Sameer Dashani form the backbone of our Company's success. Our Promoter, Darshan Dashani brings over 20 years of extensive experience across the entire tea value chain, gained during his tenure at 'Amiree.' From managing tea gardens and cultivating tea plants to processing, logistics, and distribution, his expertise serves as the foundation on which our Company stands.

Our management team is a blend of experienced and growth-oriented professionals with experience in the food & beverage and retail industry.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements. For details, see "***Financial Information – Restated Financial Statements***" beginning on page 251 Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

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

Year Ended	Basic EPS (₹)	Diluted EPS (₹)	Weights
March 31, 2024	(0.13)	(0.13)	3
March 31, 2023	(0.12)	(0.12)	2
March 31, 2022	(0.14)	(0.13)	1
Weighted Average	**(0.13)**	**(0.12)**	
September 30, 2024*	(0.06)	(0.06)	-

**Not Annualised*

- *Subsequent to six months period ended September 30, 2024, pursuant to a resolution passed in Extra ordinary General Meeting of the Company dated December 31, 2024, shareholders have approved split of each equity share having face value of Rs. 10 each into equity shares of face value of Re. 1 each ('the split'). As prescribed under Ind AS 33, 'Earning Per Share', the Company has presented basic and diluted earnings per share after considering the aforementioned split of shares for the current as well as previous periods.*
- *Subsequent to six months period ended September 30, 2024, on March 27, 2025, the Board of Directors of the Company has approved bonus issue in the ratio of 10 equity shares for every 1 existing equity share and the same has been duly approved by the shareholders of the Company. Considering that the bonus issue has happened before the date of approval of the financial statements, as prescribed under Ind AS, the Company has presented basic and diluted earnings per share on the basis of new number of shares for current as well as previous periods.*

Notes:

1. *The figures disclosed above are derived from the Restated Ind AS Summary Statements of the Company.*
2. *Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The ratios have been computed as below:*

   Basic & Diluted earnings per share = Restated Net profit after tax / weighted average number of shares outstanding during the year.

3. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*
4. *No. of outstanding equity is further adjusted as per the bonus shares issued by the Company and split of the face value of equity shares.*
5. *The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Restated Financial Statements*

2. Price Earnings Ratio ("P/E") in relation to the Price Band of ₹ [●] to ₹ [●] per Equity share of ₹ 1 each

Particulars	P/E (at the floor Price)*	P/E (at the Cap Price) *
Based on Basic EPS for Financial year ended March 31, 2024	[●]	[●]
Based on Diluted EPS for Financial year ended March 31, 2024	[●]	[●]

**Will be populated in the Prospectus.*
Notes: Price Earnings Ratios is computed by dividing price per share by Earning per share

3. Comparison of Accounting ratios with Peer Companies

There are no listed companies in India directly comparable to our business. Therefore, we have considered listed companies engaged in similar sectors, such as quick-service restaurants and coffee chains. Although these companies are not strictly comparable to our company due to our focus on tea cafés and distinct business model, we have used these ratios for comparable purposes.

Companies	Current Market Price (₹)	EPS Basic (₹)	EPS Diluted (₹)	PE ratio(ii) (Times)	RONW (%)	NAV per share (iii) (₹)	Face Value (₹)
Tea Post Limited (i)	[●]	(0.13)	(0.13)	-	-10.11%	1.18	1.00
Coffee Day Enterprises Limited	28.90	(57.03)	(57.03)	(0.51)	-48.94%	88.02	10.00
Jubilant Foodworks Limited	672.00	3.54	3.54	189.83	10.74%	33.52	2.00
Devyani International Limited	149.59	0.91	0.91	164.38	-0.58%	9.03	1.00
Restaurant Brands Asia Limited	63.38	(1.39)	(1.39)	(45.60)	-0.04%	37.26	10.00

Source: All the financial information for listed industry peers mentioned above is on a Standalone basis and is sourced from the audited financial statements published on company's website and which are also made available on www.bseindia.com and www.nseindia.com for the Financial Year ending March 31, 2024.

Notes:
i. The figures for Tea Post Limited are based on the restated financial information for the financial year ended March 31, 2024.
ii. P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on March 27, 2025 sourced from website of Stock Exchanges as divided by the Basic EPS as applicable.
iii. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves, if any).

4. Return on Net Worth ("RoNW")

For the year ended on	RONW (%)	Weights
March 31, 2024	(10.11%)	3
March 31, 2023	(8.63%)	2
March 31, 2022	(10.38%)	1
Weighted Average	**(9.66%)**	
September 30, 2024	(3.26%)	-

As certified by the Statutory Auditors through certificate dated March 27, 2025

Notes:
1. Return on net worth (%) = Restated profit after tax of the Company divided by the average net worth of the Company at the end of the year/period.

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

5. Net Assets Value ("NAV") Per Share

For the year ended on	Basic NAV Per Share (₹)
March 31, 2024	1.18
March 31, 2023	1.33
March 31, 2022	1.62
September 30, 2024	2.47

As certified by the Statutory Auditors through certificate dated March 27, 2025

Notes:
1. *Net Assets Value Per share = Net worth attributable to equity shareholders / adjusted number of shares at the end of year.*
2. *Net Worth means the aggregate value of the paid-up share capital of the Company and all reserves created out of profits and securities premium account, as per the restated statement of assets and liabilities of the Company in the Restated Financial Statements.*

6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business verticals in comparison to our peers. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 27, 2025. The Audit Committee has confirmed and taken on record that (a) no KPIs have been shared by our Company with any investors in the three years prior to filing of this Draft Red Herring Prospectus, and (b) verified details of the aforementioned KPIs have been included in this section. The KPIs disclosed below have been certified Mukesh M. Shah & Co., Statutory Auditors of the Company, pursuant to certificate dated March 27, 2025 and same has been included in "***Material Contracts and Documents for Inspection – Material Documents***" on page 393. For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 186 and 285, respectively.

Our Company confirms to disclose all the KPIs disclosed in this section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations. The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. We have also described and defined the KPIs, as applicable, in "***Definitions and Abbreviations***" beginning on page 1.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Sr. No.	KPI	Explanation for KPIs
1.	**Total Income**	This represents the total Revenue from operations and Other Income of the Company
2.	**Revenue from Operations**	Revenue from operations represents the scale of our business operations as well as provides information regarding our overall financial performance
3.	**EBITDA**	EBITDA provides information regarding the operational efficiency of our company. It facilitates evaluation of year-on-year operating performance of our company.
4.	**EBITDA Margin %**	EBITDA Margin (%) is an indicator of the company's operational profitability and assists in tracking the margin profile of our business,

Sr. No.	KPI	Explanation for KPIs
		our historical performance, and provides financial benchmarking against peers.
5.	**Profit after Tax**	PAT represents the profit/ loss that the Company makes for the financial year or during a given period. It provides information regarding the overall profitability of the business
6.	**PAT Margin %**	PAT Margin (%) is an indicator of the overall profitability of the business and provides the financial benchmarking against peers as well as to compare against the historical performance of the business.
7.	**Return on Equity %**	Return on Equity represents how efficiently the Company generate profits from the shareholders' funds.
8.	**Return on Capital Employed %#**	Return on Capital Employed represents how efficiently the Company generates earnings before interest & tax from the capital employed.

Our key financial performance indicator for six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2022 and Fiscal 2021 are detailed as below.

Particulars	For six-month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income (₹ lakhs)	3,176.58	5,469.27	4,369.29	2,600.40
Revenue from operations (₹ lakhs)	3,137.47	5,401.96	4,324.27	2,588.20
EBITDA (₹ lakhs)	546.00	889.47	476.32	254.98
EBITDA Margin (%)	17.19%	16.26%	10.90%	9.81%
Profit after tax (₹ lakhs)	(48.33)	(101.86)	(94.51)	(93.71)
PAT Margins (%)	(1.52%)	(1.86%)	(2.16%)	(3.60%)
Return on Equity (%)	(3.26%)	(10.11%)	(8.63%)	(10.38%)
Return on Capital Employed (%)	6.17%	13.92%	7.06%	(3.58%)

Note: As certified by the Statutory Auditors through certificate dated March 27, 2025
**Return on Equity and Return on Capital Employed are not annualized.*
(1) Total Income: This represents the total Revenue from operations and Other Income of the Company.
(2) Revenue from Operations: This represents the income generated by the Company from its core operating operation.
(3) EBITDA: calculated as restated profit/(loss) before tax, plus Interest, depreciation and amortization expense and finance costs.
(4) EBITDA Margin (in %): calculated as the percentage of EBITDA during a given year/period divided by Total Income.
(5) Profit after tax– This represents Profit after tax attributable to Equity shareholders of the Company.
(6) PAT Margin (in %): calculated as the restated profit after tax divided by the Total income.
(7) Return on Equity (in %): Restated profit after tax of the Company divided by the average net worth of the Company at the end of the year/period.
Return on Capital Employed: Restated profit before interest and tax for the year/period attributable to equity shareholders of the Company divided by the Capital employed. Capital Employed represents Tangible Net worth + Total Debts [Short term Borrowings and Long term borrowings]-Deferred Tax Asset.

Description on the historic use of the KPIs by us to analyze, track or monitor our operational and/or financial performance

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

7. Comparison of KPIs with listed industry peers:

There are no listed companies operating tea café business in India and therefore not directly comparable to our business. Therefore, we have considered listed companies engaged in similar sectors, such as quick-service restaurants and coffee chains. Although these companies are not strictly comparable to our Company due to our focus on tea cafés and distinct business model, we have used these ratios for comparable purposes.

(₹ Lakhs unless stated otherwise)

As at and for the Fiscal 2024					
Particulars	**Tea Post Limited**	**Jubilant Foodworks Limited**	**Devyani International Limited**	**Restaurants Brands Asia Limited**	**Coffee Day Enterprises Limited**
Total Income	5,469.27	5,36,933.30	3,15,368.50	1,77,856.70	1,967.40
Revenue from Operations	5,401.96	5,34,085.00	3,11,622.20	1,76,007.20	1,963.70
EBITDA	889.47	1,12,262.00	63,249.40	25623.2	169.9
EBITDA Margin (%)	16.26%	20.91%	20.06%	14.41%	8.64%
PAT	-101.86	23,390.90	-633.70	-6894.3	-1,20,485.30
PAT Margin (%)	-1.86%	4.36%	-0.20%	-3.88%	-6124.09%
ROCE (%)	13.92%	12.00%	1.12%	-3.73%	0.48%
ROE (%)	-10.11%	10.74%	-0.58%	-0.04%	-48.94%

(₹ Lakhs unless stated otherwise)

As at and for the Fiscal 2023					
Particulars	**Tea Post Limited**	**Jubilant Foodworks Limited**	**Devyani International Limited**	**Restaurants Brands Asia Limited**	**Coffee Day Enterprises Limited**
Total Income	4,369.29	5,14,570.30	2,70,080.70	1,47,218.30	1,881.20
Revenue from Operations	4,324.27	5,09,599.20	2,66,834.40	1,43,965.10	1,858.70
EBITDA	476.32	120891.6	57,666.50	19795.9	-156.2
EBITDA Margin (%)	10.90%	23.49%	21.35%	13.45%	-8.30%
PAT	-94.51	35621.2	24,607.20	-7180.3	-307.8
PAT Margin (%)	-2.16%	6.92%	9.11%	-4.88%	-16.36%
ROCE (%)	7.06%	16.94%	20.54%	-3.79%	-1.19%
ROE (%)	-8.63%	17.02%	24.06%	-0.04%	-0.10%

(₹ Lakhs unless stated otherwise)

As at and for the Fiscal Year 2022					
Particulars	**Tea Post Limited**	**Jubilant Foodworks Limited**	**Devyani International Limited**	**Restaurants Brands Asia Limited**	**Coffee Day Enterprises Limited**
Total Income	2,600.40	4,37,175.95	1,86,928.10	96,423.80	1,371.60
Revenue from Operations	2,588.20	4,33,109.98	1,85,327.20	94,370.90	1,371.00
EBITDA	254.98	1,14,526.78	40,476.40	11,070.20	-189.90
EBITDA Margin (%)	9.81%	26.20%	21.65%	11.48%	-0.14
PAT	-93.71	43752.21	15,338.30	-9,294.60	-349.30
PAT Margin (%)	-3.60%	10.01%	8.21%	-9.64%	-25.47%
ROCE (%)	-3.58%	22.15%	14.21%	-4.77%	-1.38%
ROE (%)	-10.38%	24.30%	25.73%	-0.07%	-0.11%

Source: All the financial information for listed industry peers mentioned above is on a Standalone basis and is sourced from the *audited financial statements published on company's website and which are also made available on www.bseindia.com and www.nseindia.com for the Financial Year ending March 31, 2024, March 31, 2023 and March 31, 2022.*

Notes:

i. *The figures for Tea Post Limited are based on the restated financial information.*
ii. *EBITDA: calculated as profit/(loss) before tax and exceptional items, plus Interest, depreciation and amortization expense and finance costs.*
iii. *EBITDA Margin (in %): calculated as the percentage of EBITDA during a given year/period divided by Total Income.*
iv. *Profit after tax and exceptional items – This represents Profit after tax attributable to Equity shareholders of the Company.*
v. *PAT Margin (in %): calculated as the restated profit after tax divided by the Total income.*

8. Comparison of KPIs with unlisted peers:

While our peers (mentioned below), operate in the same business segment and may have similar offerings or end use applications, our business may be different in terms of business models, focus areas or geographical presence. Set forth below is a comparison of the KPIs of our Company vis-à-vis its unlisted peers as of and for the fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022:

(in ₹ lakhs unless stated otherwise)

As at and for the Fiscal Year ended March 31, 2024				
Particulars	**Tea Post Limited**	**Bon Fresh Foods Private. Limited (Chai Kings)**	**Sunshine Teahouse Pvt. Ltd. (Chaayos)**	**Chai Waale Trades Pvt. Limited (Chaiwaale)**
Total Income	5,469.27	4,403.62	27,112.38	1,886.95
Revenue from Operations	5,401.96	4,389.98	24,858.22	1,861.00
EBITDA	889.47	78.86	2,837.08	258.14
EBITDA Margin (%)	16.26%	1.79%	10.46%	13.68%
PAT	-101.86	-80.15	-5,398.00	-190.32
PAT Margin (%)	-1.86%	-1.82	-19.90%	-10.09%
ROCE (%)	10.38%	-15.83%	-10.10%	18.67%
ROE (%)	-10.72%	-39.46%	-23.25%	-24.98%

(in ₹ lakhs unless stated otherwise)

As at and for the Fiscal 2023					
Particulars	**Tea Post Limited**	**Bon Fresh Foods Private. Limited (Chai Kings)**	**Sunshine Teahouse Private. Limited (Chaayos)**	**Chai Waale Trades Private. Limited (Chaiwaale)**	**Mountain Trail Foods Private. Limited (Chai Point)**
Total Income	4,369.29	3,718.21	25,598.02	1,581.36	20,627.34
Revenue from Operations	4,324.27	3,695.33	23,698.54	1,566.93	20,009.91
EBITDA	476.32	30.33	-2,226.40	238.62	-3,920.21
EBITDA Margin (%)	10.90%	0.82%	-8.70%	15.09%	-19.00%
PAT	-94.51	-118.61	-10,949.00	-182.48	-10,851.81
PAT Margin (%)	-2.16%	-3.19%	-42.77%	-11.54%	-52.61%
ROCE (%)	4.96%	-23.68%	-26.12%	-16.81%	-159.78%
ROE (%)	-8.87%	-58.39%	-39.69%	-19.31%	-349.42

(in ₹ lakhs unless stated otherwise)

As at and for the Fiscal Year ended March 31, 2022					
Particulars	**Tea Post Ltd.**	**Bon Fresh Foods Private. Limited (Chai Kings)**	**Sunshine Teahouse Private. Limited (Chaayos)**	**Chai Waale Trades Private. Limited (Chaiwaale)**	**Mountain Trail Foods Private. Limited (Chai Point)**
Total Income	2,600.40	2,264.72	14,080.89	853.64	10,896.76

As at and for the Fiscal Year ended March 31, 2022					
Particulars	**Tea Post Ltd.**	**Bon Fresh Foods Private. Limited (Chai Kings)**	**Sunshine Teahouse Private. Limited (Chaayos)**	**Chai Waale Trades Private. Limited (Chaiwaale)**	**Mountain Trail Foods Private. Limited (Chai Point)**
Revenue from Operations	2,588.20	2,243.19	13,495.51	840.86	10,594.38
EBITDA	254.98	-74.55	-5,752.57	131.63	-5,641.78
EBITDA Margin (%)	9.81%	-3.29%	-41.03%	15.42%	-51.77%
PAT	-93.71	-236.06	-7,120.00	-99.2	-8,398.08
PAT Margin (%)	-3.60%	-10.42%	-50.78%	-11.62%	-77.07%
ROCE (%)	-2.43%	-47.68%	-74.86%	-5.62%	-82.64%
ROE (%)	-8.33%	-116.22%	-196.18%	-15.99%	-139.47

*The above financial information has been derived from the industry report titled "**QSR Industry in India**" dated March 27, 2025 (the "**D&B Report**") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at https://teapost.in/ until the Bid/Offer Closing Date.*

9. Weighted average cost of acquisition ("WACA"), floor price and cap price

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

The details of the Equity Shares, excluding shares offered under ESOP and issuance of bonus shares, during the eighteen (18) months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling thirty (30) days ("Primary Issuance") are as follows: ***NIL***

B. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoter, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) in the board of directors of our Company are a party to the transaction (excluding gifts) , during the eighteen (18) months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-issue capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling thirty (30) days.*

C. Since there are no such transactions to report under (a) and (b), the following are the details of price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, the Promoter Selling Shareholder, or Shareholder(s) having the special rights are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Weighted average cost of acquisition of last five primary issuance	*15.32*

Weighted average cost of acquisition based on Primary Issuances and Secondary Transactions as per para 'C'-

Types of transactions	***Weighted average cost of acquisition (₹ per Equity Share)***	***Floor price* (i.e., ₹ [•])***	***Cap price* (i.e., ₹ [•])***
Weighted average cost of acquisition for last 18 months for primary issuance	*15.32*	***[•]*** *times*	***[•]*** *times*
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities	*N.A.*	***[•]*** *times*	***[•]*** *times*

(a) ** To be updated at Prospectus stage*
(b) *# Weighted average cost of acquisition has been computed for five transactions after considering the impact of the following corporate actions: bonus issuance and sub-division of equity shares made by the Company.*

10. *Justification for Basis for Offer price*

Detailed explanation for Offer Price/Cap Price being [●] times of WACA of past five primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the six-month period ended September 30, *2024, and Fiscals 2024, 2023 and 2022, and in view of the external factors which may have influenced the pricing of the issue, if any.*

[●]*
**to be computed upon finalization of Price Band.*

11. *The Offer Price is [●] times of the face value of the Equity Shares.*

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***", "***Financial Information – Restated Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 33, 186, 251, and 285, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "***Risk Factors***" beginning on page 33 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO TEA POST LIMITED ("THE COMPANY") AND THE SHAREHOLDERS OF THE COMPANY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA

To,

The Board of Directors
Tea Post Limited
D-0001, Elanza Crest, Nr. Sigma House,
Sindhu Bhavan Road, Bodakdev, Thaltej,
Ahmedabad - 380059, Gujarat, India

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹ 1 each (the "Equity Shares") of Tea Post Limited (the "Company") comprising a fresh issue of the Equity Shares by the Company (the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, (the "Offer")

Sub.: Statement of possible Special Tax Benefits available to the Company, its equity shareholders and its subsidiary under the direct and indirect tax laws

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

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

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

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

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

- The revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company, its Shareholders and its Subsidiaries in the DRHP for the proposed initial public Offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges**") where the equity shares of the Company are proposed to be listed, as applicable, provided that the below statement of limitation is included in the DRHP and Prospectus.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Gujarat ("**ROC**") and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer (together referred as "**Offer Documents**") or in any other documents in connection with the Offer

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

For, Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration No.: 106625W

Suvrat Shah
Partner
Membership No.: 102651
Place: Ahmedabad
Date: March 27, 2025
UDIN: 25102651BMHNBC2724

CC:
Srujan Alpha Capital Advisors LLP
824 & 825, Corporate Avenue
Sonawala Rd, opposite Atlanta Centre,
Sonawala Industry Estate Goregaon,
Mumbai – 400 064, Maharashtra, India

(**Srujan Alpha Capital Advisors LLP,** is referred to as the "**Book Running Lead Manager**"/ "**BRLM**")

Vidhigya Associates
105, A Wing, Kanara Business Centre,
Ghatkopar East, Mumbai-400075,
Maharashtra, India.
(***Vidhigya Associates** is referred to as the "**Legal Counsel**")

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO TEA POST LIMITED ("COMPANY") AND THE SHAREHOLDERS OF THE COMPANY ("SHAREHOLDERS")

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Special Direct tax benefits available to the Company

The Company has obtained registration as an eligible start up unit under Startup India Scheme. The certificate is valid till November 4, 2025. The Company is eligible to claim tax exemption benefit under Section 80IAC of Income tax.

Section 80-IAC is a benefit offered by Central government to eligible startups by way of providing tax deduction of an amount equal to 100% of the profits and gains derived from eligible business for three consecutive assessment years out of seven years beginning from the year in which the eligible start-up is incorporated.

There are no other special tax benefits available to the Company. The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

II. Special Indirect tax benefits available to the Company

There are no special tax benefits available to the Company. The general tax benefits those are available to all registered companies have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

III. Special tax benefits available to Shareholders

There are no special tax benefits available to any of the shareholders of the Company. The general tax benefits those are available to all the persons above have not been enumerated here. Those statutory provisions would be applicable as per the prevailing laws in the respective circumstances.

Notes:

i. The above Statement sets out the special tax benefits available to the Company and its shareholders under the tax laws mentioned above.

ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

iv. 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.

v. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The [shareholders / investors] are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "*Report on QSR Industry in India*" dated March 27, 2025 (the "**D&B Report**") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on November 29, 2025 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the D&B Report is available on the website of our Company at www.teapost.in the Bid/Offer Closing Date.

The data included herein includes excerpts from the D&B Report and may have been reordered by us for the purposes of presentation. D&B India is an independent agency which has no relationship with our Company, our Promoter and any of our Directors or KMPs or SMPs. There are no parts, data or information relevant for the proposed Offer, that havebeen left out or changed in any manner.

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, projections, forecasts andassumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "***Risk Factors –Certain sections of this Draft Red Herring Prospectus disclose information from the D&B Report which have been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks***" on page 62.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. While preparing its report, D&B India has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections ofthis Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.

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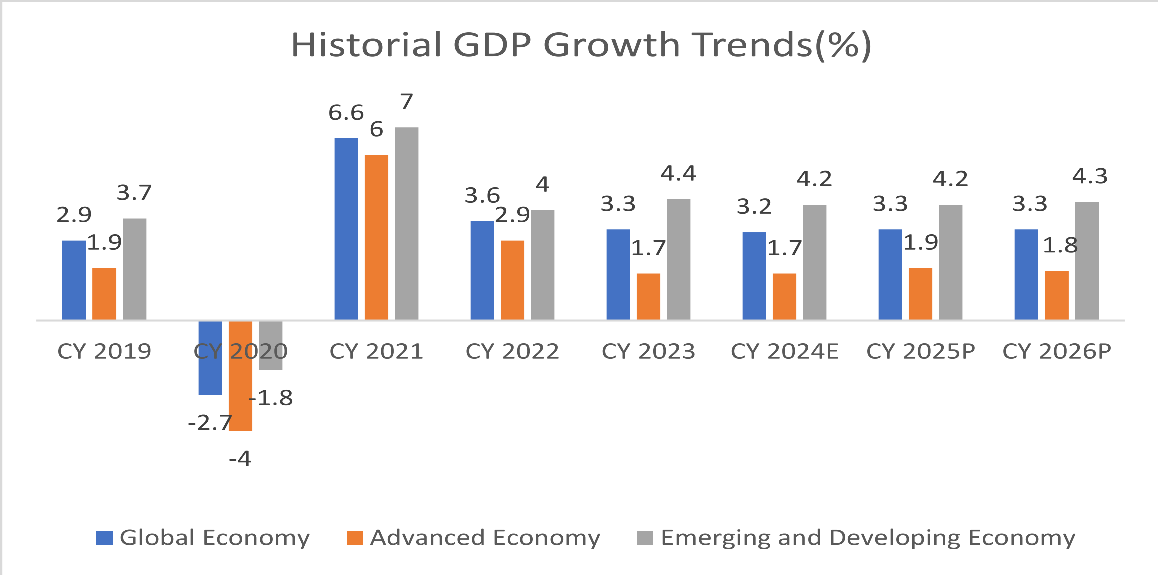
Global Macroeconomic Landscape

Global Economic Overview

The year 2024 remained a challenging year marked by uncertainties and transformative shifts. Numerous factors such as high inflation in many economies despite central bank effort to curb inflation, continuing energy market volatility driven by geopolitical tensions particularly in Ukraine and Middle East, and the re-election of Donald Trump as the US President extended uncertainty around the trade policies as well as overall global economic growth. High inflation and rising borrowing costs affected the private consumption on one hand while fiscal consolidation impacted the government consumption on the other hand. As a result, global GDP growth is estimated to grow by 3.2% in CY 2024 as compared to 3.3% in CY 2023.

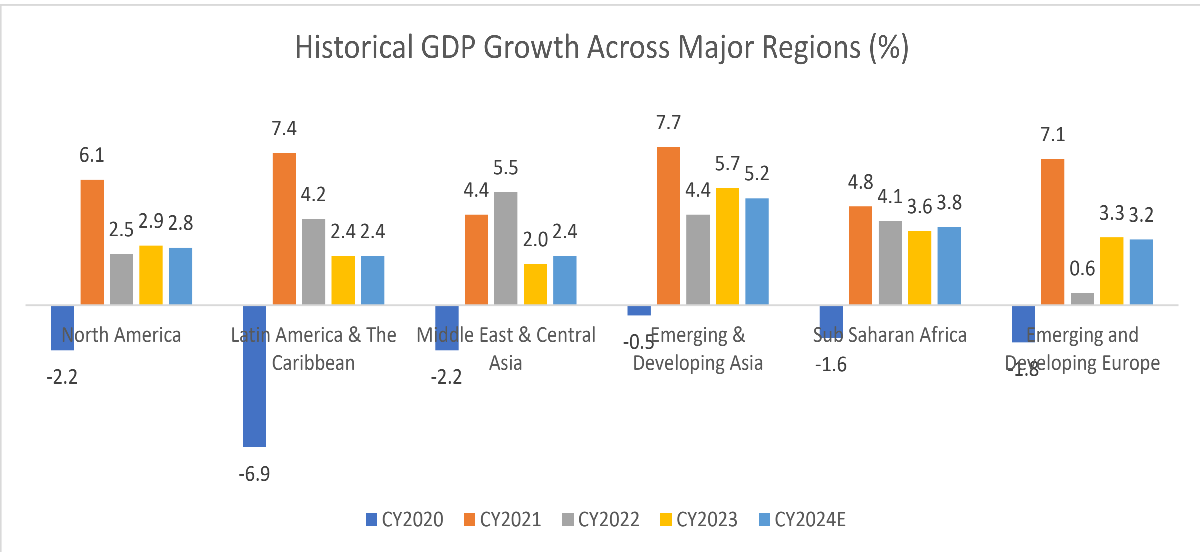


Source – IMF Global GDP Forecast Release January 2025

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

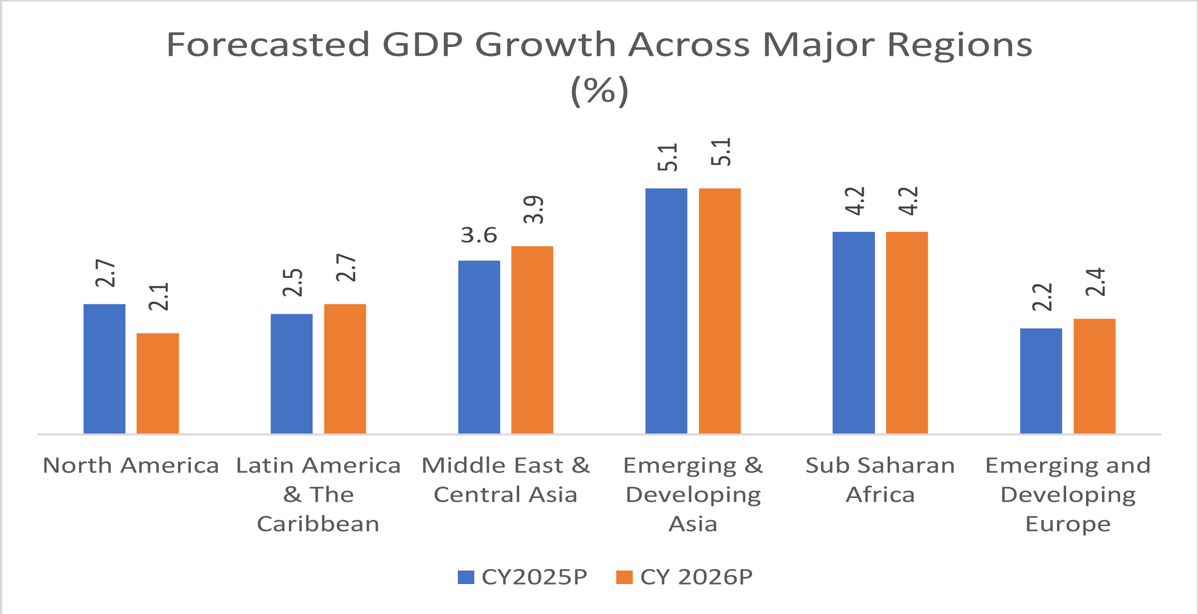
GDP Growth Across Major Regions

GDP growth of major regions exhibited a mixed trend between 2022-23, with GDP growth in many regions like North America, Emerging and Developing Asia and Emerging and Developing Europe slowing further in 2024. In 2025, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is expected to decrease from 5.2% in CY 2024, while in the North America, it is expected to decrease from 2.8% in CY 2024 to 2.7% in CY 2025.



Source-IMF World Economic Outlook January 2025 update.

Except for Emerging and Developing Asia, Emerging and Developing Europe and North America, all other regions are expected to record an increase in GDP growth rate in CY 2025 as compared to CY 2024. Further, growth in the United States is expected to come down at 2.7% in CY 2025 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand. India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.



Source-IMF, OECD, and World Bank, D&B Estimates

Global Economic Outlook

As 2025 begins, there is some uncertainty due to the likely shift in policy following numerous elections around the world. New policies could lead to new trajectories for inflation, borrowing costs, and currency values, as well as trade flows, capital flows, and costs of production. Meanwhile, governments and central banks continue to navigate a balance between a desire to suppress inflation and a goal to boost growth.

Real GDP in advanced economies is projected to grow 1.9% in 2025, up from 1.7% in 2024. In the US, economic activity is expected to remain robust, supported by solid income and productivity, even as real GDP growth slips from 2.8% in 2024 to 2.1% in 2025. In Europe, steady income growth and falling interest rates should drive stronger consumer spending growth and a modest recovery in investment. Real GDP growth in Japan is likely to rebound toward 1.1% driven by a gradual acceleration in real wages and consumer spending. Additionally, real GDP growth in mainland China slowing to 4.6% in 2025 as structural property sector and demographic challenges will restrain economic activity despite fiscal and monetary policy support. India should remain a bright spot, with real GDP growth expected at 6.5%, driven by public investment and strong domestic demand. Latin America is expected to see a mildly stronger expansion, despite a notable slowdown in growth in Brazil.

The emerging markets that have advantageous locations and preferential trade agreements across major blocs will grow. India, Saudi Arabia, Mexico, Brazil, the United Arab Emirates and Southeast Asian economies will benefit from maintaining or developing strong trade and investment relations across geopolitical blocs. India will continue to foster trade and investment ties across geopolitical divides while being a critical driver of South-South trade. Southeast Asia is likely to remain the top destination for foreign investment among emerging markets. In the US, protectionist measures will be used in a transactional manner to extract trade, immigration, drug traffic control, defines spending and other political concessions from trading partners. We anticipate targeted tariffs on trading partners. However, we note that a scenario factoring 60% tariffs on Chinese imports and a 10% universal tariff on all imports from other US trading partners (assuming proportional retaliation against US exports) would reduce global GDP by 1.4% after two years, with GDP in the US, mainland China, Mexico and Canada reduced by 2.0% to 3.0%.

In Europe, the European Commission will also make increasing use of trade-defensive tools such as tariffs and step up scrutiny of foreign direct investments in strategic sectors. And, in emerging countries, this trend will increasingly manifest in resource nationalism, as governments from Mexico to Indonesia seek greater state involvement in the resources sector or higher value-added process to occur domestically.

Global inflation is expected to decline steadily, to 4.2% in 2025 and to 3.5% in 2026 still somewhat higher than the 3.1% pace in 2019. In advanced economies, where inflation surged to multidecade highs following the pandemic, price pressures are expected to moderate but remain uneven. Wage cost pressures, potential tariffs and limited innovation undermining global competitiveness in some sectors are likely to persist across European economies and the UK. In the US, we expect the moderating trend in inflation will remain in place through early 2025, though it could then change as deregulation, potential immigration restrictions and tariffs lead to a renewed inflation impulse. In contrast to President-elect Trump’s first term, these inflationary pressures would come in a new paradigm defined by fragile supply conditions, elevated geopolitical tensions and structural upside risks to inflation. Geopolitical tensions such as the wars in Ukraine and the Middle East could further exacerbate inflation volatility, particularly in energy and agricultural commodities.

Mainland China will face a different macroeconomic challenge: the risk of deflation due to subdued consumer spending trends, cautious business investment and ongoing deleveraging in the property sector. This has prompted authorities to announce stimulus measures to prevent exacerbating deflationary pressures. Indeed, deflation could slow the economic recovery by delaying consumer purchases, eroding corporate revenues and worsening real debt burdens, particularly if property sector weakness and slowing exports continue to weigh on private sector confidence. Emerging markets will grapple with the challenge of curbing inflation while contending with fragile supply chains, volatile commodity prices and foreign exchange fluctuations. Several Asian emerging economies, including India and Indonesia, are better positioned to maintain price stability due to proactive fiscal measures and monetary prudence. The combination of a diversified supply base that mitigates reliance on external inputs and importing deflation from China should further support disinflation.

India Macroeconomic Analysis

In India, growth is expected to decelerate to 6.5% in CY 2024 from 8.2% in CY 2023, reflecting a slowdown in investment and weak manufacturing growth. However, services activity has been steady, while growth in the agricultural sector has recovered. Private consumption growth has remained resilient, primarily driven by improved rural incomes accompanied by a recovery of agricultural output. In contrast, higher inflation and slower credit growth have curbed consumption in urban areas.

Country	Real GDP Growth (CY 2023)	Estimated GDP Growth (CY 2024)	Projected GDP Growth (CY 2025)	Projected GDP Growth (CY 2026)
India	8.2%	6.5%	6.5%	6.5%
China	5.2%	4.8%	4.6%	4.5%
Russia	3.6%	3.8%	1.4%	1.2%
Brazil	3.2%	3.7%	2.2%	2.2%
United States	2.9%	2.8%	2.7%	2.1%
Japan	1.5%	-0.2%	1.1%	0.8%
Canada	1.5%	1.3%	2.0%	2.0%
France	1.1%	1.1%	0.8%	1.1%
Italy	0.7%	0.6%	0.7%	0.9%
South Africa	0.7%	0.8%	1.5%	1.6%
United Kingdom	0.3%	0.9%	1.6%	1.5%
Germany	-0.3%	-0.2%	0.3%	1.1%

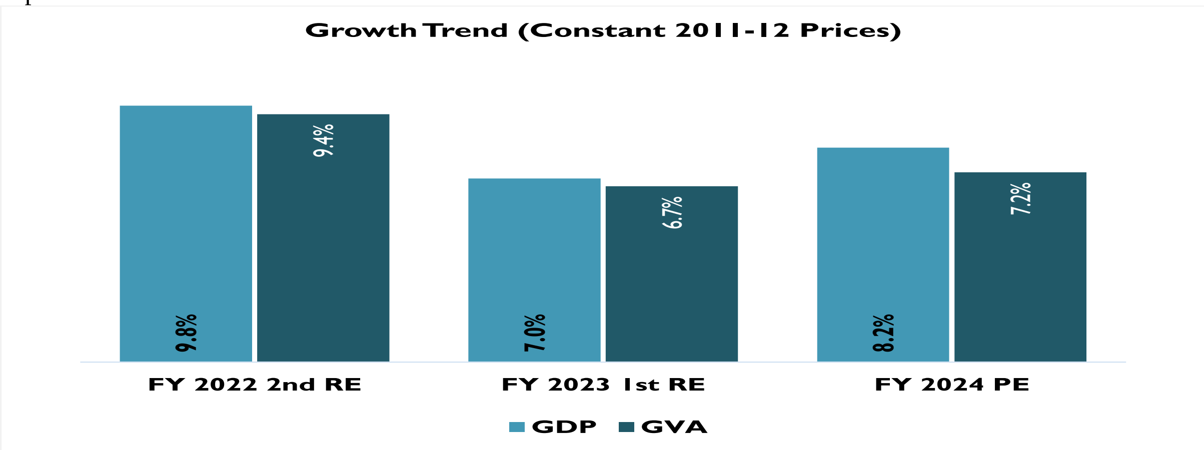
Source-IMF World Economic Outlook January 2025 update.
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South)
Countries have been arranged in descending order of GDP growth in 2023).

There are few factors aiding India’s economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of the central government increased by 11.1% increase in capital expenditure (budget estimates), to the tune of INR 11.11 trillion in the Union Budget 2024-2025 constituting 3.4% of the GDP. The improvement was accentuated further as the Budget 2025-2026 announced an 10% increase in capital expenditure, coupled with INR 1.5 trillion in interest-free loans to states. This has provided much-needed confidence to the private sector, and in turn, expected to attract the private investment.

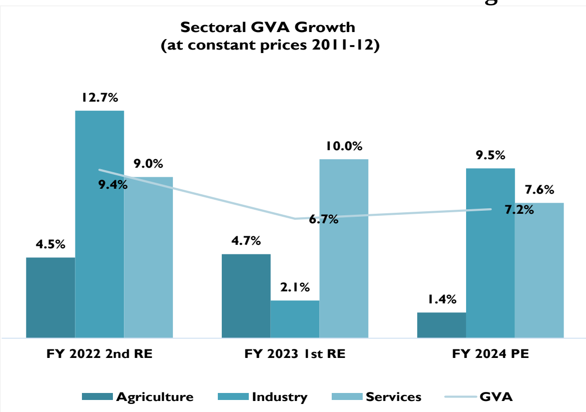
Historical GDP and GVA Growth trend

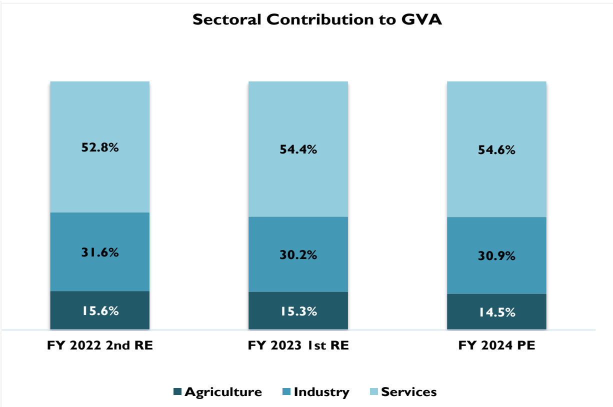
As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24

Sectoral Contribution to GVA and annual growth trend





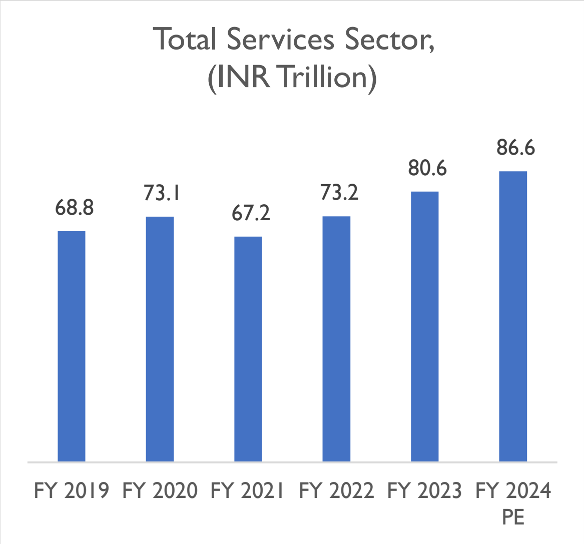
Source: Ministry of Statistics & Programme Implementation (MOSPI)

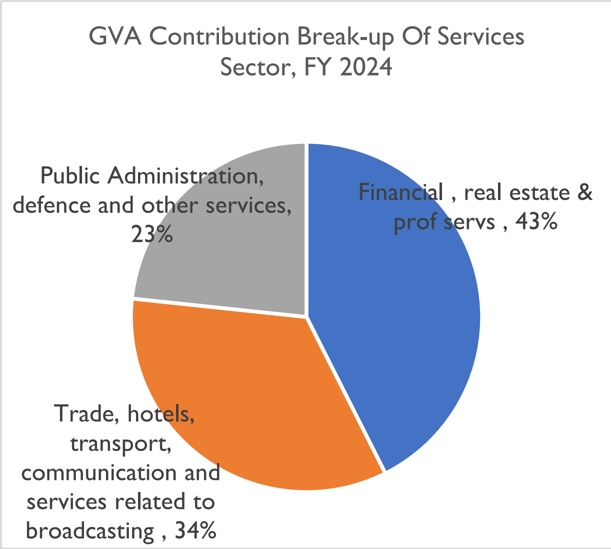
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9.5% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing and construction sector rose significantly and it registered a growth of 7.1%, 9.9% and 9.9% in FY 2024 against a y-o-y change of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against 9.44% in the previous years.

Talking about the services sector's performance, with major relaxation in covid restriction, progress on COVID-19 vaccination and living with virus attitude, business in the service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to the pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen in FY 2023 and grow in FY 2024, although the growth hasn't shown substantial increases. In FY 2024, services sector grew by 7.6% against 10% y-o-y growth in the previous year.

Expansion in Service Sector

Services sector is a major contributor to the country's overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services1 observed 4.5% CAGR and Trade, hotels, transport, communication, and services related to broadcasting witnessed 3.1% CAGR between FY 2019-24.



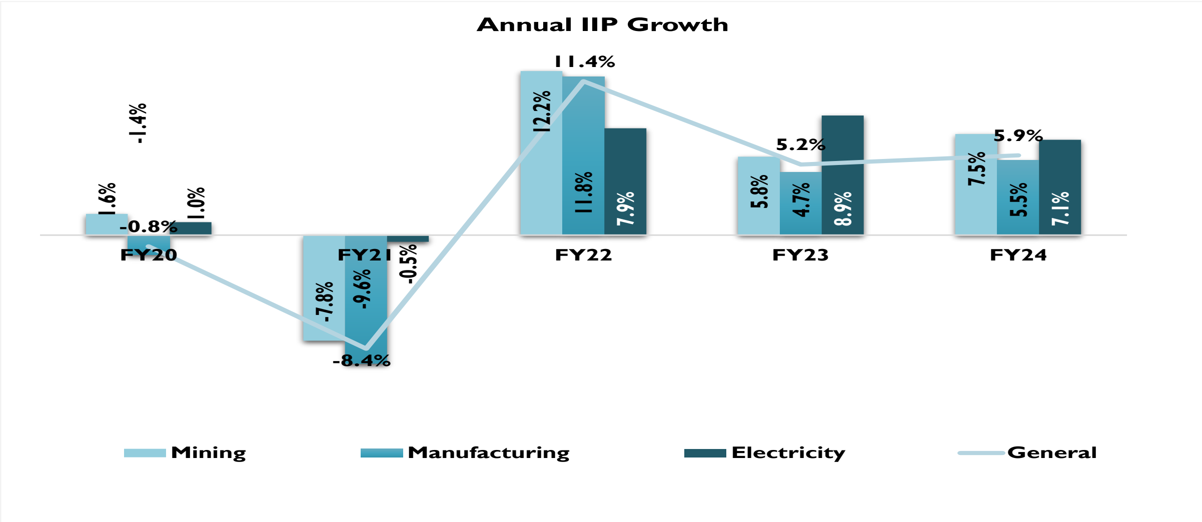


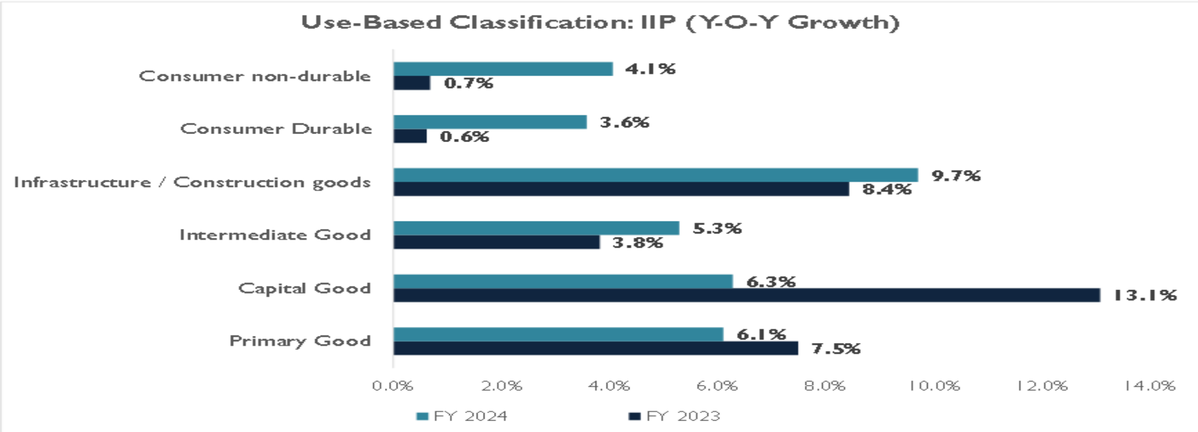
Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates

India's HSBC Services Purchasing Managers' Index, an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

IIP Growth

Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2024 against 4.7% y-o-y growth in FY 2023 while mining sector index too grew by 7.5% in FY 2024 against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% in FY 2024 against 8.9% in the previous year.

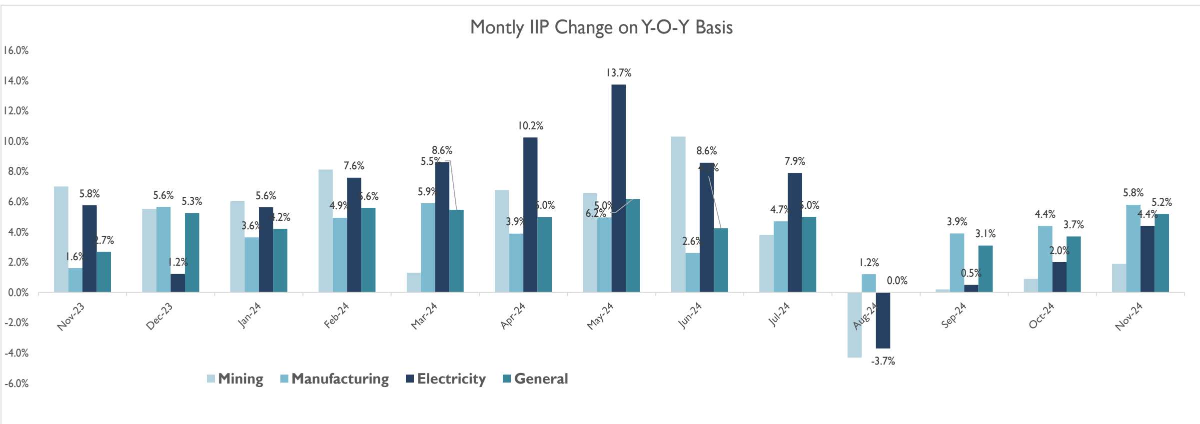




Source: Ministry of Statistics & Programme Implementation (MOSPI)

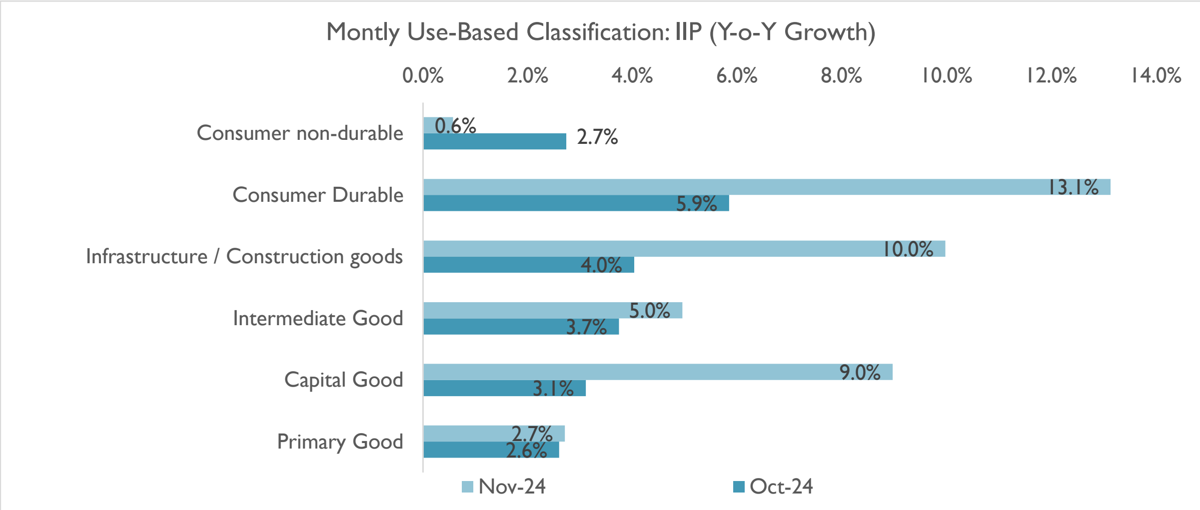
As per the use-based classification, most segments have shown growth for FY 2024 compared to FY 2023. Capital good and primary goods were segments which grew at a lesser rate compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

Monthly IIP Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)
In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last

fiscal. Overall IIP index grew by 5.2% in November 2024 against 2.3% y-o-y growth observed in November 2023. However, the mining sector index growth slowed to 1.9% in November 2024, against 7.0% y-o-y growth in November 2023 while the manufacturing sector index exhibited substantial improvement and they grew by 5.8% in November 2024 against 1.6% in November 2023, respectively.

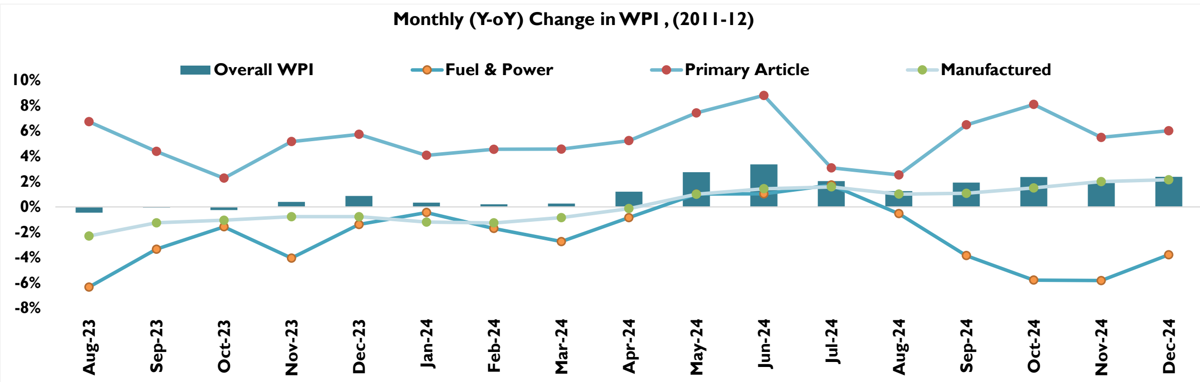


As per the use-based classification, growth in all segments excluding consumer non- durable increased in November 2024 as compared to the previous month. Growth in consumer non-durable segment slowed in November 2024 to 0.6% as against 2.7% in October 2024.

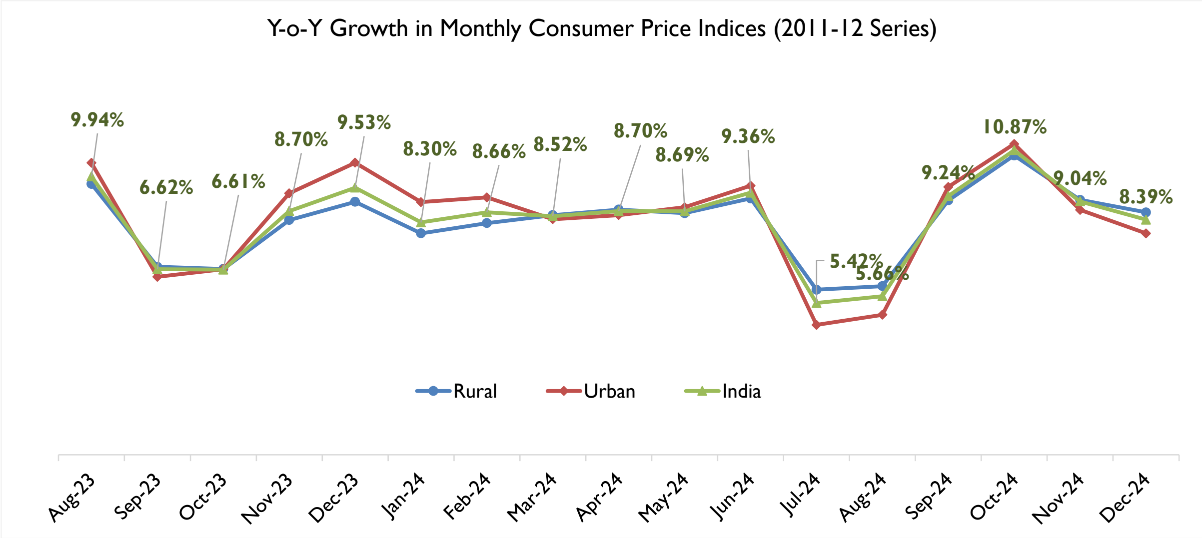
Inflation Scenario

The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from August 2023 to December 2024. Overall WPI number measured 2.4% in December 2024. Positive rate of inflation in December 2024 is primarily due to increase in prices of food articles, manufacture of food products, other manufacturing, manufacture of textiles and non-food articles etc. By December 2024, Primary Articles WPI inflation moderated compared to October prices level but increase marginally compared to the previous month and measured 6.0%. The Price of food articles (-3.08%) and crude petroleum & natural gas (-2.87%) decreased in December 2024 compared to the previous month i.e. November 2024. However, the Price of non-food articles grew by 2.53% and minerals by 0.48% in December 2024 as compared to November 2024.

Moreover, power & fuel, the index for this major group increased by 1.90% to 149.9 in December 2024 from 147.1 in the month of November 2024. Price of electricity increased by 8.81% and coal by 0.07% in December 2024. The price of mineral oils decreased by 0.06% in December 2024 as compared to November 2024.



Source: MOSPI, Office of Economic Advisor.



Source: MOSPI, Office of Economic Advisor

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between August 2023 and December 2024. Rural CPI inflation peaked at 9.67% in August 2023, declining to 8.65 % in December 2024. Urban CPI inflation followed a similar trend, rising to 10.42% in August 2023 and then dropping to 7.90% in December 2024. Overall, the national CPI inflation rate increased to 9.94% in August 2023 but moderated to 8.39% by December 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas. CPI measured above 6% tolerance limit of the central bank since July 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

Growth Outlook

India’s H1 FY2024-25 GDP slowdown is cyclical, driven by credit tightening and delayed fiscal spending, but strong fundamentals should support growth in the second half of the fiscal year. Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. Retail inflation eased to 5.2% y/y in December, down from 5.5% in November as vegetable prices moderated following a bumper summer harvest and favorable monsoon. Still-high food prices and geopolitical tensions continue to pose risks to inflation and growth. High retail credit and rising unsecured loans signal consumption-driven borrowing, yet urban demand remains under pressure. Rural demand has shown resilience, benefitting from favorable monsoons, robust agricultural output and elevated food prices. The RBI's September economic review highlighted a contrasting trend in rural and urban consumption demand in H1 FY2024- 25, with rural demand remaining robust, while urban demand showed weakness.

On external front, the global business environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability. In mid-January 2025, the Indian rupee dropped below INR 86.62 USD, due to strong dollar demand from foreign banks, likely due to outflows from equities and the weakness in regional peers as the dollar strengthened. Rupee continued to face pressure due to sustained foreign fund outflows and the broad strength of the American currency in the overseas markets due to unabated dollar demand from oil importers and weak risk appetite.

Looking ahead to 2025, India's projected GDP growth of 6.5% stands out as the fastest among major emerging markets, significantly outpacing China's 4.6%, and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2026, reflecting strong economic fundamentals and continued momentum.

This decent growth momentum in near term CY 2025 is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on1st Feb 2024. The Union Budget for FY26, which takes a balanced approach to sustaining economic momentum. With a focus on stimulating demand, driving investment and ensuring inclusive development, the budget introduces measures such as tax relief, increased infrastructure spending and incentives for manufacturing and clean energy. These initiatives aim to accelerate growth while maintaining fiscal discipline, reinforcing India's long-term economic resilience. The expansion of tax relief i.e. zero tax liability for individuals earning up to INR 12 lacs annually under the new tax regime is expected to strengthen household finances and, consequently, boost consumption.

Quick-Service Restaurant (QSR) Industry in India

The Quick Service Restaurant (QSR) industry is one of the most dynamic and rapidly growing segments of India's food service market. Characterized by its ability to offer fast, convenient, and affordable dining experiences, the QSR sector has become an integral part of the urban and semi-urban lifestyle in India. The sector currently contributes about 1.9% to the country's GDP. The Indian organised QSR market valued at INR 674.4 billion in FY 2024 and is expected to grow at a CAGR (Compound Annual Growth Rate) of 17-18% between FY 2024-28, to reach approximately INR 1,270-1,311billion by FY 2028. India's unique demographic factors—including the world's largest youth population, rising disposable incomes, and increasing urbanization—have created fertile ground for the growth of QSRs. These restaurants serve a wide customer base, from time-strapped professionals seeking quick meals to families and youth looking for affordable dining options. International brands like McDonald's, KFC, and Domino's, alongside domestic players such as Haldiram's, Barista, and Wow! Momo, have expanded aggressively, contributing to the formalization of this segment.

The sector has also benefited from technological innovations, including digital ordering platforms, mobile apps, and aggregator partnerships. Furthermore, the rise of cloud kitchens and the integration of localized menu offerings have allowed QSR chains to capture a more diverse and geographically dispersed market.

Despite challenges like high competition and supply chain disruptions, the QSR industry continues to demonstrate resilience and adaptability. It is increasingly recognized as a key driver of employment, innovation, and economic growth within India's food services landscape.

Evolution of QSR Industry in India

Quick Service Restaurants (QSR) refers to food outlets offering the fast-food variants with minimal service. These establishments typically have a streamlined menu and cater to a high turnover of customers. QSRs can operate as standalone outlets or as part of large chains. These outlets are equipped for both dine-in and drive-thru options. Popular QSR chains in India include McDonald's, Domino's, KFC, Burger King, Haldiram, Bikanerwala etc.

The QSR segment has been expanding rapidly in India, driven by its unique ability to serve quick meals tailored to customer preferences. Indian consumers increasingly value faster turnaround and convenience in their food choices, making QSRs a popular option for quick, hassle-free meals. Affordability is another significant factor, as price-sensitive customers prefer QSRs for its budget-friendly pricing compared to full-service restaurants. Additionally, these restaurants are innovating with fusion and customization, incorporating regional flavors, and offering personalized meals to cater to the diverse tastes of Indian consumers.

The evolution of QSRs since its launch in India is categorized into three phases listed below:

Stage	Phase I (1991-2001)	Phase II (2001-2010)	Phase III (2010 Onwards)
Market	High focus on Metro & Mini Metros	Low penetration in Tier I & Tier II cities	Penetration in new segments & increased penetration in Tier II & Tier III cities
Model	Ownership/Franchise Model & Management Contracts	Continuation with franchise model & Joint Ventures	Emphasis on contracts more centered around revenue sharing[3]
Funding	Funded by personal, capital & conventional means	Partnerships JVs with related business interest, initiation of PE funding.	Expansions under brands concept through PE
Customer	Initial market creation and awareness, introduction of organized QSR concepts to urban consumers	New opportunity areas with focus on CRM, expansion and extended capacity building	Customer engagement, format diversification and product enhancement, investment on digital and technology.

The QSR sector in India has transformed from simple street food stalls into contemporary, technology-driven establishments gradually over years. The industry has experienced remarkable expansion in recent years, and forecasts suggest that the trends will continue to evolve. The liberalization of the Indian economy in the 1990s opened doors for Foreign Direct Investment (FDI). International fast-food joints gradually started establishing in Indian food service market around 2000. This period witnessed the establishment of iconic brands like Kentucky Fried Chicken introduced its signature fried chicken to Indian consumers. Pizza Hut: This popular pizza chain offered a variety of pizzas and other Italian American dishes. McDonald's: The Golden Arches became a familiar sight in Indian cities, serving burgers, fries, and other fast-food items. These international chains, along with local QSR brands, contributed to the growth and diversification of the Indian food service industry during this period.

The last decade was a time of significant growth and transformation for the Indian QSR industry. Key trends and developments started emerging during this time such as Rapid Expansion of International Chains, faster market Penetration into Tier-II and Tier-III cities, reaching a wider consumer base. Localized menu offerings were another major development along with rise of domestic QSR chains. The Indian QSR industry experienced a significant shift around 2016 with the rise of online food delivery platforms such as Swiggy and Zomato. These platforms made it convenient for consumers to order food from their favourite restaurants. As consumer preferences evolved towards healthier eating, QSR chains responded by introducing salads, wraps, and other nutritious options. Social media and influencer marketing further amplified the industry's reach, attracting a wider audience and driving growth of the segment.

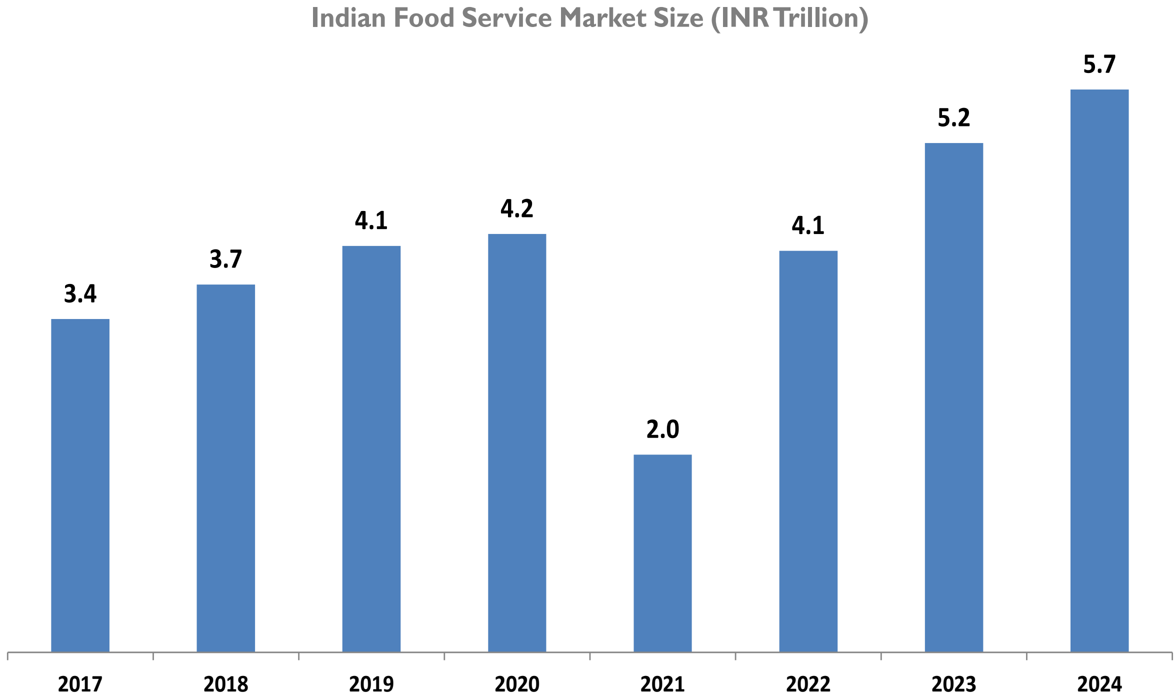
QSR industry witnessed a surge in establishing itself in India between 2010 and 2016, where there was a high penetration across tier II cities, characterized by rapid expansion, increased competition, evolving consumer preferences, technological innovation in the outlets, new market entrants with multiple product offerings and so on. This period witnessed the setting up of the QSR industry as a high potential market in India.

The convergence of a young, urbanizing population, migrating towards cities is leading to a scenario where around 36% of Indian population were living in urban area in 2023. This is expected to increase year-on-year due to better job opportunities and better lifestyle facilities. Similarly, there is a steady increase in female work force, which are a direct driver for QSR as women in India are primarily responsible for cooking and feeding a family. As these women join work force, the responsibility of cooking and feeding is shared among the family, which gives an option to choose a QSR when the family members are busy with their work. The women workforce has witnessed a significant rise of 41.7% in FY 2024, compared with 23.3% in FY 2018. A steep rise of more than 10% increase in just five years, is a direct driver increasing the role and dependence on QSR. This trend is likely to continue, thus making QSRs an inevitable part of today's life.

Another key factor propelling QSRs demand is the increasing disposable incomes, and digital connectivity paving way for home delivery through food delivery apps. This is made possible through high internet penetration in India which increased from 21.37 in December 2014 to 69.10 as on September 2024. This also has direct influence in the growth of QSR chains not just in established cities, but also in untapped potential from Tier II and Tier III cities.

The Current state of Indian food service industry and Organised Quick Service Restaurant (QSR) industry

According to the India Food Services Report 2024 by the National Restaurant Association of India, the Indian food service market is valued at INR 5.7 trillion, with organized food service business operating in QSR segment contributing 27% of the total organised food service market translating into the market size of INR 674.4 billion. Currently, the overall food services sector contributes about 1.9% to India's GDP.



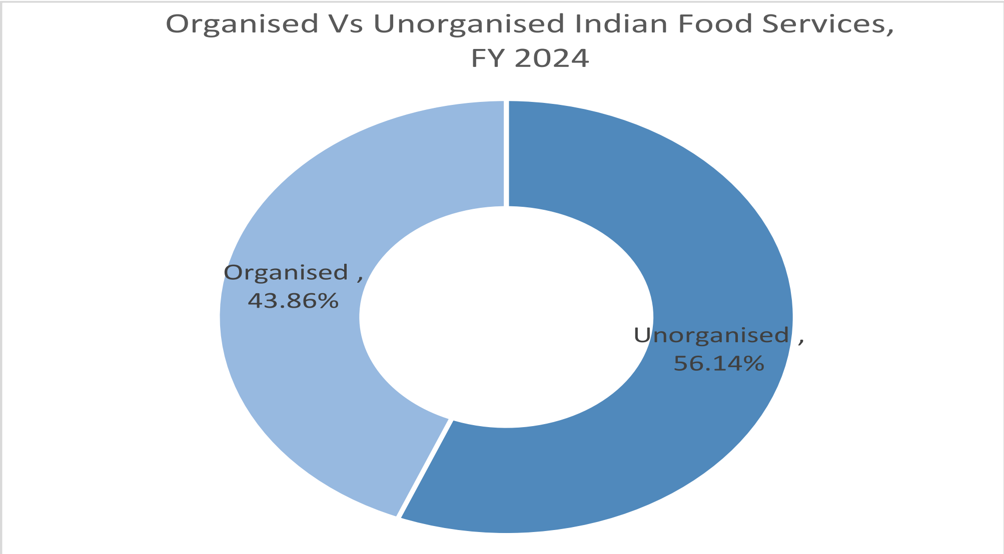
Source: NRAI

The food service industry, despite facing significant challenges during the COVID-19 pandemic, has shown remarkable resilience. This booming industry is already the second-largest employer in the country, boasting a workforce of 8.5 million.

Furthermore, the industry has witnessed significant expansion in the online food delivery market, with around 66 million users of food delivery platforms identified within the urban demographic, highlighting the evolving consumption habits driven by convenience. An increase in demand for online food ordering is fuelling the growth of the cloud kitchen sub-segment.

The evolving food and beverage landscape in India is gradually driving a shift away from home cooking, fueling demand for both dine-in and delivery services. The average Indian now dines out 7.9 times per month, a 20% increase from 6.6 times in 2018-19.

Market Share of Organised Food service and Unorganised Food Service sector -2024



Source: India Food Service Report 2024, NRAI

The unorganized food service segment remains a dominant force within India's overall food services market, contributing 56.14% to the total market. In FY 2024, this translates to INR 3.2 trillion of the total (INR 5.7 trillion) Indian food services market. This sector encompasses a diverse array of establishments, including roadside eateries, Dhaba’s, food carts, kiosks, and street vendors. These businesses play a vital role in the country's food culture by offering affordable, accessible, and authentic dining experiences to millions across both urban and rural areas. Despite operational challenges like lack of standardization and limited scalability, the unorganized segment remains crucial to the food service landscape, supporting employment and contributing significantly to the economy.

The organized food service segment, on the other hand, accounts for 43.86% of the total market, equating to INR 2.5 trillion in FY 2024. This segment is driven by the growth of Quick Service Restaurants (QSRs), casual dining chains, and premium food service brands, supported by investments in technology, branding, and supply chain optimization. Together, the casual dining and QSR segment contributed about 75% share in the total organised food service business in FY 2024 while independently these segments contributed 48% and 27%, respectively. Prominent players such as McDonald’s, KFC, Pizza Hut, and domestic brands like Haldiram’s, Adyar Ananda Bhavan, Barista, Wow! Momo Foods, Barbecue nation, Chai point, Chaayos, Starbucks, Cafe Coffee Day etc. continue to be prominent players in the organised QSR sector. The organized segment’s focus on standardization, quality, and customer experience has allowed it to address diverse consumer preferences effectively.

Indian Quick Service Restaurant (QSR) industry

The Indian Quick Service Restaurant (QSR) industry benefits from a significant presence of untapped potential, driven by favourable demographic factors in a country with the highest share of young population globally. Key growth drivers include rising disposable income, evolving customer preferences, cultural exchange, and increased accessibility to QSR formats. The market is dominated by organized restaurant chains, which offer a uniform and high-quality customer experience through substantial investments in branding and operational efficiency. This differentiates them from the unorganized sector, which struggles with scalability, consistency, and access to skilled labor. Despite these challenges, the unorganized sector remains a critical component of the broader food services ecosystem while both the organized and unorganized food service sectors collectively form a vibrant and dynamic industry that caters to India’s diverse culinary preferences and rapidly changing consumer behavior.

Current Scenario – Organized & Unorganized Sector of Indian QSR Industry

Unorganized Sector

The unorganized sector of the Indian Quick Service Restaurant (QSR) industry plays a significant role in the overall food services landscape, characterized by a variety of traditional dining formats. This sector includes roadside eateries, Dhaba, and food stalls, which are integral to India's culinary culture and contribute to the vibrant street food scene. This segment is crucial as it caters to a large portion of the population, particularly in urban and semi-urban areas, where affordability and accessibility are key factors for consumers.

Many consumers prefer the authentic flavours and local dishes offered by unorganized eateries, often viewing them as more relatable compared to organized chains. This preference is driven by a desire for traditional cuisine and unique local experiences. The unorganized sector faces challenges such as lack of standardization, inconsistent quality, and limited access to technology. These factors can hinder growth and operational efficiency compared to organized player.

As organized QSRs like McDonald's and Domino's expand their reach through innovative strategies and delivery services, unorganized eateries are increasingly leveraging platforms like Zomato and Swiggy to enhance visibility and customer engagement. This trend allows them to tap into a larger customer base while maintaining their unique offerings.

Although, the unorganized sector faces various challenges, it remains a vital part of India's QSR landscape, driven by consumer preferences for authenticity and local cuisine. As the industry evolves, there is potential for growth through innovation and adaptation in response to changing market dynamics.

Organized Sector

The organized sector of the Indian Quick Service Restaurant (QSR) industry has experienced significant growth and transformation, driven by changing consumer preferences, urbanization, and the increasing penetration of international brands. This sector is characterized by established chains that offer standardized menus and services across multiple locations. The organized QSRs have evolved from merely offering hygienic and cost-effective meals to providing a diverse range of comfort foods that cater to both price-sensitive consumers and those seeking premium dining experiences. This shift has broadened their addressable market significantly.

Key Demand Drivers of Indian QSR industry

Favourable Consumption Pattern

Approximately 70% of food services consumption is concentrated in India's 50 largest cities. This is due to the higher disposable incomes, urbanization, and evolving consumer lifestyles in these areas and in the medium term these will remain the hotspots.

Furthermore, the Indian government's relatively lenient regulatory environment has made the country more business-friendly for foreign direct investment (FDI) in the food and beverage industry. With simpler standards and fewer restrictions compared to other sectors, India has become an attractive destination for international brands seeking to establish or expand their footprint in the Indian market. The service sector, which includes food services, accounted for over 16% of total FDI inflows into India in recent years. In FY 2024, the services sector overall attracted significant FDI equity inflows, with countries like Singapore, Mauritius, and the U.S. being leading investors. India has also seen increasing investments in quick-service restaurants (QSR) and international restaurant chains, driven by favorable government policies such as 100% FDI under the automatic route for food product retailing. India's restaurant industry has become a hotspot for foreign direct investment (FDI), driven by its dynamic growth and the increasing appeal of its diverse food culture. The industry's trajectory showcases how global players are recognizing India's expanding consumer base, evolving preferences and openness to international flavours and dining experiences. Global chains like McDonald's, Starbucks, and Domino's continues to expand aggressively, adapting their menus to suit Indian tastes. Investments in cloud kitchen startups and food delivery platforms (e.g., Zomato and Swiggy) have surged. Strategic partnerships and joint ventures with Indian firms enable international brands to localize operations and navigate regulatory landscapes. FDI bolsters GDP growth, creating jobs and enhancing infrastructure in the food services sector.

Penetration in Tier II and Tier III Markets

Since, Tier1 cities are mostly saturated, the Tier II and Tier III cities in India are emerging as the focal point for growth presenting a promising opportunity for homegrown QSR chains including the tea QSR cafes. Other factors that contribute to the burgeoning potential of these markets are lower operational costs, due to low rental expenses. The expansion into these cities not only promises significant revenue growth but also allows brands to establish a presence in relatively untapped regions, thereby strengthening their foothold in India's dynamic QSR food service industry. The expansion into these markets is driven by a combination of economic, demographic, and operational advantages that make these regions highly attractive for QSR chains.

Key Growth Factors favouring expansion into Tier II and Tier III markets:

1. **Lower Operational Costs**

    - **Real Estate Savings**: Rental expenses in Tier II and Tier III cities are significantly lower compared to metro areas. For instance, average retail space rents in metro cities like Mumbai can range from ₹150-₹300 per square foot, while Tier II cities often offer rents at ₹50-₹80 per square foot. This makes it financially feasible for brands to establish outlets.
    - **Labor Costs**: Wages for staff in smaller cities are typically 20-30% lower than in Tier I cities, further reducing operational overheads.

2. **Growing Consumer Aspirations**

    - Rising disposable incomes and an increasing preference for organized dining experiences among the middle class are driving demand for QSRs in smaller cities.
    - Reports from the National Restaurant Association of India (NRAI) indicate that the contribution of Tier II and Tier III cities to India's food service market has grown from 21% in 2016 to 32% in 2023.

3. **Changing Demographics**

    - The urbanization of smaller cities is accelerating. As of 2023, approximately 36% of India's population resided in urban areas, with a substantial portion in Tier II and Tier III cities. These cities are experiencing rapid development, with infrastructure improvements and the rise of organized retail spaces such as shopping malls and multiplexes.
    - A younger population, with over 50% of residents below the age of 30 in these regions, is creating a demand for trendy, affordable dining options like QSRs.
    -

4. **Increased Digital Penetration**

    - The proliferation of internet connectivity and smartphone usage has led to the adoption of food delivery platforms like Swiggy and Zomato in Tier II and III cities. This has expanded the reach of QSRs beyond physical outlets, increasing accessibility for consumers.
    - As of September 2024, internet penetration (total Internet Subscribers per 100 population) in India stands at 69.10, with significant growth observed in rural and semi-urban areas.

5. **Untapped Market Potential**

    - Unlike metro cities, where QSR penetration is nearing saturation, smaller cities offer a largely untapped customer base. This gives brands the opportunity to build a strong presence without intense competition.
    - According to a report by Technopak Advisors, Tier II and III cities are expected to account for 45% of new retail developments by 2027, including food service outlets.

6. **Localized Menus and Branding**

- Brands entering these markets are tailoring their menus to suit local tastes and cultural preferences. For instance, several QSR chains offer region-specific dishes or vegetarian-only menus in states like Gujarat and Rajasthan. This localization strategy helps brands resonate with the target audience.

Supportive Demographic Shift

The younger generation especially the Gen-Z and millennial, have a high purchasing power and an increasing influence on market trends. India has a significant portion of its population in the youth bracket, estimated at around 230–250 million individuals. This group forms a substantial part of the workforce, consumer base, and social influencers. *As of 2024, Indian Gen Z (ages 12–27) comprises over 472 million people, making it one of the largest Gen Z cohorts globally. They represent around 30–35% of India's total population.*

A significant proportion of youth are migrating to urban areas for education and employment, leading to the growth of food service industry. High smart phone and internet usage among youth is fostering digital growth and innovation. India is already the second-largest online market globally, with youth dominating digital content consumption and e-commerce. Also, these age group people are particularly responsive to international culinary movements and are more willing to experiment with foreign cuisines.

This trend is amplified by the younger generation’s exposure to global food culture through social media, travel, and entertainment. As they embrace foreign food experiences, their preferences are driving the rise of international food brands and innovative local adaptations, especially in the QSR sector. Gen-Z (roughly ages 18–25) and millennials (ages 26–40) already account for around 40% of the total food services consumption in India. Gen-Z has a higher inclination to eat out compared to older generations. This is driven by factors such as social media influence. With busy schedules and increasing disposable income, younger consumers prefer the convenience of ordering food or dining out, especially for social events, gatherings, or during work. This creates a fertile ground for international chains to expand their presence in India, catering to a youthful audience eager for variety and novelty in their dining choices.

An Overview of Organized Café Segment in India

The café segment in India has undergone remarkable growth and transformation, evolving from a niche market to a vibrant and essential part of the country's food and beverage landscape. This segment encompasses a variety of establishments, including coffee shops, specialty cafés, and chains that offer a range of coffee and tea-based beverages and snacks.

Tea and coffee outlets, and bakeries along with dine in facility are considered a café. Tea, the preferred, most consumed beverage across India, has always been a cornerstone of hospitality, culture, and daily life. Traditionally, tea as a beverage was available in small tea shops apart from consumption at homes. However, the market for tea consumption with a dine-in experience started a revival with the rise of organized tea cafes. In the early 2010s, a new trend of emergence of tea cafes in urban neighborhoods, malls, and shopping centers.

The organized café segment in India is thriving, fueled by evolving consumer preferences, particularly among younger, urban, and aspirational demographics. The rise of tea and coffee culture in a dine-in setup in India is attributed to changing lifestyles, urbanization, and an increasing preference for quality beverage experiences, with international variants and flavours. Consumers are seeking places to socialize and relax, leading to a surge in demand for cafés that offer not just beverages but also a conducive environment for gathering.

One of the critical drivers for this segment's growth is the expansion of India’s retail infrastructure, including shopping malls, high streets, and commercial complexes. As per Industry stakeholders, India was a home to more than 750 operational shopping malls, with a combined area of over 200 million sq. ft. as of 2024. While nearly 200 plus mall shopping malls encompassing 60 million sq. ft of retail space are expected to be added over the next five year between 2025 and 2030. This growth provides ample opportunities for café chains to establish their presence in prime locations, capitalizing on increased foot traffic and consumer spending.

The café market in India is vibrant and rapidly evolving, with both international and local players competing for market share. Each brand has its unique positioning, catering to different consumer preferences, from premium experiences to quick-service café formats.

Key Differentiating factors of an Organized Café Segment:

- **Ambience and Design**
  - **Aesthetic Appeal:** Organized cafés focus on creating a visually appealing atmosphere with modern, cozy, or thematic interior designs that cater to their target demographic. Elements like greenery, art installations, and cultural influences are often incorporated.
  - **Seating Arrangement:** Cafés offer diverse seating options, from intimate two-seater arrangements to larger group tables, as well as designated workstations or casual lounge areas to suit varied customer needs.
  - **Music and Lighting:** Carefully curated playlists and ambient lighting create a relaxing and inviting space. Dynamic lighting is often used to adjust the mood during different times of the day.

- **Innovative and Exotic Offerings**
  - **Signature Offerings:** Standout menu items, such as unique coffee blends, artisanal teas, and gourmet desserts, are a hallmark of organized cafés, giving them a competitive edge.
  - **Customization Options:** Customers are provided with personalization opportunities, such as choosing milk alternatives (soy, almond, oat), sugar-free or keto-friendly options, and custom flavour combinations.
  - **Seasonal Specials:** Regularly updated menus reflect current trends, cultural festivals, or seasonal produce, keeping the café relevant and exciting.

- **Customer Experience**
  - **Service Quality –** Friendly, knowledgeable, and well-trained staff deliver superior customer service, fostering customer satisfaction and loyalty.
  - **Technology Integration –** Features such as mobile app ordering, table reservations, loyalty programs, and contactless payment options enhance customer convenience
  - **Fast Service –** Automated coffee machines and streamlined workflows allow cafés to cater to high customer volumes efficiently.
  - **Consistency –** Organized café chains employ rigorous staff training and quality checks to ensure brand consistency in taste, presentation, and ambiance across locations.
  - **Community Engagement –** Events like book readings, local festivities, collaboration work and art exhibitions make cafés a hub for social interactions and strengthen ties with the local community.
  - **Social Media Presence –** Active engagement with customers online through campaigns, feedback, and visual content. Organized cafés create campaigns featuring customer testimonials, "behind-the-scenes" content, and promotions to engage their audience actively and maintain visibility.

- **Quality Standards**
  - **Hygiene and Cleanliness:** Maintaining a spotless environment. Beyond dining areas, some cafés include visibly clean preparation zones, a practice that builds trust among customers. Cafés also adopt pest control measures and clearly display hygiene certifications.

- **Standardized Recipes**
    - Ensuring consistent taste and presentation across multiple outlets. Automated recipe systems ensure that beverages taste the same across locations, reinforcing customer loyalty and brand recognition.
- **Target Market Focus**
    - **Demographic Alignment:** Tailoring offerings and branding to appeal to specific customer profiles (e.g., millennials, students, families, or professionals). Specialized menus and experiences are tailored to target specific groups—for instance, affordable combos for students or sophisticated menu options for professionals.
    - **Pricing Strategy:** Balancing affordability with perceived value to attract and retain customers. Cafés leverage tiered pricing strategies, offering a mix of affordable beverages alongside premium options, ensuring inclusivity without diluting the brand's aspirational appeal.
- **Eco-Friendly Practices**
    - Using biodegradable packaging, encouraging reusable cups, and minimizing waste along with sustainable sourcing through partnering with ethical suppliers for coffee and other ingredients. Partnerships with ethical farms and direct trade agreements ensure high-quality products while supporting fair trade practices.
- **Location and Accessibility**
    - **Prime Location -** Strategically situated in high footfall areas such as malls, commercial zones, or near public transit hubs. Strategic positioning near corporate offices, universities, and high-traffic transit hubs enhances footfall. Many cafés now experiment with kiosk models for additional reach.
    - **Accessibility –** Easy entry, parking options and valet parking provision if required. Wheelchair-friendly entrances, family-friendly facilities like diaper-changing stations, and pet-friendly outdoor areas enhance inclusivity.
- **Differentiated Experiences**
    - **Add-on Services –** Offering wireless internet, charging ports and suitable meeting rooms. Some organized cafés also offer additional features such as book exchanges, board games, or AR/VR gaming zones to engage a wider audience.
    - **Work-friendly Ambience –** Some cafés create designated "silent zones" for remote workers, equipped with ergonomic furniture, high-speed Wi-Fi, and power outlets.
    - **Thematic Elements –** Creating niche experiences such as pet-friendly spaces, play area for kids etc.
- **Competitive Pricing and Loyalty Programs**
    - **Value for Money –** Offering packages, combos, or discounts to maintain competitive pricing. Some organized cafés attract price-sensitive customers through affordable packages, “happy hours,” or weekday discounts.
    - **Loyalty Rewards –** Membership programs offering benefits like birthday discounts or free upgrades on orders incentivize repeat visits.
- **Focus on Specialty Product**
    - **Artisanal Offerings:** Organized cafés increasingly partner with specialty roasters to offer single-origin coffees, seasonal blends, and premium brewing techniques such as pour-over or siphon brewing.

- **Emphasis on Health and Wellness:** Cafés are incorporating healthier food and beverage options, such as organic and plant-based choices, to cater to the growing health-conscious population. Expanding offerings of sugar-free, vegan, and gluten-free products caters to the dietary needs of modern consumers. Some cafés also feature superfoods like matcha, turmeric, or chia seeds in their beverages and snacks.

  Some organized cafés also display nutritional information for menu items to help customers make informed choices.

- **Technology integration:** Cafés are leveraging technology to enhance customer experience, including mobile ordering, loyalty programs, and digital payment options. Unified platforms allow customers to order, provide feedback, and collect loyalty points seamlessly.

- **Focus on local sourcing and sustainability:** Many cafés are prioritizing sourcing ingredients locally and adopting sustainable practices to appeal to environmentally conscious consumers. Many organized cafés work directly with local farmers to source high-quality coffee beans, ensuring freshness and fostering regional partnerships. Some chains adopt renewable energy sources or offset their carbon footprint by supporting reforestation projects.

- **Cloud Kitchen**

  Cafés integrate cloud kitchens into their business models to serve locations where opening physical stores may not be viable, allowing them to expand delivery reach efficiently.

Prevalent Business Models

India's organized tea and cafe chain operate using a variety of business models, allowing them to cater to different market needs and scale effectively. While large chains often adopt hybrid models combining company-operated and franchise operated, several specific models/ variations are prevalent within both company operated and franchise operated, each offering unique benefits and operational structures. These models allow for flexibility and adaptability, depending on the brand's growth strategy, market positioning, and financial objectives.

1. **Company Operated:** Under the Company Operated model, the company undertakes the full responsibility for the full responsibility for the set-up, interiors, management, and operations of the café. This encompasses a comprehensive range of duties, from the initial site selection to the ongoing operational oversight, ensuring the café delivers as per business objectives and operational standards. Two major variations in company operated business models are discussed below:

   - **COCO (Company Owned Company Operated) Model:** Under this model**,** the brand owns the franchise store unit and operates the business itself where the company invests its own money in the franchise and the franchise is managed by employees of the brand. Consequently, the franchise is fully financed by the franchisor, and it is the employees of the franchisor who oversee the day-to-day operations of the franchise. Small regional players often prefer the company-owned company operated model. This approach allows them to maintain greater control over quality, operations, and brand consistency. By avoiding the initial costs and ongoing royalties associated with franchising, they can mitigate risks and focus on building a strong brand presence within their local markets. An example of th**e Company-Owned, Company-Operated (COCO)** business model for tea cafes in India are the stores **of Chaayos which operates COCO model. As per the company website, the company operates with over 200 stores across India.**

   - **FOCO (Franchisee Owned Company Operated) Model:** Here, the franchisee invests in property and capital expenditures, while the franchisor manages daily operations and business activities. Best for investors who want to avoid operational responsibilities while still earning a share of the returns. The franchisor ensures consistency in operations and quality. The franchisee receives a fixed percentage of profits or revenue share. FOCO model has been a successful strategy for Cafe Coffee Day, enabling it to become one of India's largest coffee café chains with thousands of outlets spread across various regions.

2. **Franchise Operated:** Under the franchise operated model, companies enter a franchisee arrangement whereby the franchisee is responsible for the management and operations café and the franchisor provide ongoing support to such franchisee against a certain fee in form of one-time franchisee fee and royalty fee. Under the franchisee arrangement, the companies do approve the proposed location of the café and generally enter tripartite lease arrangement if the proposed café is on lease basis. Two major variations in company operated business models are discussed below:

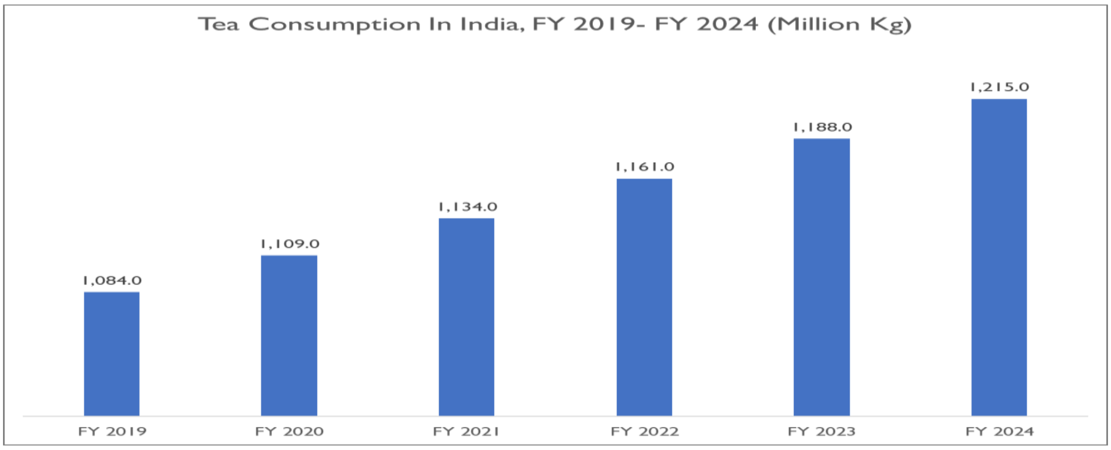
   - **FOFO (Franchisee Owned Franchisee Operated) Model:** Under this model, the franchisee possesses and manages the franchise business in accordance with the guidelines set by the franchisor. The franchisor determines the pricing and products for the outlet. They offer the brand name in exchange for a franchise fee for a specified duration. The franchisee is responsible for the operating expenses and is required to pay a certain percentage of their revenue (royalty) to the franchisor. Chai Sutta Bar, Teatime, The Tea Leaf and Coffee Bean are the major brands that work on FOFO model.

   - **COFO (Company Owned Franchise Operated) Model:** In the COFO model, the franchisor allocates resources to invest in the franchise business, while the franchisee is responsible for its operation in accordance with the franchisor's guidelines. Nevertheless, this franchise business model is relatively uncommon within the industry, as most franchisors seeking to expand their business operations typically prefer to manage these ventures independently.

3. **Hybrid Model:** Under the hybrid model, the company has a mix of both company operated and franchised operated stores. This model helps to distribute cost across all the major heads labour, raw material, real estate, and marketing. Additionally, operating under a hybrid model allows the company to maintain high standards and consistency in key markets or flagship locations through company operated stores, while foraying into wider geography and expanding brand presence through franchisee operated stores. This flexibility makes the brand more appealing to diverse markets while preserving a unified brand identity. **Tea post, Chaiwaale,** are few companies the operate under this model.

Current Landscape in Organized Tea Retailing

Tea is the staple drink and is ranked as the second most consumed beverage after water. India is the world's top tea-consuming country with 80% of the tea produced is consumed by domestic population. As per the Indian Tea Association, India's tea consumption has increased consistently at 2.5% CAGR between FY 2014-24 increasing from 1,084 million Kgs to 1,215 million kgs. Besides regular consumption at home, this growth is also attributed to out of home consumption, driven by the increasing presence of organized tea retailing café business in India. The tea consumption in India is poised for steady consumption growth through the emergence of structured and organized tea Quick Service Restaurants (QSRs).



Source: Indian Tea Association

The consumer's tastebuds have evolved from just milk-based tea to dozens of variants including green tea, white tea, Oolong, black tea, spiced tea, herbal variants, etc. Today, Tea is not just seen as a drink for social gathering but also complementing the lifestyle journey for a health-conscious customers.

Evolution of Tea Retailing

Evolution of tea retailing dates to a century old historic retailing methods to present day café set up and the way the market is moving towards future potential. Tea retailing in India has a fascinating history that evolved from colonial introduction to a widespread consumer market. The commercial tea business in India began in the early 19th century and underwent significant transformations over the decades. The initial tea market was primarily controlled by foreign companies. In the early 1920s, Brooke Bond pioneered a revolutionary direct selling system that dramatically expanded tea distribution. Prior to this, tea packet sales were largely confined to expatriate British staff and were not widely accessible to the general Indian population.

Initial marketing and expansion strategies included:
- Traveling salespeople promoted tea at train stations, factories, and in rural areas.
- Free sample cups were distributed at public demonstrations.
- Companies showed consumers how to brew tea.
- Tea was marketed as a healthy, energizing alternative to other beverages.

The early tea brands focused on affordability to appeal to the broader Indian market. Initial packet tea prices were relatively high, with brands like Red Label priced at nine annas per pound. The tea's cost was approximately 60% of the total price, which was still considered expensive at the time. Despite being considered as expensive, these marketing efforts created a growing demand. Loose teas, which were about 20% cheaper, became particularly popular among lower-income consumer. By then, the distribution channels were well established, where companies like Brooke Bond and Lipton developed a sophisticated depot system to ensure the growth of distribution channels by:
- Salesmen visited retail outlets weekly.
- Tea was sold on a cash-on-delivery basis.
- This system ensured fresh stock and built personal relationships with retailer.

By the early 1960s, Brooke Bond's weekly sales had dramatically increased from 1,426 chests in 1930 to 24,000 chests, reflecting the massive growth in tea retailing. Tea shops emerged in city centers, particularly in Kolkata, where "tea cabins" became important social spaces. These establishments became hubs for intellectual discussions and cultural exchange. Parsi cafes in Mumbai and Delhi also played a significant role in popularizing tea consumption. The Indian Tea Board's promotional efforts helped create strong consumer demand, particularly among the masses who were drawn to more affordable loose tea varieties. Today, India stands as the second-largest tea producer globally, with a highly sophisticated and technologically advanced tea industry that continues to evolve and expand its retail strategies.

Current Landscape of Organised Tea Cafés

The tea retailing landscape in India has undergone significant transformation over the past decade, driven by innovation, changing consumer preferences, and technological advancements. In contrast to coffee café which started in India in early 2000 with the indigenous brands such as café Coffee Day and arrival of other international brands such as Starbucks, Costa Coffee, Gloria Jeans, etc., the tea café culture made its way in in urban neighbourhoods, malls, shopping centres, etc. only in 2010. Chai point followed by Chaayos which was launched in 2012, were the pioneer in the organised tea café retailing segment in India. These two brands popularized the concept of drinking tea in sophisticated designed places. Witnessing the healthy growth trend, multiple other homegrown companies and foreign companies have explored the tea café chain industry in India. Besides Chai Point and Chaayos, the country presently is a home for several other tea café brands that operate is format ranging from kiosk retail outlet to large format. These include Tea Post, Chaiwaale, MBA Chaiwala, Kannu Ki Chai, Chai Sutta Bar, Chai King, Bagh Bakri Tea Lounge, etc.

Emergence of Tea Café Chains

Tea café chains have revolutionized the traditional tea consumption model. Branded tea chains have emerged

across Indian cities, providing an alternative to the ubiquitous roadside tea stalls. These chains offer:
- A midway option between home consumption and street tea.
- More sophisticated tea experiences.
- Personalized tea options.

Targeting Millennial Consumers

Companies have strategically focused on younger demographics:
- Targeting the 15-34 age group, which comprises almost one-third of India's population.
- Providing extensive customization options (up to 12,000 tea variations)

Innovative Delivery and Packaging

Tea companies like Chai Point have introduced innovative solutions:
- On-demand delivery services.
- Specialized packaging like the Chai Flask, made of heat-retaining cardboard and a five-layer pouch within, which keeps tea hot for an hour.
- Targeting office goers with convenient delivery options.

Emerging Market Opportunities

Key growth areas include:
- Organic and specialty teas
- E-commerce expansion
- Ready-to-Drink (RTD) beverages
- Herbal tea blends with wellness focus

Recent Developments

Notable industry moves include:
- Tata Global Beverages launching Tata Cha in 2017
- Dabur introducing Vedic Tea with Ayurvedic herbs
- Tata Consumer Products expanding green tea portfolio

The tea retailing landscape continues to evolve, driven by consumer preferences, technological innovation, and a focus on health and personalization.

Growth Drivers for Organised Tea Cafes

- **Socializing Space**

  Cafés offer a relaxed and aesthetically pleasing environment, making them ideal for casual meetups, informal business discussions, and work sessions. Younger consumers are drawn to these spaces as they prioritize experiences over mere consumption. The design, ambiance, and curated playlists in cafés often encourage longer stays, fostering a culture of social interactions over shared beverages and snacks. The blend of comfort and connectivity has turned cafés into cultural hotspots, bridging generational and demographic divides.

- **Mobile Food ordering Applications**

  The proliferation of food delivery platforms like Zomato and Swiggy, has revolutionized access to café products, allowing customers to enjoy premium coffee and snacks at home. Many cafés now integrate seamlessly with these platforms, offering exclusive discounts, subscription packages, and loyalty rewards. The ability to customize orders and track deliveries in real time has further enhanced convenience, leading to increased sales from both dine-in and delivery channels.

- **Increasing number of Food Vloggers**

  The rise of food vloggers and influencers on platforms like Instagram and YouTube has been pivotal in promoting café culture. High-quality visual content showcasing unique café themes, signature dishes, and luxurious interiors captivates audiences and piques their curiosity. Influencers' reviews and partnerships with café brands have helped convert online followers into loyal customers. These collaborations also drive viral trends, such as the popularity of "Instagrammable" beverages and dishes, which significantly contribute to footfall.

- **Inflow of FDI**

  India's business-friendly policies and growing consumer base have attracted multinational café giants like Starbucks and Costa Coffee. Foreign Direct Investment (FDI) has introduced advanced brewing technologies, global supply chains, and professional training programs, significantly raising the standard of café services in India. Additionally, the presence of international brands has spurred local players to innovate and compete, thereby fostering overall industry growth.

- **Premiumization Trend**

  Urban millennials and Gen Z consumers increasingly view cafés as lifestyle statements. Willingness to pay for premium offerings, such as single-origin coffees, gourmet teas, and artisanal snacks, has driven cafés to elevate their menus and interiors. The trend of "affordable luxury" ensures that cafés provide high-quality experiences while remaining accessible to a broad audience. This has also led to the emergence of niche cafés specializing in vegan, keto-friendly, or gluten-free offerings, catering to specific consumer preferences.

- **Rise of Third Spaces**

  Cafés serve as "third spaces," offering an environment distinct from home and work. Features like free Wi-Fi, power outlets, and ergonomic seating make them attractive to students, freelancers, and professionals. The sense of community created by these spaces encourages regular visits, making cafés integral to the daily lives of urban dwellers. This trend has further evolved post-pandemic, with individuals seeking hybrid environments that combine leisure with productivity.

- **Youth Centric Marketing**

  Café chains heavily invest in youth-focused branding and marketing strategies. From vibrant and relatable social media campaigns to collaborations with artists, musicians, and influencers, cafés resonate deeply with younger demographics. Limited-edition menu items, gamified loyalty programs, and seasonal events further solidify their connection with youth culture.

- **Expansion into Tier II and Tier III Cities**

  As aspirations for urban lifestyles grow in smaller cities, café chains are capitalizing on these untapped markets. Offering premium experiences in cities that lack established hangout spots allows café brands to establish a strong foothold. The affordability of real estate and growing disposable incomes in these regions further facilitate expansion. Localized menus and culturally relevant branding also help these cafés connect with diverse audiences.

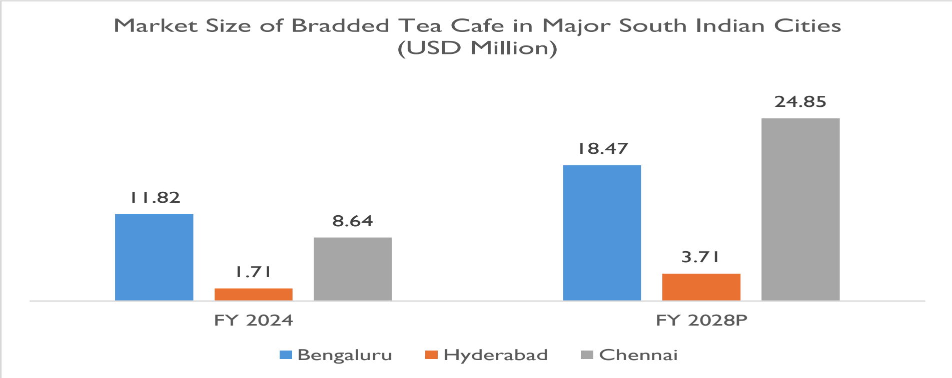
- **Trend of Offering Workplace at a Café**

  The shift to remote and hybrid work models has significantly increased the demand for work-friendly cafés. Organized café chains now emphasize quieter zones, private seating arrangements, and workstations with power outlets. Many also provide flexible options like hourly rentals for dedicated spaces, creating a seamless blend of café and co-working environments.

  The organised tea cafés emphasize experiential and aspirational elements. Cafés appeal to younger, urban consumers seeking a blend of leisure and luxury, resulting in faster growth compared to the steady performance of QSRs. By aligning with lifestyle trends and offering curated experiences, cafés have carved a distinct niche in India's evolving food and beverage landscape.

An overview of Tea Café Culture in Major South Indian Cities and NCR Region

The tea cafe culture in Bengaluru is experiencing significant growth, with the market size valued at USD 11.82 million in 2024. It is projected to reach USD 18.47 million by 2028, growing at a CAGR of 11.8%. This indicates a strong and expanding market for tea cafes in the city. This growth is driven by factors such as urbanization, a young and tech-savvy population, and the rising popularity of specialty beverages and experiential dining.



Source: Primary Research

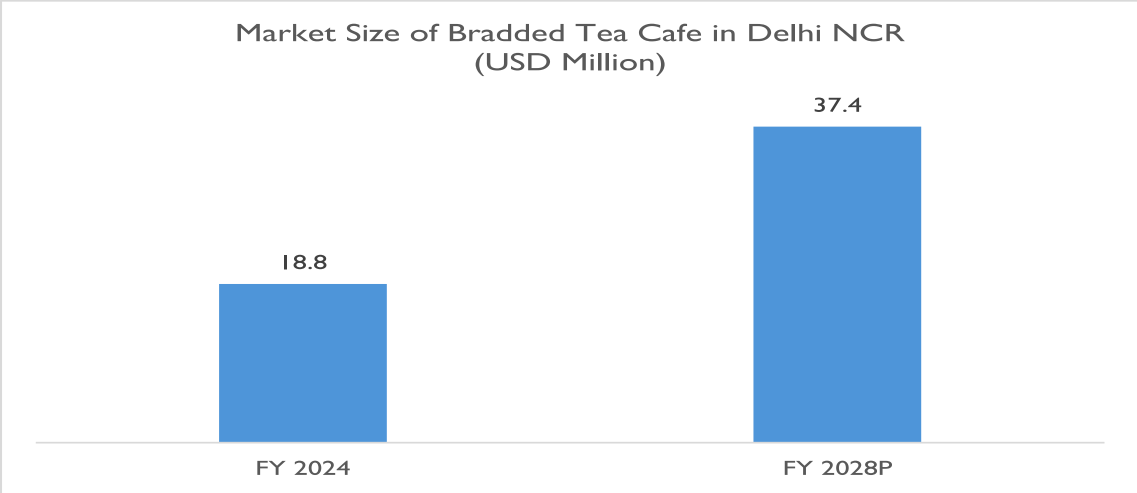
Approximately, more than 100 branded tea cafe chains are present in Bengaluru, indicating a competitive market. Chai Point and Chaayos have a dominant presence with around 45 and 24 outlets respectively, highlighting their established market share. Furthermore, Local branded chains like Tea Day and Hatti Kaapi also have a significant presence, showcasing the diversity of the market. Innovative players like Kongsi Tea Bar are active in the city, contributing to the evolving tea cafe landscape.

Hyderabad tea cafe market size, valued at USD 1.71 million in 2024, is projected to reach USD 3.71 million by 2028, exhibiting a robust CAGR of 21.3%. The market is becoming increasingly competitive, with a mix of national and local brands vying for market share. Tea cafe brands like Chaayos, Chai Sutta Bar, and Teaology have a strong presence. Whereas local brands like Cafe Niloufer and Hyderabadi Chai Adda also hold strong appeal, leveraging their established reputations. There's a significant opportunity to elevate the Irani chai experience by offering modern cafe settings and innovative tea blends.

Chennai's tea café market is witnessing a remarkable surge, with a market size of USD 8.64 million in 2024 and is projected to reach USD 24.85 million by 2028. This growth is driven by a rapidly evolving consumer landscape and a growing preference for tea as a social beverage. Chai Kings and Chai Waale have established themselves as market leaders, commanding significant market share with 50 and 60 outlets respectively.

An overview of Tea Café Culture in Delhi NCR

The tea cafe culture in Delhi NCR is experiencing remarkable surge over the past few years, with market size valued at USD 18.8 million in FY 2024, is projected to reach USD 37.4 million in FY 2028 at CAGR of 18.7%. This growth can be attributed to several factors, including increasing disposable incomes, changing consumer preferences, and the rising popularity of social gatherings in cafe settings. From the artistry of brewing the perfect cup to the vibrant community spaces these cafes create; tea has become a cornerstone of Delhi NCR's social fabric. Consumers are looking for an environment that fosters connection, conversation, and a deeper appreciation for the beverage itself.



Source: Primary Research

Apart from established players, Delhi NCR is also experiencing a rise in innovative local brands such as Chai Garam taps, Chai Story, Tea Max Café and The Chai Factory.

Key Trends

- Major Indian cities like Delhi, Gurugram, Bengaluru, Chennai, etc. are witnessing a vibrant blend of global tea trends, like the surge in herbal and functional teas (matcha, turmeric, etc.), alongside a strong resurgence of local and regional flavours.
- In Hyderabad, the enduring popularity of "Irani chai" remains a cornerstone, with modern cafes offering innovative twists on this classic. Similarly, in Chennai, "Sulaimani" tea with local spices is getting more traction. Turmeric lattes, ginger-infused teas, and moringa blends are gaining popularity in India, reflecting a growing awareness of Ayurveda and traditional wellness practices.
- As disposable incomes rise, consumers in South Indian cities and Delhi NCR are willing to pay a premium price for high-quality tea experiences. Tea cafes are responding by offering extensive tea menus, featuring single-origin teas, specialty blends, and artisanal brewing methods.
- Bubble tea's popularity among younger consumers remains strong. In Bengaluru, Kongsi Tea Bar offers a variety of bubble tea options, as a result the chain is active with a strong foothold in the city.

Regulatory Landscape

Regulatory Framework Governing QSR Industry in India

The Quick Service Restaurant (QSR) industry in India is subject to a variety of regulations, primarily overseen by the **Food Safety and Standards Authority of India** (FSSAI). FSSAI registration is mandatory for anyone involved in the food business, from raw material suppliers to final retailers. This ensures that food safety and hygiene standards are maintained throughout the entire food supply chain. It is mandatory to take FSSAI Basic Registration and license as per the law. These regulations may be called the Food Safety and Standards **(Licensing and Registration of Food Businesses) Regulations, 2011.** Under the food safety and standards act, 2006 all food business operators must take license to start business in India. Food Licensing and Registration System (FLRS) has been developed under the guidelines of food safety and standards regulation 2011. FLRS is a web-based system to facilitate food business establishments to apply for license/registration online and track the status of the application.

FSSAI offers two main types of registration for food businesses:

1. **Basic FSSAI Registration:**
    - **Eligibility** Small businesses with an annual turnover of less than INR 12 lakh.
    - **Process:** A relatively simple online application process.
    - **Purpose:** Primarily for small-scale food businesses like petty retailers, street vendors, and

home-based food businesses.

2. **State License:**
   - **Eligibility:** Food businesses with an annual turnover between INR 12 lakh and INR 20 crore.
   - **Process:** A more detailed application process, often requiring physical inspections.
   - **Purpose:** For larger food businesses, including restaurants, manufacturing units, and large-scale retailers.

3. **Central License:**
   - **Eligibility:** Food businesses with an annual turnover more than INR 20 crore, then the food business owner should apply for a central license using Form B. This license is also required for food businesses with branches across India.
   - **Process:** A more detailed application process, often requiring physical inspections.
   - **Purpose:** For large food businesses, including restaurants, manufacturing units, and large-scale retailers.

It's important to note that even if a business starts with a basic registration, they may need to upgrade to a state license as their business grows and their annual turnover exceeds INR. 12 lakh limits.

Key check points required for Food Business in India

All food businesses, regardless of size, must obtain either a basic registration or a state license. By complying with FSSAI regulations, food businesses can ensure the safety and quality of their products, protect public health, and build a strong reputation.

- **FSSAI License**: All food businesses, including QSRs, restaurants, and cafes, must obtain a valid FSSAI license. The type of license required depends on the scale and nature of the business.

- **State-Level Licenses**: Depending on the state, additional licenses and permits may be required from local authorities.

- **Hygiene Ratings**: FSSAI promotes a hygiene rating system to encourage food businesses to maintain high standards of cleanliness and sanitation.

- **GST Registration**: If the restaurant's turnover exceeds a certain threshold, GST registration becomes mandatory.

- **Other relevant licenses**: Depending on your specific operations, you might need additional licenses like liquor licenses or music licenses.

- **Food Safety and Hygiene Standards:**
  - **Personal Hygiene:** Strict guidelines for personal hygiene of food handlers, including personal hygiene, use of hairnets, and uniforms. Food handlers should avoid wearing jewelry or other accessories that could contaminate food.

  - Frequent hand washing is essential. Ensure clean water, soap, and sanitizer is readily available. Refrain from smoking, chewing tobacco, or gum while handling food. Avoid spitting, sneezing, and touching ready-to-eat food with bare hands. Never handle food and money simultaneously.

- **Transportation, Handling, and Storage of Prepared Food**

  - FSSAI regulations mandate hygienic transportation of prepared food. Delivery times and temperatures must be controlled to prevent bacterial growth. Separate storage is required for vegetarian and non-vegetarian foods, with cooked food placed above uncooked items.

  - Preserved foods should be stored in cool, dry conditions. Fermented and acidified foods should also be stored in a cool, dry place. Cold storage items should be stored in small quantities.

- The use of legal, artificial food coloring or flavoring is permitted. Any surplus or defrosted food must be discarded.

- **Preparation and Processing**

  - FSSAI guidelines emphasize proper handling and cooking techniques to eliminate or reduce food borne hazards. Prioritize methods that prevent recontamination. Always maintain strict separation between vegetarian and non-vegetarian foods, both raw and cooked.

  - Avoid direct contact between food and raw materials. Ensure that frozen foods are thawed completely before cooking. Refrain from reusing cooking oil. Monitor fermented foods closely to prevent microbial growth. Store in-process ingredients and raw materials safely to avoid contamination.

  - FSSAI has specific guidelines for foods with high levels of salt, sugar, acid, or low moisture content. Consumers should be informed about allergens like eggs, fish, milk, nuts, etc., present in the food. Food must be stored securely. If raw ingredients are added to cooked food, their levels must be carefully monitored and controlled.

  - FSSAI mandates the use of safe drinking water, free from contaminants, toxins, and chemicals. This includes water used for ice production, as freezing does not eliminate impurities. Water used for drinking, cooking, cleaning, and ice making must be potable. Water storage containers should be clean, covered, and equipped with taps. These containers must be regularly cleaned, drained, and dried. Proper disposal of wastewater is essential.

  - Source your raw materials from reliable and reputable suppliers. Before purchasing, inspect the materials for signs of spoilage, off odors, defrosting, or foreign contamination. Adhere to inventory management principles like FIFO (First In, First Out), FMFO (First Manufactured, First Out), and FEFO (First Expired, First Out) to ensure timely usage of stock. Ensure that your storage capacity is sufficient to prevent accidental contamination or temperature abuse, especially for frozen foods.

- **Processing and Preparation of Fruits and Vegetables**

  Produce like fruits and vegetables should be stored separately to prevent cross-contamination. Remove any damaged parts before use. Wash produces thoroughly in potable water. Ready-to-eat produce should be sanitized with alkaline water or 50 ppm chlorinated water. Cut fruits and vegetables should be stored in clean, covered containers in the refrigerator.

- **Cleanliness and Sanitation:** Regular cleaning and sanitization of food preparation areas, utensils, and equipment. To maintain food hygiene, food selling zones must be clean, dry, and well-ventilated. Avoid areas with high humidity. Waste should be kept away from food preparation and storage areas. No one should spit, wash hands, or engage in unhygienic practices near food. Toilets should not directly open into food handling or selling areas. Wastewater should be disposed of properly. Decorative elements should not compromise food hygiene.

- **Pest Control:** Effective pest control measures to prevent contamination.

- **Accurate Labeling:** Clear and accurate labeling of food products, including ingredients, nutritional information, and expiry dates.

- **Food Safety Standards:** Adherence to FSSAI standards for food packaging materials.

- **Food Safety Audits:**

- **Periodic Audits:** FSSAI may conduct regular inspections to ensure compliance with food safety regulations.

- **Third-Party Audits:** Some states may require food businesses to undergo third-party audits to verify compliance.

Additional Regulations:

- **Consumer Protection Act:** Ensures fair business practices and protects consumer rights.

- **Labor Laws:** Adherence to labor laws, including minimum wages, working hours, and social security benefits.

Franchisee Owned Franchisee Operated Employee Health and Safety: Provision of a safe and hygienic work environment.

Threats & Challenges Impacting the Indian Tea Café industry

The Indian Tea Café industry, while robust, is not immune to various threats and challenges. Here are some of the most significant ones:

- **Operating Business Climate:** Economic downturn, Inflation and Rising Costs of raw materials, labor, and energy significantly affects the profit margins of the food service industry. Economic recessions can lead to reduced consumer spending as seen during the Covid-19 period when aggregate sales of Indian food service business dipped sharply by nearly 53%. In 2021. Inflation again significantly impacts the food and beverage industry in various ways, influencing both costs and customer behavior. Inflation typically drives up the cost of raw materials, such as vegetables, grains, and meat. This increase in food prices puts pressure on restaurants, which must either absorb these costs or pass them on to customers through higher menu prices. Apart from food costs, inflation also impacts other operational costs, such as utilities, wages, and rent. Restaurants may face increased energy bills and higher labor costs, especially if they need to raise wages to attract or retain workers amidst rising living costs.

- **Competitive Landscape**

  - **Intense Competition**: The QSR industry is highly competitive, with numerous players vying for market share. Major cities like Mumbai have seen a significant rise in both organized and unorganized food services, with fine dining and casual dining outlets leading the charge. The total number of restaurants in Mumbai alone exceeds 141,000, with the food service industry valued at around INR 550,000 million in its organized sector.

  - **Brand Differentiation**: Differentiating a brand in a crowded market can be challenging, especially for smaller chains.

  - Digital **Disruption**: The Indian food service sector is witnessing a shift driven by technology, consumer preferences, and a heightened focus on sustainability. The rise of food delivery platforms, and online ordering supported by rising smartphone sale and digital payment solution has increased competition and changed consumer behavior. In the wake of increasing digital disruption, resilience in operations is no longer about enduring economic market fluctuations but building adaptive systems capable of scaling business efficiently. Predictive analytics, strategic sourcing, and investments in human capital are essential drivers of sustainability in business operations.

- **Consumer Preferences and Trends**

  - <u>Health and Wellness Trends:</u> Growing consumer awareness of health and nutrition has led to increased demand for healthier food options.

- Changing Consumer Preferences: Evolving tastes and preferences can quickly render popular menu items obsolete.

- Ethical and Sustainable Sourcing: Consumers are increasingly demanding ethically sourced and sustainable ingredients. At times this can increase the cost and decrease margins.

- **Supply Chain disruptions**

  Supply chain disruptions can lead to shortages of essential ingredients, forcing QSRs to limit menu offerings and increase prices. To mitigate these risks, QSRs should diversify their supplier base, improve inventory management practices, and develop comprehensive contingency plans to ensure operational continuity

- **Operational Challenges**

  - Labor Shortages: The industry often faces labor shortages, particularly in key positions like cooks and managers. Also, Soaring labor costs, fuelled by minimum wage hikes and a tight labour market, pose a serious threat to profitability and retention of staff

  - Supply Chain Disruptions: Disruptions in the supply chain can lead to shortages of key ingredients and increased costs.

  - Food Safety and Quality Control: Maintaining consistent food safety and quality standards is essential to avoid reputational damage.

- **Regulatory Environment**

  - Stricter Food Safety Regulations: Increasingly stringent food safety regulations can increase compliance costs.

  - Labor Laws and Minimum Wage Increases: Changes in labor laws can impact operational costs.

  - Tax Regulations: Tax policies can affect profitability and investment decisions.

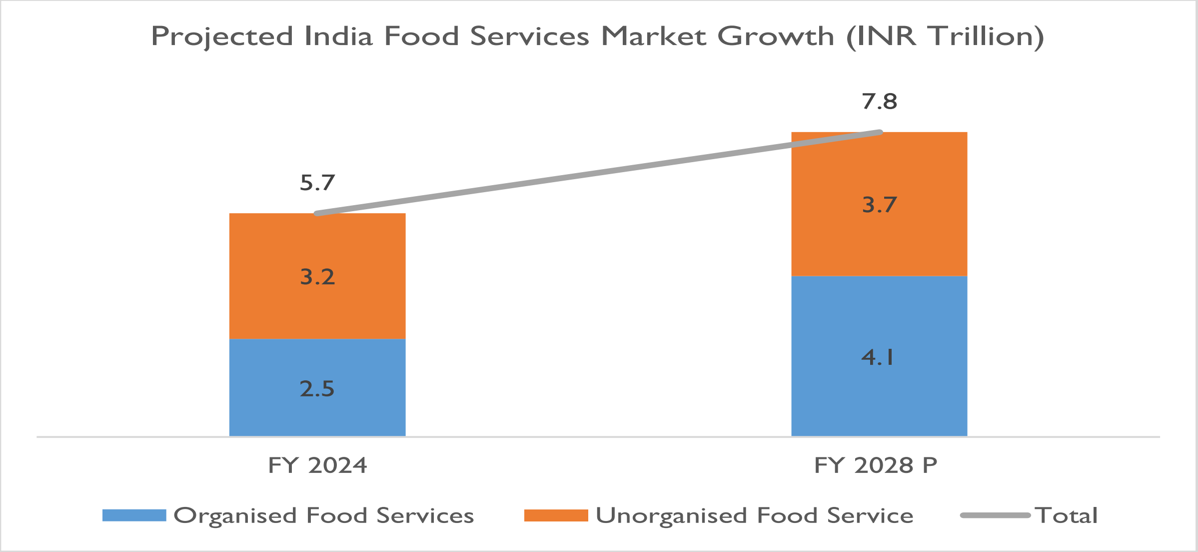
- **Technological Challenges**

  - Cyber security Threats: QSRs are increasingly vulnerable to cyber-attacks, which can compromise sensitive customer data.

  - Digital Transformation: Implementing and maintaining digital technologies can be costly and complex.

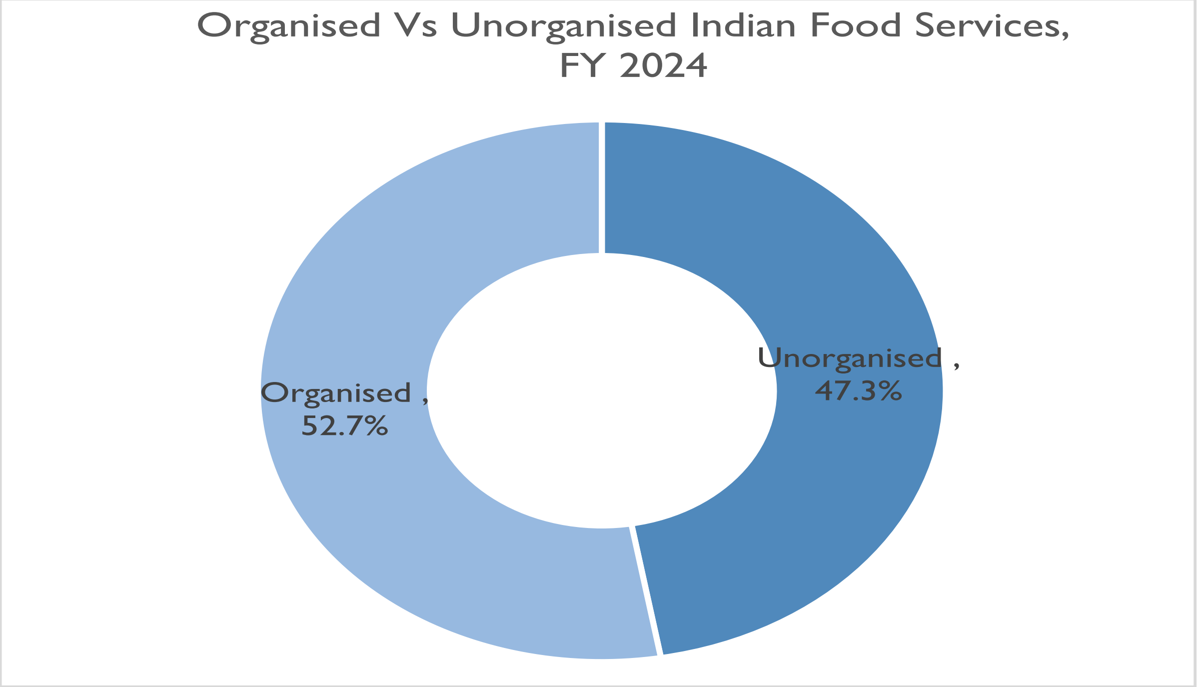
Growth Forecast

The Indian food service market is projected to experience healthy growth trajectory increasing from INR 5.7 trillion to INR 7.8 trillion, registering 8.1% CAGR between FY 2024-2028. The rise in disposable incomes and rapid urbanization are significant factors contributing to the growth of the food service sector. As more consumers move to urban areas and experience higher income levels, the demand for dining out and food delivery services is expected to increase. There is a marked shift in consumer preferences toward convenience and variety in dining options. The average Indian consumer is expected to increase their frequency of eating out from about five times a month to seven or eight times in coming 5-6 year.



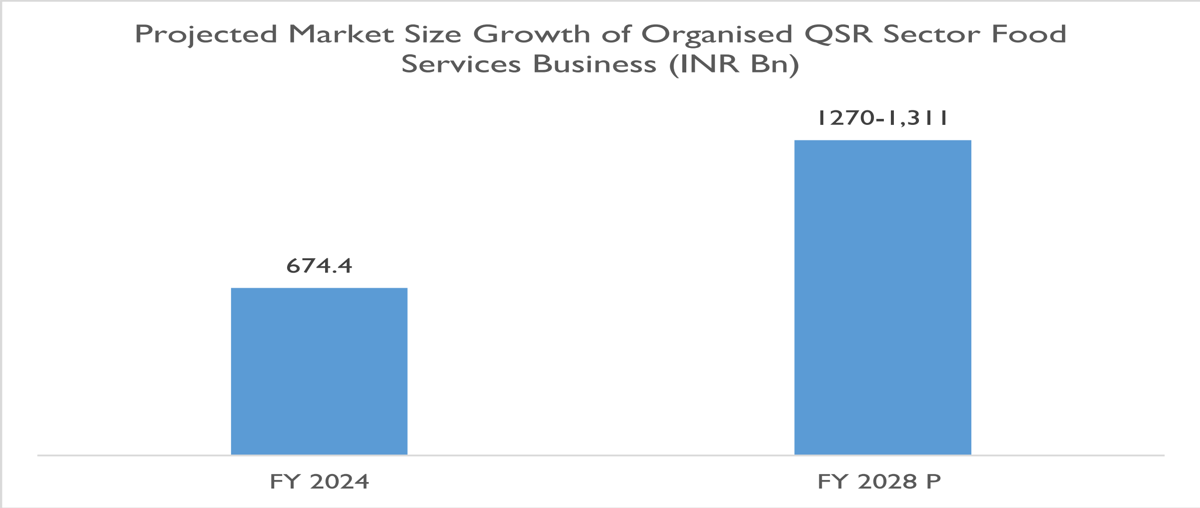
Source: India Food Service Report 2024, NRAI

Simultaneously, the overall all organised food segment is poised for significant growth, with a projected compound annual growth rate (CAGR) of 13.2% translating in market size of INR 4.1 trillion by FY 2028.



Source: India Food Service Report 2024, NRAI

This will elevate its market share to 52.7% by FY 2028. Conversely, the unorganised segment's share is expected to contract from its current 56.1% to 47.3 % over the same period.



Source: India Food Service Report 2024, NRAI

Within the organised food services segment, the casual dining segment is expected to lose about 4-5% share to QSR segment by FY 2028 translating in improving the organised QSR share to 31-32% in FY 2028 from 27% in FY 2024. Simultaneously, casual dining share is estimated to reduce to 43-45% share from 48% in FY 2028. Consequently, the organised QSR segment is expected to outperform the organised casual dining segment and projected to grow at CAGR of about 17-18% while casual dining segment is projected to grow at 10.1%-10.7%.

Expected Growth in Organized Café Market in India

Poised by the healthy growth trajectory in the organized QSR segment, the organized café market in India too is expected to experience healthy growth. The India Cafes & Bars market is estimated to reach approximately USD17.54 billion by 2024 and is expected to witness a compound annual growth rate (CAGR) of 8.33% by 2029. The organized café market in India is on a robust growth trajectory, with significant opportunities arising from Changing consumer preferences of GenZ, diverse offerings, urbanization trends, income growth and an evolving cafe culture that emphasizes quality and unique experiences.

Major Trend Shaping the Future Growth in the Indian Food Services Business

- The acceleration of online food delivery services has transformed consumer behavior, with a notable increase in convenience-driven dining.
- While consumption is currently concentrated in the top 50 cities, significant growth opportunities are anticipated in tier 2 cities and beyond as these areas experience rising affluence and changing lifestyles.
- Consumers are increasingly seeking diverse culinary experiences, with many ordering from multiple cuisines across different restaurants. This trend is likely to drive further growth in both dine-in and delivery segments.

By 2030, the addressable customer base for the Indian food services market is projected to expand significantly, increasing from approximately 320-340 million to around 430-450 million consumers. This expansion will be supported by macroeconomic trends such as rapid urbanization and rising affluence, positioning the Indian food service market at a transformative juncture.

Thus, the Indian food service market is set for robust growth driven by a combination of economic factors, digital transformation, and evolving consumer preferences, making it one of the most dynamic sectors in the country's economy.

- Factors driving this growth include rapid urbanization, increasing disposable incomes, and a shift in consumer preferences towards convenient and quick dining options. The rise of food delivery platforms has also significantly contributed to the expansion of the QSR market, making it easier for consumers to access their favourite meal.
- Major players in the QSR sector are actively expanding their store networks. It is estimated that top

domestic QSR players will add approximately 2,300 stores between FY2023 and FY2025. This expansion is supported by a growing appetite for fast food among urban consumers.

- The market is characterized by a strong preference for meat-based cuisines, with pizza being one of the fastest-growing segments within the industry. This trend reflects changing dietary habits and an increasing acceptance of international food styles among Indian consumers.
- The integration of technology in operations, such as online ordering systems and mobile applications for delivery services, has streamlined customer experiences and contributed to increased sales volumes.

Challenges Ahead

- Despite the promising growth outlook, the industry faces challenges such as inflationary pressures on food costs, which could impact profit margins. Maintaining consistent quality across multiple outlets remains a critical concern for operators as they expand rapidly.
- The QSR market is highly competitive, with both international giants like McDonald's and KFC and domestic brands vying for market share. This competition necessitates continuous innovation and adaptation to consumer preferences.

In summary, the Indian QSR industry is set for significant growth, driven by urbanization, changing consumer behaviours, and technological advancements in food service delivery. While challenges exist, the overall outlook remains optimistic as the sector adapts to meet evolving market demands.

Competitive Landscape

The Indian café and tea QSR chain industry is characterized by dynamic competition, offering a mix of fragmented and consolidated market segments. While large players like Starbucks and Costa Coffee dominate the café market, the tea chain segment features a mix of organized and unorganized players, with strong contributions from domestic brands. This duality makes the industry highly competitive, with varying barriers to entry depending on the segment.

The Indian café and tea chain market faces increasing competition from the entry of foreign players in the Indian café market. For e.g., established Indian Café brands like Barista and Chaayos experienced a drop in growth rates to 5% in FY24, down from nearly 70% in FY23. Similarly, Starbucks' growth declined to 12% from 70% in the previous fiscal year, while Third Wave Coffee's growth fell sharply to 67% from 355%. Café Coffee Day managed a modest 9% increase in FY24 compared to 59% a year earlier. In contrast, Tim Hortons observed doubled its sales in FY24 and plans to expand to over 100 stores in the next three years.

Additionally, the unorganized sector, which includes roadside tea stalls and small cafes, continues to hold a significant share, presenting stiff competition to organized chains by leveraging affordability and cultural resonance. On the other hand, international players pose a challenge by offering premium experiences and innovative menu options targeted at urban millennials and professionals.

Barriers to entry are moderate; while operational costs and branding efforts pose challenges for new entrants, the relatively low real estate and labor costs in Tier II and Tier III cities offer opportunities for smaller players. The rise of franchising operated stores has further eased the entry of regional and local brands, allowing them to expand their footprint with minimal capital investment.

Major Players in the Industry

The industry is home to several key players spanning international café chains, large domestic tea chains, and smaller regional brands.

- **International Players**: Starbucks, and Costa Coffee, dominate the café landscape, focusing on premium positioning, standardized offerings, and aspirational branding. In August 2022, Tim Hortons marked its entry into the Indian market. The company has been spreading its retail footprint in India and currently operate with 40 stores spread across in major metros and tier-1 cities including Delhi, Mumbai, Bengaluru, Pune, Gujarat, Hyderabad, Punjab, and Chandigarh.

- **Large Domestic Players:** In the organised café chain segment, brands like Barista Coffee Company, Café Coffee Day, Indian Coffee House, Chaayos, Chai Point, and Tea Post lead the organized market. These brands emphasize innovation, cultural relevance, and scalability through franchising.

- **Medium-Sized Players:** Brands like Chai Sutta Bar, Yewale Amruttulya, Teatime, and Premacha Chaha have built strong regional presences, often blending affordability with authenticity to cater to a broad customer base.

- **Unorganized Sector**: Despite the growth of organized players, unorganized tea stalls continue to dominate the overall market, particularly in rural and semi-urban areas, with their simplicity, accessibility, and cost advantages.

Analysis of key factors shaping competition in the sector

The competition in the food servicing industry in India is shaped by several key factors that drive both operational success and challenges for restaurants. These include:

- **Market Segmentation and Consumer Preferences**

  With the growing diversity of the Indian population, restaurants must cater to regional tastes, dietary preferences (e.g., vegetarian, vegan), and a rise in demand for healthier, organic, and low-calorie food options Understanding these preferences is crucial for staying competitive, particularly in metro cities where food trends change rapidly.

- **Technological Integration**

  The increasing reliance on technology for ordering, payment and customer service has reshaped competition. Restaurants that leverage digital platforms (like mobile apps, online ordering, and digital payment solutions) to streamline operations and enhance customer experience are gaining an edge Additionally, innovations such as AI and robotics in kitchen operations or automated ordering systems are emerging as competitive differentiators.

- **Online Food Delivery and Aggregators**

  The growth of online food delivery platform like Swiggy and Zomato has intensified competition, as restaurants now face direct competition from other outlets in the virtual market place. Establishing a strong online presence and optimizing for delivery can significantly influence a restaurant's success.

- **Food Quality and Diverse Offerings**

  Offering distinctive and innovative dishes can attract customers. Using fresh, locally sourced ingredients enhances the dining experience. Catering to specific dietary needs (e.g., vegan, gluten-free etc.) can expand the customer base.

- **Cost Efficiency and Supply Chain Management**

  The rising cost of ingredients due to inflation, combined with the need for efficient supply chain management, impacts profit margins. Restaurants that can secure quality ingredients at competitive prices and minimize waste are better positioned to thrive

- **Brand and Marketing Strategies**

  In a crowded market, strong branding and effective marketing play a pivotal role. Restaurants that effectively use social media platforms to promote special offers, new menu items, or customer engagement tend to build a loyal following and differentiate themselves from competitors. Implementing special offers, happy hours, and loyalty programs to attract customers. Offering various pricing options, such as prix fixe menus or buffet-style dining.

- **Location and Accessibility**

  Choosing a location with high foot traffic and visibility. Providing ample and accessible parking facilities.

- **Franchisee Owned Franchisee Operated Great Customer experience**

  Providing timely and attentive service, Well-trained staff can enhance the dining experience. Creating a positive vibe and lively atmosphere. Restaurants that invest in creating memorable, personalized experiences for customers tend to build stronger brand loyalty.

  The competition in the food servicing industry in India is multifaceted, with factors ranging from consumer behaviour and technological advances to operational efficiency and effective marketing strategies driving the dynamics.

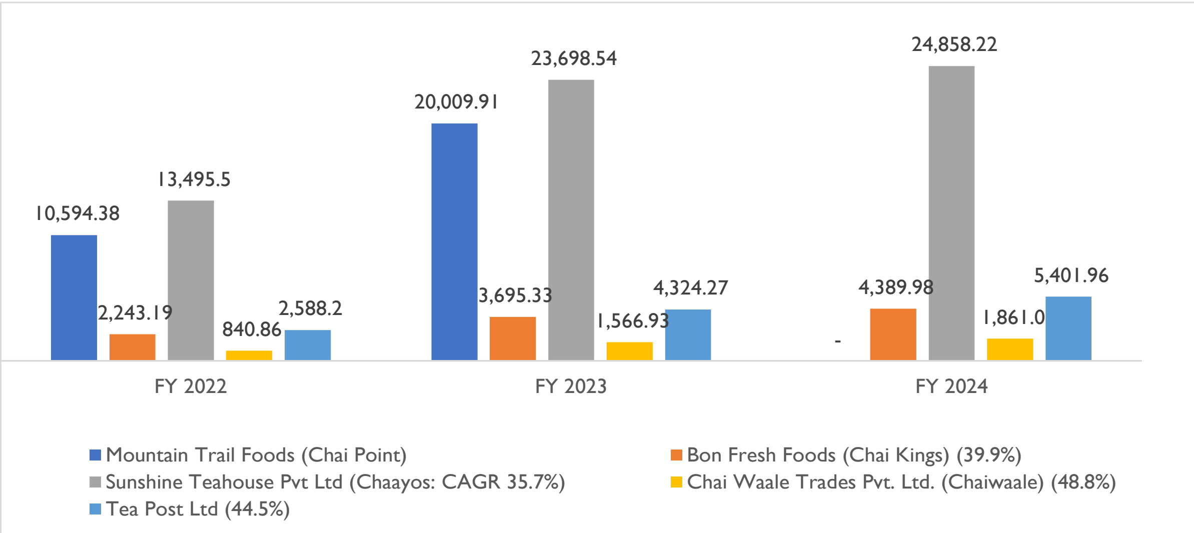
Profiling of Key Peer Companies

Name of the Company	Business Overview
Tea Post Ltd.	Incorporated in 2015, Tea Post Limited is an emerging organized tea café chain operating under the Indian quick service restaurant segment. It is amongst the fastest growing organised tea café QSR companies in terms of sale growth and the fastest growing company in terms of EBITDA growth in the last three year amongst the selected peers. The company is headquartered in Ahmedabad, Gujarat and has 251retail outlets spread across in 62 cities which include 61 cities in India and in Dubai. In India, the company's cafés are having presence in Gujarat, Maharashtra, Madhya Pradesh, and Rajasthan. In addition to the above, Tea Post Ltd. has also expanded its presence in the UAE with 3 outlets in Dubai. The company is the largest players in Gujarat in the tea café segment in terms of stores with 196 stores as on February 28, 2025. The company's retail outlets are operated under two business model i.e. company operated (62 cafés), and franchise operated model (189 cafés) while its cafés are segmented into three formats based on café size, positioning, and target audience. These include, Desi Cafe (premium experience), Apni Chai ki Dukan (regular café, targeting students and professionals), and A Place to Talk (quick and affordable). On menu side, Tea post offers 100% veg menu. Its beverages menu includes over 15 varieties of tea including traditional (ginger and elaichi) hot tea, masala chai, and other natural flavoured tea options along with cold alternatives such as iced tea, cold coffee, mocktails, shakes, and coolers etc. Besides beverages, the company's food menu also includes a wide range of snacks, such as samosas, poha, thepla, sandwiches, and more.
Mountain Trail Foods Pvt Ltd (Chai Point)	Founded in 2010, Chai Point operates in tea organized retailing industry. The company has a strong presence across the country with a unique business model focusing on providing a relishing tea drinking experience to its customers, with a focus on convenience and innovation. The company majorly operate through the company owned stores. The company is also in to vending business, it is one of the leading manufacturer and service provider of a Premium Range of Coffee Vending Machine. With registered office in Bengaluru in Karnataka, the company operates with 170+ outlets spread across India in 9 major cities including Mumbai, Chennai, Bengaluru, and New Delhi.
Bon Fresh Foods Pvt Ltd (Chai Kings)	Chai Kings registered and started by Bon Fresh Foods in Medavakkam in 2016. With registered office in Chennai, Tamil Nadu, India, the company has over 56 outlets of which 50 are in Chennai. The company was established with the vision to bring a refreshing and hygienic chai experience to tea lovers. Chai Kings offers a variety of teas, ranging from milk, black, to herbal and ice-tea and wide range of flavours tea such as ginger, masala, sulaimani, dum, lemon, hibiscus, tulsi, and apple jostle. The company's food menu also snacks item that complement the

Name of the Company	Business Overview
	beverages. Beside operating in store format, the company do market its food menu at the events including weddings, corporate events, exhibitions, picnics etc. The company offers extended food menu for event-based serving including vegetarian and non- vegetarian food item or breakfast, lunch, dinner, and high tea. The company operates under the franchise model with franchise cost varying in the range of INR 8-12 lacs depending on the format of retail outlet that include kiosk-Style Outlet, Mid-Size Café and Large Café.
Sunshine Teahouse Pvt Ltd (Chaayos)	Sunshine Teahouse Pvt Ltd with its brand Chaayos, operates in the organized tea retail café segment in India since 2012. The café chain offers about including 25 tea types of tea flavours and 12,000 ways to customize them along with snacks menu including sandwiches, samosas, and street foods. Besides tea, the company also offers snacks and tea blends in packaged form. Headquartered in Delhi, the company operates over 200 outlets across India including cities of New Delhi, Gurgaon, Noida, Hyderabad, Bengaluru, Mumbai, and Pune. The company majorly operates through company operated stores.
Chai Waale Trades Private Limited (Chai Waale)	Chai Waale is an expanding QSR chain, specializing in diverse array of exotic-flavoured chai and aims to provide a hygienic and enjoyable dining experience since 2018. With registered office in Chennai, Tamil Nadu, India, the company has over 55 outlets in Chennai that operates in a hybrid model with a mix COCO and FOFO stores. Chai Waale primarily serves young working individuals who are increasingly health-conscious and have higher disposable incomes.

Financial Analysis

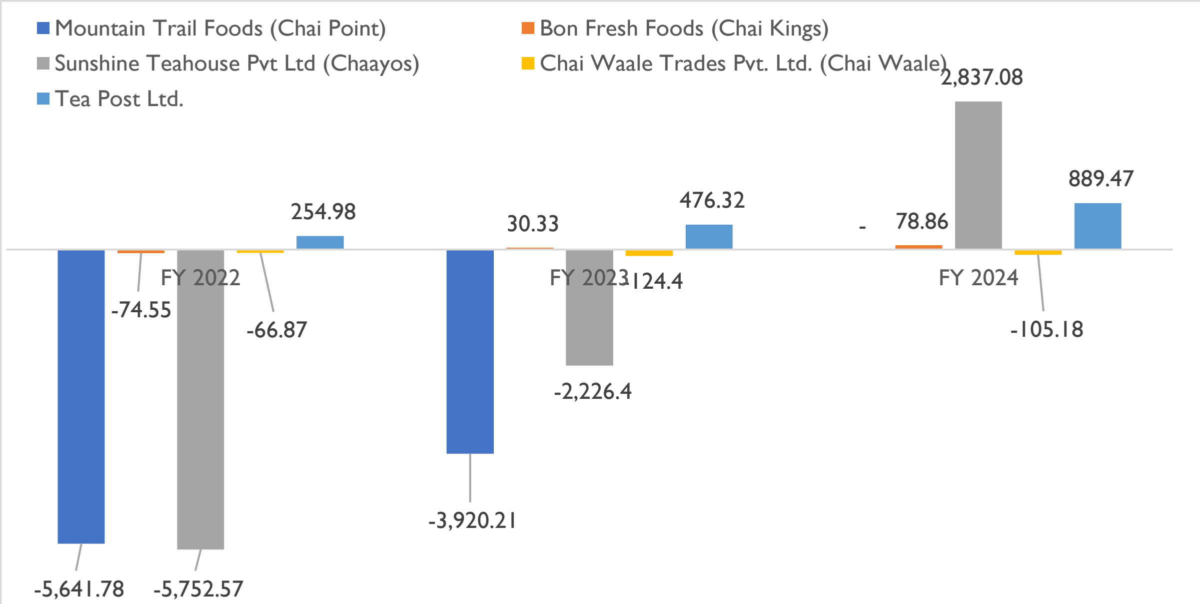
Comparison of Revenue from Operations (in INR Lacs)



Source: Annual Report,
Note: FY 2024 Financial for Mountain Trail Food (Chai Point) is not yet published.
Note: Sunshine Teahouse Pvt Ltd and Tea Post Limited financials are based on Ind AS

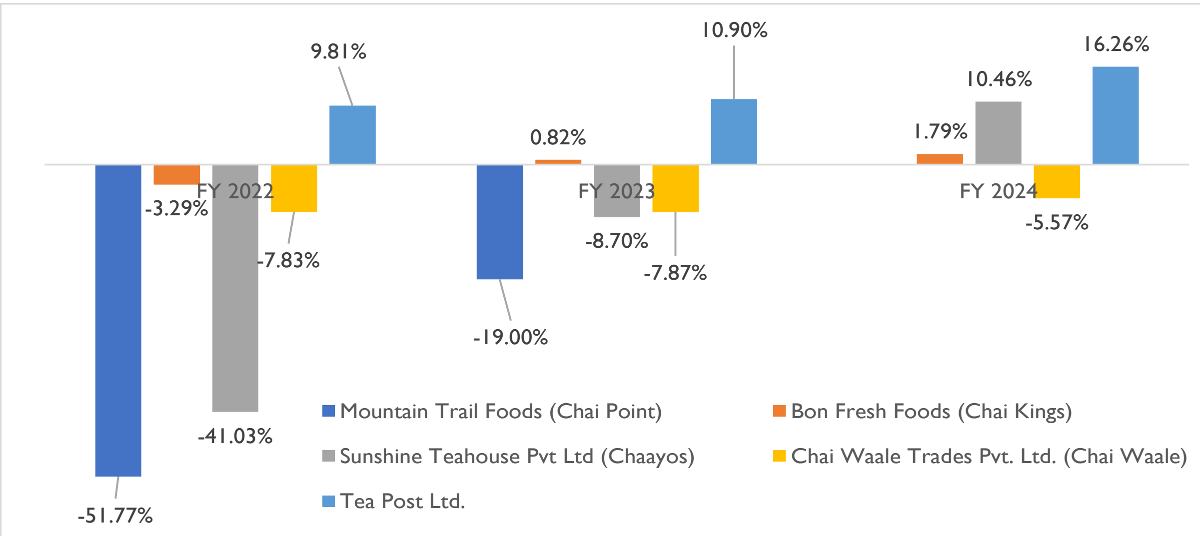
The revenue of the four company has increased consistently over the period FY 2022-24. Tea Post reported a revenue of INR 5,401.96 lacs for FY2024, ranking it second in the peer group after Sunshine Teahouse (Chaayos) with INR 24,858 lacs. In terms of revenue size, Mountain Trail Foods (Chai Point) was ranking next to Sunshine Teahouse in FY 2023. In terms of sales growth, Tea Post recorded 44.5% CAGR between FY 2022-24, ranking second in the peer group after Chai Waale Trade Pvt. Ltd.

Comparison of EBITDA (in INR Lacs), EBDITA Margin (%)



Source: Annual Report
Note: Sunshine Teahouse Pvt Ltd and Tea Post Limited financials are based on Ind AS

In terms of EBITDA, Tea Post ranked next only to Sunshine Teahouse with INR 889.47 lacs in FY 2024, registering a consistently year-on-year (y-o-y) increasing trend. On a y-o-y basis, the company registered an impressive 87% growth in EBITDA in FY 2024, and it also ranked second in terms of EBITDA growth in FY 2024.



Source: Annual Report.
Note: Sunshine Teahouse Pvt Ltd and Tea Post Limited financials are based on Ind AS

Amongst all the peer company for which FY 2022-24 financial were available, the Tea Post's EBITDA Margin consistently remain positive and observed increasing trend between FY 2022-24. In FY 2024, Tea Post registered an EBITDA margin of 16.26%, highest among the peer group.

SWOT Analysis

Strength:

- Increasing out of home consumption for coffee, tea and other beverages and rising fast-food demand supported by income growth is driving the café business in India.

- Established brand presence and efficient supply chain network support the widespread market penetration of an organized QSR cafés in India. Moreover, customers tend to get loyal to a prominent café chain which favours the operation of organized café business.

- Organized QSR café benefit from the economies of scale in reducing cost and increasing profits.

- Menu diversity to offer regular snacks item and budget friendly meal to address the different market and demand has been benefitting the growth of organized QSR cafe industry.

Weakness

- Maintaining Heightened hygiene standard, services quality and consistent product quality across all locations is vital for customer satisfaction and loyalty. As the business grows, ensuring that quality standards and service quality with increased business presence can be a significant challenge. Moreover, constant pressure to improve the drive-thru speed of service is also a major challenge in the QSR industry.

- Menu and service standardization in organized QSR industry may limit customization and easy adaptability.

- Managing inventory, food wastage and forecasting raw material requirements remain challenging, necessitating careful logistical planning and resource allocation.

Opportunities

- There is a growing consumer preference towards healthier food choices. This includes a shift towards organic, natural, and sugar-free products in various food product preparation. Health-conscious consumers are increasingly prioritizing ingredients that offer nutritional benefits without compromising on taste. This growing health awareness is driving the emergence of startups that are focusing on experimenting and introducing innovative products to keep up with this transforming consumer demand.

- Potential expansion into new geographic markets especially in tier-3 and tier-4 provides promising opportunity to the organized QSR company to expand their operation in India.

- Organized QSR café possess better ability to integrate the usage of innovative technologies to enhance customer service and operational efficiency benefits.

- In the wake of the busy lifestyles of modern consumers, the proliferation of online platforms and delivery services has made doorstep food delivery more convenient. This trend opens new growth prospects for organized QSR industry to target wider consumer base.

Threat

- External operating environment such as economic slowdown and occurrence of pandemic (Covid-19) like situation have potential to adversely impact consumer spending pattern thereby negatively affect the performance of organized QSR industry.

- Sticky menu cost which comparatively less flexible than that of fluctuation in input/ingredient cost and Labour cost has a potential to wipe of the companies' margin in the QSR industry.

- The growing consumer trend towards health consciousness challenges the traditional QSR offerings which is often tagged as junk food.

- The new entrant along with emerging player in organized QSR often struggle to establish their brand as they face fierce competition from both local eateries and global giant chains.

- In the wake of expanding social media penetration, any negative publicity has potential to damage the brand image and business operation of the Organized QSR company.

- The organised QSR café industry operates in a regulatory environment subject to frequent updates and amendments. Staying agile and responsive to changes in government policies, laws, and guidelines is essential. This includes promptly adjusting business practices and operational procedures to comply with new regulatory requirements, ensuring ongoing legality and operational continuity.

Company Profile

Incorporated on November 5, 2015, Tea Post Limited is an emerging organized tea café chain operating under the Indian quick service restaurant segment. It headquartered in Ahmedabad, Gujarat and has over 251 tea café spread across in 61 cities in India, across states of Gujarat, Maharashtra, Madhya Pradesh, and Rajasthan. The company also has an international presence with 3 stores in Dubai, UAE. The company follows a cluster-based approach for expanding their store network where the company first launches its company operated cafés in high traffic areas in a new target city and then develop their network of franchisee and company owned operated café within that cluster. This model has helped the company to rapidly increase its store network.

Tea Post is the largest players in organized tea retailing industry in Gujarat, in terms of store count. The company has 196 tea café alone located in the single state.

Company Name	Number of Retail Store Outlet	Geographical Presence
Tea Post Ltd	251 stores	Domestic Presence in 61 cities including 196 in Gujarat, 41 in Maharashtra, 9 outlets in Rajasthan and 2 in Madhya Pradesh. International presence in I city i.e. 3 stores in Dubai, UAE.
Mountain Trail Foods Pvt Ltd (Chai Point)	170+	Mumbai, Chennai, Bengaluru, and New Delhi.
Bon Fresh Foods Pvt Ltd (Chai Kings)	56	50+ in Chennai
Sunshine Teahouse Pvt Ltd (Chaayos)	200 +	New Delhi, Gurgaon, Noida, Mumbai, and Pune.
Chai Waale Trades Pvt. Ltd. (Chai Waale)	55	Chennai

Sources: Company Website and Secondary Research

Tea Post operates as a café chain that specializes in offering a variety of tea (chai) and Indian snacks in a comfortable, affordable, and hygienic setting. The brand emphasizes quality and hygiene, sourcing tea from Assam and ensuring all ingredients are fresh and locally sourced. The company focuses on providing fresh, home-like chai and snacks at pocket-friendly prices, catering to a broad audience from urban to semi-rural areas. It caters to diverse customer segments, including families, millennials, students, and professionals, and is considered a go-to store for its target market.

Business Model

Tea Post operates on an asset-light model with a combination of company operated and franchisee operated, allowing for scalability while its cafés are segmented into three formats based on café size, positioning, and target audience. The company operates with efficient control over its supply chain network through its supply centres located in Gujarat and its group of identified vendors for food ingredients, packaging, warehousing, and logistics with the objective of operating its café outlet with optimum level of inventory and accepted standards. These include, Desi Cafe (premium experience), Apni Chai ki Dukan (targeting students and professionals), and A Place to Talk (quick and affordable).

Peer Benchmarking

Indicator for FY 2022 (Amount INR Lakh)	**Tea Post Ltd**	**Bon Fresh Foods (Chai Kings)**	**Sunshine Teahouse Pvt Ltd (Chaayos)**	**Chai Waale Trades Pvt. Ltd. (Chaiwaale)**	**Mountain Trail Foods (Chai Point)**
Total Income	2,600.40	2,264.72	14,020.89	853.64	10,896.76
Revenue from Operations	2,588.20	2,243.19	13,495.51	840.86	10,594.38
EBITDA	254.98	-80.55	-1,581.68	-66.87	-5,641.78
EBITDA Margin	0.10	-0.04	-0.11	-0.08	-0.52
PAT	-93.71	-236.06	-7,129.40	-99.20	-8,398.08
PAT Margin	-0.04	-0.10	-0.51	-0.12	-0.77
Net Worth	1,125.50	-623.56	3,146.92	620.40	6,021.35
Capital Employed	775.36	429.93	8,613.10	658.78	8,451.09
ROCE	-3.58%	-49.36%	-77.56%	-14.12%	-93.83%
ROE	-10.38%	-*	-107.60%	-26.02%	-146.62%

Sources: Company's MCA Filing, Annual Report
**Note: Bon Fresh Food reported negative PAT and negative networth hence ROE is not computable*

Indicator for FY 2023 (INR Lakh)	**Tea Post Ltd**	**Bon Fresh Foods (Chai Kings)**	**Sunshine Teahouse Pvt Ltd (Chaayos)**	**Chai Waale Trades Pvt. Ltd. (Chaiwaale)**	**Mountain Trail Foods (Chai Point)**
Total Income	4,369.29	3,718.21	25,598.02	1,581.36	20,627.34
Revenue from Operations	4,324.27	3,695.33	23,698.54	1,566.93	20,009.91
EBITDA	476.32	30.33	-2,226.40	-124.40	-3,920.21
EBITDA Margin	10.90%	0.82%	-8.70%	-7.87%	-19.00%
PAT	-94.51	-118.61	-10,949.49	-182.49	-7,013.23
PAT Margin	-2.16%	-3.19%	-42.77%	-11.54%	-34.00%
Net Worth	1,065.48	-742.17	27,583.95	945.16	3,105.65
Capital Employed	850.81	337.44	28,045.50	1,000.16	5,032.56
ROCE	7.06%	-28.19%	-26.58%	-16.83%	-125.05%
ROE	-8.63%	-*	-71.26%	-23.31%	-153.68%

Sources: Company's MCA Filing, Annual Report
**Note: Bon Fresh Food reported negative PAT and negative networth hence ROE is not computable*

Indicator for FY 2024 (INR Lakh)	**Tea Post Ltd**	**Bon Fresh Foods (Chai Kings)**	**Sunshine Teahouse Pvt Ltd (Chaayos)**	**Chai Waale Trades Pvt. Ltd. (Chaiwaale)**	**Mountain Trail Foods (Chai Point)**
Total Income	5,469.27	4,403.62	27,122.38	1,886.95	-
Revenue from Operations	5,401.96	4,389.98	24,858.22	1,861.00	-
EBITDA	889.47	78.86	2,837.08	-105.18	-
EBITDA	16.26%	1.79%	10.46%	-5.57%	-

Indicator for FY 2024 (INR Lakh)	Tea Post Ltd	Bon Fresh Foods (Chai Kings)	Sunshine Teahouse Pvt Ltd (Chaayos)	Chai Waale Trades Pvt. Ltd. (Chaiwaale)	Mountain Trail Foods (Chai Point)
Margin					
PAT	-101.86	-80.15	-5398.44	-183.32	-
PAT Margin	-1.86%	-1.82%	-19.90%	-9.72%	-
Net Worth	950.51	-822.32	23217.84	761.84	-
Capital Employed	1018.19	276.00	22574.38	914.76	-
ROCE	13.92%	-23.20%	-10.39%	-17.87%	-
ROE	-10.11%	-*	-21.25%	-21.48%	-

Sources: Company's MCA Filing, Annual Report
**Note: Bon Fresh Food reported negative PAT and negative networth hence ROE is not computable*

Calculation Used:

PBT+Finance Cost+D&A	EBITDA
EBITDA/Total Income	EBITDA Margin
PAT	PAT
PAT/Total Income	PAT Margin
Capital Employed	Total Equity (or networth) - Intangible Assets (Including Intangible Asset under Development, goodwill) + short term borrowings + long term borrowings + deferred tax liability - deferred tax asset
Return On Capital Employed	EBIT/ Capital Employed
Return On Equity	PAT/ Average Equity

OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" on page 19 for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**", "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 33, 251 and 285 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months period ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statement included in this Draft Red Herring Prospectus. For further information, see "**Restated Financial Statement**" on page 251. Additionally, see "**Definitions and Abbreviations**" on page 1 for certain terms used in this section. Unless the context otherwise requires, in this section, references to "we", "us" and "our" "our Company" or "the Company" or "Tea Post" refer to Tea Post Limited.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Report on QSR Industry in India" dated March 27, 2025" (the "D&B Report") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("D&B India"), appointed by us on November 24, 2024, and exclusively commissioned and paid for by us in connection with the Offer. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at www.teapost.in until the Bid/Offer Closing Date. For more information, see "**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the D&B Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**" on page 62.*

OVERVIEW

We are an organized tea café chain operating under the Indian quick service restaurant segment, serving freshly prepared tea and other beverages along with complementing snacks. Tea Post is the largest player in organized tea retailing industry in Gujarat, in terms of store count. (*Source: D&B Report*). As on February 28, 2025, our operations encompassed a network of 248 company-operated and franchisee-operated stores ("***Tea Café(s)***") located across 61 cities within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In addition to the Indian markets, we have recently expanded our footprint in the international market of United Arab Emirates ("**UAE**") through three (3) of our newly opened franchisee-operated Tea Cafés.

Incorporated in 2015, our commercial journey began in 2016 with acquisition of certain franchisee operated tea and snacks Tea Cafe from Tea Station Private Limited, through a Business Transfer Agreement dated February 27, 2016. For details, see "***History and other Corporate Matters – Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years*** " on page 218. Post the said acquisition, we launched our own company-operated Tea Cafés and since then we have witnessed a steady growth in the number of company-operated Tea Cafés along with the addition of franchisee-operated Tea Cafés.

We seek to differentiate ourselves from our competitors by positioning our brand as a Tea Café chain that offers diverse selection of teas, complemented by *a desi experience*. Aligned with this philosophy, our food menu comprises a range of beverages, with our variety of tea as the focal point, complemented by snacks and other packaged food. These offerings are designed to cater diversified and regional customer preference, align with prevailing market trends and deliver value-for-money services and/or products to our customers.

Our Tea Cafés offer a broad selection of over 15 varieties of tea (hot & cold), curated to cater a wide range of preferences and offer our customers a diverse chai experience. Our tea collection is developed to meet the diverse tastes of our customers and includes an array of hot tea, such as traditional favourites like *ginger and elaichi chai*, *masala chai*, and other naturally flavoured tea options. Additionally, our menu also features green tea, black tea, etc. along with other cold alternatives such as flavoured iced tea, further enhancing the variety and choice available to our customers.

In addition to our tea offerings, our menu features a wide variety of beverages designed to cater to the diverse tastes of our customers. These beverages include cold coffee, mocktails, shakes, and coolers. To complement our beverage selection, our menu features a diverse range of snacks, including traditional snacks such as *Samosa*, *Poha*, *Upma*, *Thepla*, *Khichu*, *Sabudana Vada*, among others. Along with these traditional snacks, we also offer global-inspired snacking options such as sandwiches, instant noodles, wraps, puffs, french fries among others. All our food items are prepared to reflect the culinary traditions of Indian cuisine, as well as other global influences, and are designed to pair with our beverage options.

The latest sample menu of our Tea Cafés is set out as below:

The table listed below sets forth the product wise Tea café sales for the six-month ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(₹ in lakhs unless mentioned otherwise)

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	(%)	Sales	(%)	Sales	(%)	Sales	(%)
Tea	1,902.65	33.03%	3,594.98	35.14%	2,741.73	34.13%	1,483.71	33.84%
Other Beverages	1,358.08	23.57%	2,285.98	22.35%	1,876.18	23.35%	989.50	22.57%
Snacks	2,240.46	38.89%	3,934.08	38.46%	3,154.56	39.27%	1,657.72	37.81%
Others	259.54	4.51%	414.11	4.05%	260.93	3.25%	253.65	5.79%
Total	**5,760.73**	**100.00%**	**10,229.14**	**100.00%**	**8,033.40**	**100.00%**	**4,384.59**	**100.00%**

Sales data inclusive of GST.
As certified by the Statutory Auditors through certificate dated March 27, 2025

We operate our Tea Cafés under; (i) company-operated model; and (ii) franchisee-operated model. As on February 28, 2025, out of our total of 251 Tea Café as on February 28, 2025, 62 Tea Cafés are company-operated, while 189 Tea Cafés are franchisee-operated.

Under the company-operated model, we assume full responsibility for the identification of location, setting up, manging and operating the Tea Cafés whereas under the franchisee-operated model, we enter into franchisee arrangement whereby the said franchisee assumes the responsibility for the management and operations of Tea Cafés and we provide ongoing support to such franchisee against certain fee in form of a one-time franchisee fee and recurring royalty fee. Additionally, under the franchisee arrangement, we identify and /or /approve the proposed location of the Tea Cafés and if the said Tea Café is on lease basis, we generally enter into tripartite lease arrangement . For details, see "***Our Business – Our Business Model***" on page 194.

We secure the location for our Tea Cafés through leasing arrangements, with the majority of our franchise Tea Café locations being governed by tripartite lease arrangement which allow us to retain control over the leased premises. Our ability to identify, manage and operate our Tea Cafés in strategic suitable locations, such as high-street areas, highways, shopping hubs and captive locations like hospitals, IT/corporate parks, institutions, etc. enable us to optimize our presence. Our asset light model with a mix of company operated and franchisee operated Tea Café enable us to reduce capex and operational costs while maintaining foothold in suitable location, and allowing our expansion.

While focusing on an asset light model, we prioritize securing our Tea Café spaces using a cluster-based approach to ensure high visibility and optimal supply chain management. Under our cluster based approach, we initially launch our company-operated Tea Cafés in high traffic and high visibility areas within the target cities and then subsequently develop a network of franchisee-operated Tea Cafés within the same clusters. Our cluster-based approach not only strengthens our brand presence in the area of our operations but also enhances our recognition and customer loyalty. Moreover, our cluster-based approach enables us to gain valuable insights into market dynamics, customer preferences, and local demand patterns, allowing us to tailor our offerings effectively.

We are led by our Promoters, who have extensive experience in the tea industry and have been intimately involved in our business from inception. Under the leadership of our Promoters, we have witnessed consistent growth over the years. Our Promoters continue to remain actively involved in our operations and continue to bring their vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. We are also supported by our qualified and experienced Key Managerial Personnel and Senior Management Personnel who have demonstrated their ability to anticipate and capitalize on changing market trends, manage and grow our operations and effectively fostering customer engagement. For further details, see "***Our Promoters and Promoter Group***" and "***Our Management***" on page 240 and 221, respectively.

We have demonstrated growth in terms of revenues and operational profitability. We have been able to increase our revenue from operations by 67.08% and 24.92% year-on-year respectively during Fiscal 2023 and Fiscal 2024 respectively. During the six-month period ended September 30, 2024, twelve months ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 our revenue from operations was ₹3,137.47 lakhs, ₹5,401.96 lakhs, ₹4,324.77 lakhs and ₹2,588.20 lakhs, respectively. For details, see "***Financial Information***" on page 251.

Operational performance indicators

Our Operational Performance Indicators as at and for the six-month period ended September 30, 2024, twelve months ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 is as follows:

Particulars	For six-months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2021
No. of new Tea Cafés opened	**18**	**33**	**64**	**34**
Company-operated	6	14	25	6
Franchised-operated	12	19	39	28
Cumulative number of Tea Cafés	**229**	**218**	**198**	**145**
Company-operated	57	56	49	28
Franchised-operated	172	162	149	117

Particulars	For six-months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2021
Average monthly Tea Café sales (₹ lakhs)	4.19	3.91	3.38	2.52
Company-operated (₹ lakhs)	5.77	5.23	4.36	4.03
Franchised-operated (₹ lakhs)	3.67	3.46	3.06	2.16
Total number of bill cuts from Tea Cafés	33,70,869	63,91,167	50,62,806	29,63,489
Average ticket size (₹)	170.90	160.05	158.67	147.95

Sales data inclusive of GST.

As certified by the Statutory Auditors through certificate dated March 27, 2025

Key Financial performance indicators

Our key financial performance indicator for six-month period ended September 30, 2024, twelve-month period ended Fiscal 2024, Fiscal 2022 and Fiscal 2021 are detailed as below.

Particulars	For six-month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income(1) (₹ lakhs)	3,176.58	5,469.27	4,369.29	2,600.40
Revenue from operations(2) (₹ lakhs)	3,137.47	5,401.96	4,324.27	2,588.20
EBITDA(3) (₹ lakhs)	546.00	889.47	476.32	254.98
EBITDA Margin(4) (%)	17.19%	16.26%	10.90%	9.81%
Profit After Tax(5) (₹ lakhs)	(48.33)	(101.86)	(94.51)	(93.71)
PAT Margins(6) (%)	(1.52%)	(1.86%)	(2.16%)	(3.60%)
Return on Equity(7) (%)	(3.26%)	(10.11%)	(8.63%)	(10.38%)
Return on Capital Employed(8) (%)	6.17%	13.92%	7.06%	(3.58%)

As certified by the Statutory Auditors through certificate dated March 27, 2025

** Return on Equity and Return on Capital Employed are not annualized.*

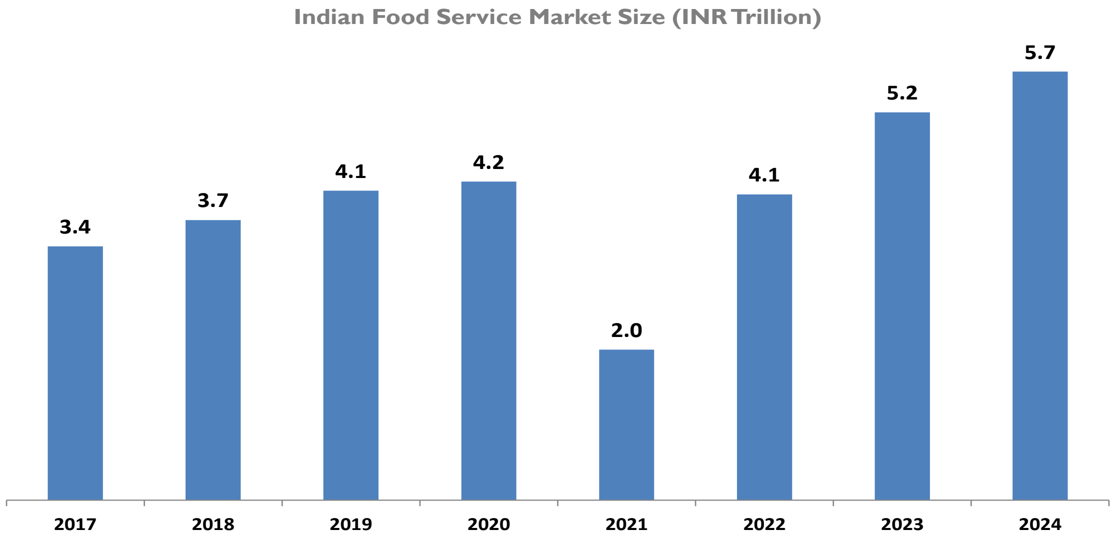
1) *Total Income: This represents the total Revenue from operations and Other Income of the Company.*
2) *Revenue from Operations: This represents the income generated by the Company from its core operating operation.*
3) *EBITDA: calculated as restated profit/(loss) before tax, plus Interest, depreciation and amortization expense and finance costs.*
4) *EBITDA Margin (in %): calculated as the percentage of EBITDA during a given year/period divided by Total Income.*
5) *Profit after tax: This represents Profit after tax attributable to Equity shareholders of the Company.*
6) *PAT Margin (in %): calculated as the restated profit after tax divided by the Total income.*
7) *Return on Equity (in %): Restated profit after tax of the Company divided by the average net worth of the Company at the end of the year/period.*

Return on Capital Employed: Restated profit before interest and tax for the year/period attributable to equity shareholders of the Company divided by the Capital employed. Capital Employed represents Tangible Net worth + Total Debts [Short term Borrowings and Long term borrowings]- Deferred Tax Asset.

Market Opportunity

The Quick Service Restaurant (QSR) industry is one of the most dynamic and rapidly growing segments of India's food service market. Characterized by its ability to offer fast, convenient, and affordable dining experiences, the QSR sector has become an integral part of the urban and semi-urban lifestyle in India. The sector currently contributes about 1.9% to the country's GDP. The Indian organised QSR market valued at INR 674.4 billion in FY 2024 and is expected to grow at a CAGR (Compound Annual Growth Rate) of 17- 18% between FY 2024-28, to reach approximately INR 1,270-1,311billion by FY 2028. India's unique demographic factors—including the world's largest youth population, rising disposable incomes, and increasing urbanization—have created fertile ground for the growth of QSRs. These restaurants serve a wide customer base, from time-strapped professionals seeking quick meals to families and youth looking for affordable dining options. International brands like McDonald's, KFC, and Domino's, alongside domestic players such as Haldiram's, Barista, and Wow! Momo, have expanded aggressively, contributing to the formalization of this segment.

The Current state of Indian food service industry and Organised Quick Service Restaurant (QSR) industry according to the India Food Services Report 2024 by the National Restaurant Association of India, the Indian *food service market is valued at INR 5.7 trillion, with organized food service business operating in QSR segment contributing 27% of the total organised food service market translating into the market size of INR 674.4 billion. Currently, the overall food services sector contributes about 1.9% to India's GDP.*



Source: NRAI

An Overview of Organized Café Segment in India

The café segment in India has undergone remarkable growth and transformation, evolving from a niche market to a vibrant and essential part of the country's food and beverage landscape. This segment encompasses a variety of establishments, including coffee shops, specialty cafés, and chains that offer a range of coffee and tea-based beverages and snacks.

Tea and coffee outlets, and bakeries along with dine in facility are considered a café. Tea, the preferred, most consumed beverage across India, has always been a cornerstone of hospitality, culture, and daily life. Traditionally, tea as a beverage was available in small tea shops apart from consumption at homes. However, the market for tea consumption with a dine-in experience started a revival with the rise of organized tea cafes. In the early 2010s, a new trend of emergence of tea cafes in urban neighborhoods, malls, and shopping centers.

The organized café segment in India is thriving, fueled by evolving consumer preferences, particularly among younger, urban, and aspirational demographics. The rise of tea and coffee culture in a dine-in setup in India is attributed to changing lifestyles, urbanization, and an increasing preference for quality beverage experiences, with international variants and flavours. Consumers are seeking places to socialize and relax, leading to a surge in demand for cafés that offer not just beverages but also a conducive environment for gathering.

One of the critical drivers for this segment's growth is the expansion of India's retail infrastructure, including shopping malls, high streets, and commercial complexes. As per Industry stakeholders, India was a home to more than 750 operational Shopping Malls, with a combined area of over 200 million sq. ft. as of 2024. While nearly 200 plus mall shopping malls encompassing 60 million sq. ft of retail space are expected to be added over the next five year between 2025 and 2030. This growth provides ample opportunities for café chains to establish their presence in prime locations, capitalizing on increased foot traffic and consumer spending.

Current Landscape in Organized Tea Retailing

Tea is the staple drink and is ranked as the second most consumed beverage after water. India is the world's top tea-consuming country with 80% of the tea produced is consumed by domestic population. As per the Indian Tea Association, India's tea consumption has increased consistently at 2.5% CAGR between FY 2014- 24 increasing from 1,084 million Kgs to 1,215 million kgs. Besides regular consumption at home, this growth is also attributed to out of home consumption, driven by the increasing presence of organized tea retailing café business in India.

The tea consumption in India is poised for steady consumption growth through the emergence of structured and organized tea Quick Service Restaurants (QSRs).

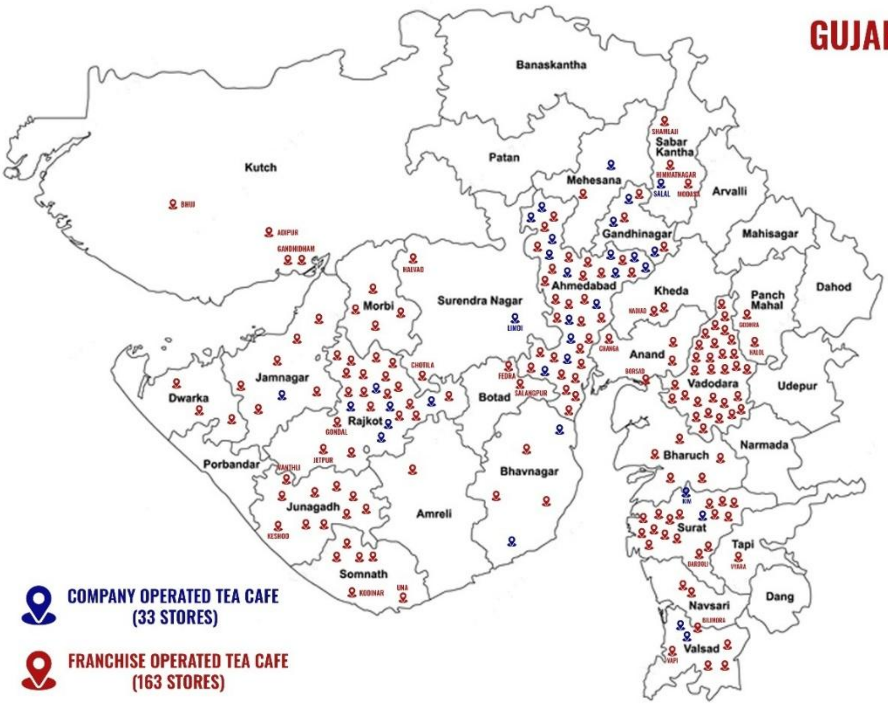
Current Landscape of Organised Tea Cafés

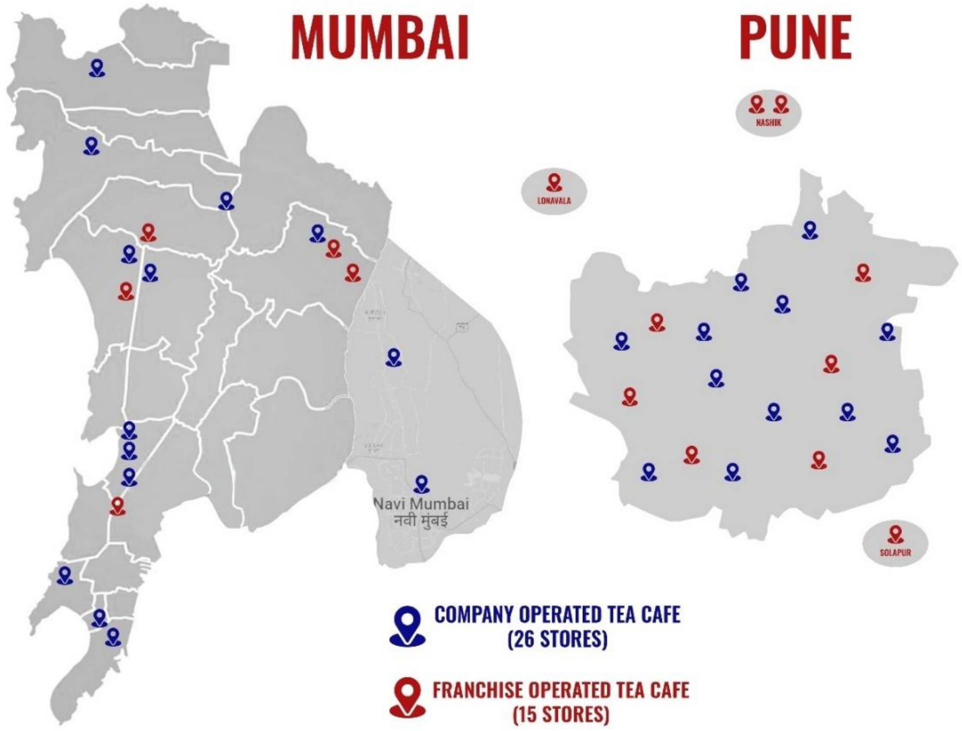
The tea retailing landscape in India has undergone significant transformation over the past decade, driven by innovation, changing consumer preferences, and technological advancements. In contrast to coffee café which started in India in early 2000 with the indigenous brands such as café Coffee Day and arrival of other international brands such as Starbucks, Costa Coffee, Gloria Jeans, etc., the tea café culture made its way in urban neighbourhoods, malls, shopping centres, etc. only in 2010. Chai point followed by Chaayos which was launched in 2012, were the pioneers in the organised tea café retailing segment in India. These two brands popularized the concept of drinking tea in sophisticated designed places. Witnessing the healthy growth trend, multiple other homegrown companies and foreign companies have explored the tea café chain industry in India. Besides Chai Point and Chaayos, the country presently is a home for several other tea café brands that operate is format ranging from kiosk retail outlet to large format. These include Tea Post, Chaiwaale, MBA Chaiwala, Kannu Ki Chai, Chai Sutta Bar, Chai King, Bagh Bakri Tea Lounge, etc.

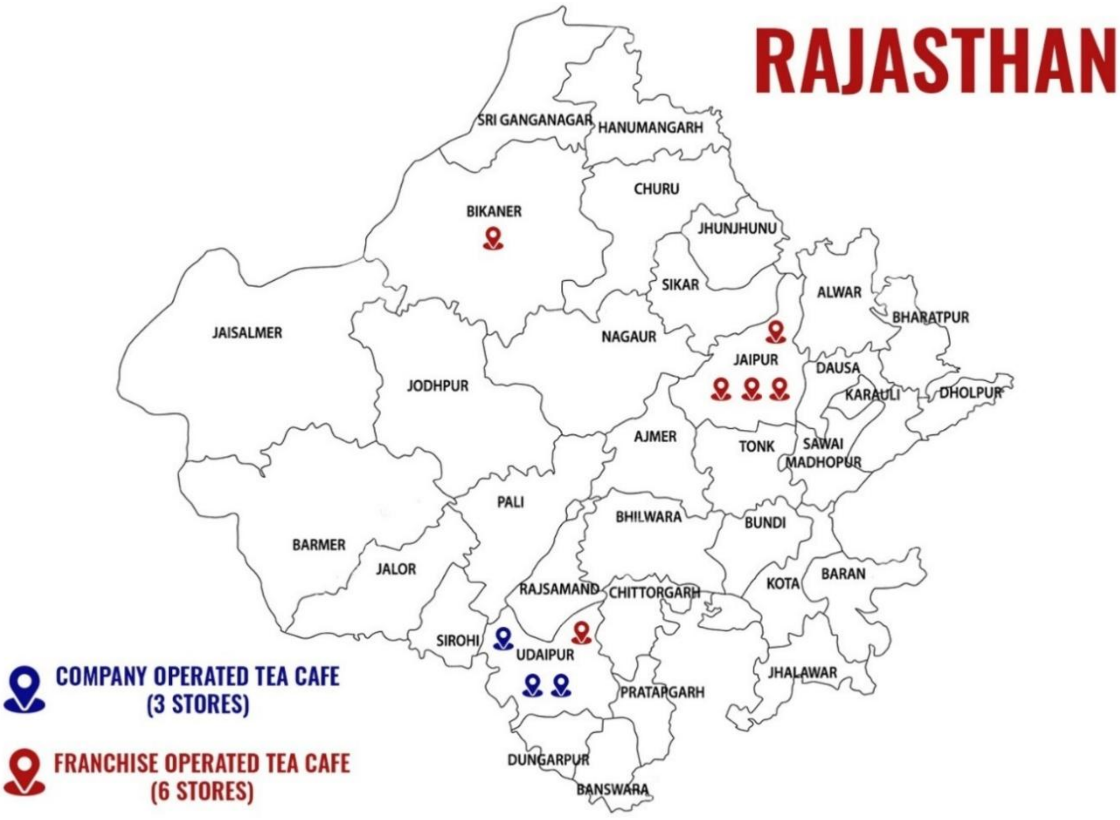
(Source: D&B Report)

Our Geographical Presence

The geographical presence of our Tea Cafés as on February 28, 2025 is as depicted below.



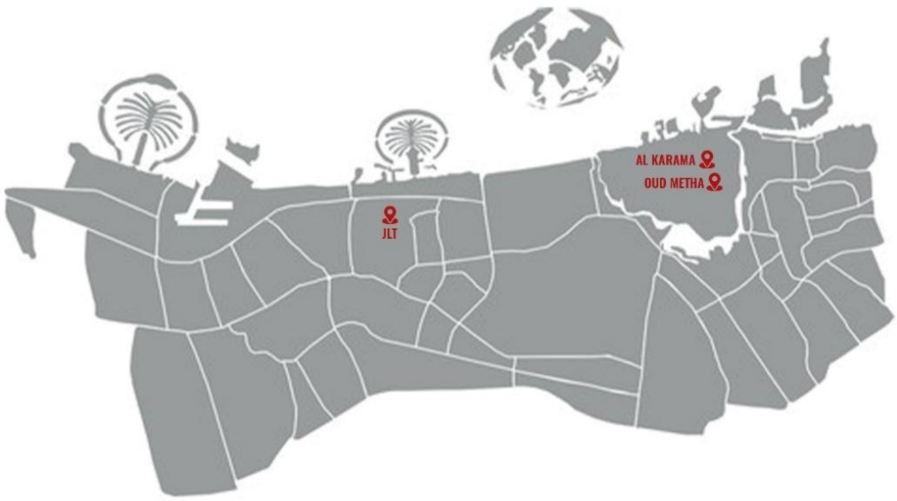

MUMBAI
PUNE
NASHIK
LONAVALA
SOLAPUR
Navi Mumbai
नवी मुंबई
COMPANY OPERATED TEA CAFE
(26 STORES)
FRANCHISE OPERATED TEA CAFE
(15 STORES)


RAJASTHAN
SRI GANGANAGAR
HANUMANGARH
CHURU
BIKANER
JHUNJHUNU
SIKAR
ALWAR
BHARATPUR
JAISALMER
NAGAUR
JAIPUR
DAUSA
JODHPUR
KARAULI
DHOLPUR
AJMER
TONK
SAWAI
MADHOPUR
PALI
BHILWARA
BUNDI
BARMER
JALOR
KOTA
BARAN
RAJSAMAND
CHITTORGARH
SIROHI
UDAIPUR
JHALAWAR
PRATAPGARH
DUNGARPUR
BANSWARA
COMPANY OPERATED TEA CAFE
(3 STORES)
FRANCHISE OPERATED TEA CAFE
(6 STORES)

INDORE
(MADHYA PRADESH)

FRANCHISE OPERATED TEA CAFE
(2 STORES)

DUBAI



FRANCHISE OPERATED TEA CAFE
(3 STORES)

Our Operations

We operate our Tea Cafés under; (i) company-operated model; and (ii) franchisee-operated model.

Company-operated Tea Cafés

Under the company-operated café model, we assume full responsibility for setting-up, managing and operating the Tea Cafés. This encompasses a comprehensive range of responsibilities, from the initial site selection to ongoing operational oversight, ensuring that each of the Tea Café aligns with business philosophy and objectives and adheres to operational standards.

Tea Café location and lease arrangements: We are responsible for identifying and selecting suitable Tea Café locations based on our cluster-based approach, market research, customer demographics, and business considerations. This process involves evaluating potential sites and finalizing lease terms. Once an appropriate location is identified, our team negotiates and executes the lease or rental agreement with the property owner or landlord. This includes finalization of lease consideration, lease duration, renewal clauses, and other essential terms of the lease arrangements.

Café setup and interior design of Tea Café: Simultaneously with finalization of the lease arrangement, we appoint a suitable vendor that oversees the entire café setup process which includes the standardized design, construction, and interior work. Our Tea Café design is planned to reflect our brand's identity, customer experience objectives, and operational efficiency. All expenses related to the construction, interior furnishing, signage, and café fixtures are borne by the Company.

Ongoing Operational Management: Once the Tea Café is operational, the Company assumes responsibility for all ongoing operational tasks. These include hiring and training of staff, overseeing daily Café operations, and ensuring that the Café adheres to our Company's service standards. All other expenses incurred in Café operations are recorded in our Company's books of accounts. This includes, but is not limited to utilities, manpower expenses, Café maintenance, etc.

Revenue Recognition: The revenue generated from the sale of goods or services at these Tea Cafés is recorded as revenue from operations in the Company's financial statements. This includes all sales transactions, whether through in-Café purchases, online orders processed through our Tea Cafés, or any other form of customer transactions.

Franchisee-operated Tea Cafés

Under the franchisee-operated model, we enter into agreements with independent franchisees to allow them to operate Tea Cafés under our brand. The franchise arrangement enables us to expand our reach by allowing the franchisees to operate and manage the day-to-day operations of our Tea Cafés. Under this model, the franchisee is responsible for the Tea Cafés capital investment and operational management, while we provide ongoing support, training, and resources to ensure consistency and uphold our brand's standards.

Franchise Agreement and Royalty Terms: The franchise agreement is generally structured for an initial term of 5 years. Under the arrangement, the franchisee is required to pay a one-time franchise fee upfront, which ranges from ₹2.5 lakhs to ₹7 lakhs per Café, depending on the Café format and location. We also receive certain interest free deposit from such franchisees. At the end of initial term, the franchise agreement may be renewed under mutually agreeable terms. Under the franchise arrangement, the franchisee is also required to pay us a royalty fee of 5% of the Tea Café's gross sales and the said royalty fee is paid on a bi-monthly basis, as per the terms of the franchise agreement.

Tea Café location and lease arrangements: We are responsible for identifying and selecting suitable Tea Café locations based on our cluster-based approach, market research, customer demographics, and business considerations. This process involves evaluating potential sites and finalizing lease terms. Once an appropriate location is identified, our team generally negotiates and executes the tripartite lease or rental agreement with the property owner or landlord and franchisee to ensure that we retain control over the said Tea Cafés and lease terms. This includes finalization of lease consideration, lease duration, renewal clauses, and other essential terms of the lease arrangements. Tripartite agreement grants us the ability to retain established Tea Cafés premise in case of surrender of franchisee or while switching franchisees who may not be delivering desired results to our Company. In cases where the franchisee is interested in setting up the Tea Café on their owned property or identifies the location on his own, the Tea Café's operations are governed by the franchise agreement.

Café Equipment & Fit-Outs: We strive to maintain a standard design and layout of all our Tea Cafés to ensure that the Café complies with our brand standards and operational requirements. The franchisee has the option to either independently manage the Café setup or engage us for assistance with the Café establishment process. All of the Tea Cafés fit-outs and equipment are designed to align with the brand identity and to meet operational standards, ensuring consistency in appearance and functionality across our Tea Cafés.

Supply of Raw Materials: In order to maintain our product consistency and quality across all Café locations, the franchisees are required to obtain dry stock materials, including tea blends, coffee powder, drink mix and other essential ingredients required for Café operations from our supply centres against a cost. While the frozen stock supplies, such as fries, samosa, etc. are provided by our identified vendors, perishable items such as milk and other dairy products are sourced directly by the franchisees from brands identified by us. This ensures that the quality of these perishable products aligns with the standards set by the Company.

Café Audit: We also implement a standard audit process across our franchisee-operated Tea Cafés to ensure compliance with established operational standards. Audits are conducted regularly at franchisee locations to assess and verify adherence to specified parameters by our internally trained dedicated audit team. For all our Tea Cafés, quality and operational audits are performed on a regular basis.

Support to franchisees: We provide comprehensive support to franchisees at every stage of the Tea Cafes' lifecycle, ensuring a successful alliance and consistent operational performance.

Before Setup: We assist the franchisee with location identification, ensuring that the Café is situated in a high-traffic, strategically beneficial area to align with our cluster-based approach. The Company also supports the Café setup process, including Café design, interior fit-out, implementation of IT systems and software, and supply of raw materials. This is aimed to ensure that the Café is equipped to start operations from day one.

Upon opening of the Tea Café, we follow the below listed process:

- ***Introductory Phase***: Upon opening, the franchisee receives staff training and operational guidance from the Company. The training includes product preparation knowledge, customer service standards, Café management practices, and personnel training. Mentorship is provided to the franchisee, helping them navigate the early challenges of managing a new Café while ensuring that operational standards are met.
- ***Growth & Maturity Phase***: As the Café becomes established, the Company provides ongoing support to help the franchisee scale operations. This includes advice on inventory management, staff optimization, marketing strategies, and sales growth. The Company may also provide further training to ensure that the franchisee can manage increased Café volume effectively. Additionally, the franchisee has the option to sell the Café to a third-party, subject to the Company's approval, offering an opportunity for exit or expansion.

Set out below is the sales from Company-operated and Franchise operated Tea Café for the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 :

(₹ in lakhs unless stated otherwise)

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	(%)	Sales	(%)	Sales	(%)	Sales	(%)
Company-operated	1,972.40	34.24%	3,512.55	34.34%	2,565.47	31.94%	1,352.89	30.86%
Franchisee-operated	3,788.33	65.76%	6,716.59	65.66%	5,467.93	68.06%	3,031.70	69.14%
Total	5,760.73	100.00%	10,229.14	100.00%	8,033.40	100.00%	4,384.59	100.00%

Sales data inclusive of GST.
As certified by the Statutory Auditors through certificate dated March 27, 2025

Our cafés are categorized under three (3) formats based on the café size, positioning and target audience. Set out below is description of the formats of active café under the brand '*Tea Post*' as of February 28, 2025:

Format	Positioning	No. of Tea Café*
A Place to Talk	Modern version of small tea centre (*Tapri***)	186
Apni Chai Ki Dukaan	Neighbourhood Café	59
Desi Café	Experiential Café	5
Dark Kitchen	Delivery only Café	1

As certified by our Statutory Auditors, vide certificated dated March 27, 2025

A Place to Talk (PTT)

Our "A Place To Talk" Tea Cafés are compact outlets specifically designed to fit in urban and semi-urban locations. With a smaller seating capacity compared to our larger Tea Cafés, these cafés are planned to accommodate transient or floating patrons throughout the day. This format of Tea Café, enables us to strategically target high-footfall locations such as universities, shopping malls, hospitals, corporate parks, and markets, thereby enhancing accessibility for a broad customer demographic, while offering a convenient and practical Tea Café experience.

Apni Chai Ki Dukaan (ACKD)

Our "Apni Chai Ki Dukan" format of Tea Café is a larger format as compared to our "A Place To Talk" Tea Café format. These air-conditioned Tea Cafés, feature a mix of both indoor and outdoor seating configurations and are strategically situated to serve in high footfall locations such as prominent thoroughfares, commercial marketplaces and shopping centres. They are designed to provide an environment conducive to a quality experience for guests during their visit. With the capacity to accommodate small to mid-sized gatherings, such as meetings, social events, sports viewings, and workshops, these Tea Cafés cater to a wide range of customer needs and occasions.

Desi Café

Our "Desi Café" outlets are designed as an experiential tea outlet featuring open spaces, that can accommodate a large volume of customers. The layout is planned to include multiple seating areas surrounding the kitchen, thereby facilitating both indoor and outdoor hospitality.

Our Desi Café outlets are also equipped with a large open space and/or amphitheatre, making the premises suitable for organization of events, workshops, and large-scale gatherings. This feature aims to enhance the versatility of the outlets, allowing it to accommodate both regular visitors and host larger events, thereby broadening its utility and customer base.

The Desi Café outlets are strategically situated at locations intended to provide customers with an accessible retreat from the urban environment, offering a conducive setting aimed at ensuring both the functionality and appeal of the outlets for a diverse range of visitors.

Dark Kitchen & Events

Our Company has recently introduced a new experimental format i.e. Dark Kitchen, with target to cater the customers who prefer the convenience of enjoying our product offerings without the need for in-store seating. These are in a compact space, typically occupying 80-100 square feet, focus on efficient food and beverage preparation and delivery to meet the demand for quick, on-the-go tea experiences. As on date, we are experimenting this model and believe that the as Dark Kitchen model are scalable due to the rising trend of delivery-based service and allows for expansion across various locations, particularly in high-traffic areas where space is limited and bringing a wider customer base within the grasp of the Company.

We also put up temporary stores at weddings, corporate meetings, festivals, flea markets, and carnivals to boost brand awareness, sales, and audience engagement. These pop-up locations allow us to capitalize on high foot traffic, offering a way to strengthen our market presence, build brand awareness, and foster direct customer engagement.

Set out below is the Format wise Tea café sales for six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 as under:

(₹ in lakhs unless stated otherwise)

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	(%)	Sales	(%)	Sales	(%)	Sales	(%)
PTT	3,017.31	52.38%	5,677.67	55.50%	4,412.62	54.93%	2,556.90	58.32%
ACKD	2,283.64	39.64%	3,649.98	35.68%	2,811.51	35.00%	1,313.55	29.96%
Desi Café	445.64	7.74%	870.74	8.51%	805.81	10.03%	514.13	11.73%
Others*	14.13	0.25%	30.75	0.30%	3.46	0.04%	-	0.00%

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	(%)	Sales	(%)	Sales	(%)	Sales	(%)
Total	5,760.73	100.00%	10,229.14	100.00%	8,033.40	100.00%	4,384.59	100.00%

Others include Dark Kitchen and Event.
Sales data inclusive of GST.
As certified by the Statutory Auditors through certificate dated March 27, 2025

Our Supply Centres

In order to service our Tea Cafés across various geographies, we operate two (2) supply centers located in Ahmedabad, Gujarat as of February 28, 2025. These supply centers are responsible for sourcing and supplying the primary raw materials required for the preparation of tea, snacks, and other menu items, as well as other consumables and equipment needed by company operated and franchisee operated Tea Cafés. To meet the primary raw material needs of our Tea Cafés in all areas across Gujarat, with the exception of the Kutch region, we have deployed our owned delivery vehicles along with third-party delivery vehicles. For Tea Cafés located in other Indian states i.e. Maharashtra, Rajasthan and Madhya Pradesh along with the Kutch region (Gujarat), our Company utilizes third-party logistics service providers to manage the transportation and delivery of goods. The supply of frozen snacks and certain food products including bakery materials are sourced by our Cafes, exclusively from company identified vendors. Such vendors are selected based on their market serviceability, ability to meet our quality standards and product specifications. The vendors are responsible for directly delivering these products to our Tea Cafés, and we subsequently invoice our outlets for such delivered items.

This centralized approach to sourcing and supply helps us maintain consistency across all Tea Cafés, ensuring that product quality is consistently monitored and maintained. It also provides us with a leverage to negotiate favorable monetary terms with its vendors. Additionally, this system aims to ensure timely and efficient delivery of products to both company-operated and franchisee-operated Tea Cafés, ensuring that operational needs are met.

Revenue from Operations

Our revenue from operation comprises; (i) sale of products which include Tea Café sales from company-operated Tea Cafés and sales made by our supply centres to franchisee-operated Tea Cafés; (ii) sale of services which includes royalty income, franchisee income; and (iii) other operating revenue.

(*₹ in lakhs unless stated otherwise*)

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% of total revenue from operation	Amount	% of total revenue from operation	Amount	% of total revenue from operation	Amount	% of total revenue from operation
Sale of Products (A)	**2,757.42**	**87.89%**	**4,807.92**	**89.00%**	**3,624.54**	**83.82%**	**2,199.75**	**84.99%**
Sales of Services								
Royalty Income	188.30	6.00%	324.64	6.01%	292.11	6.76%	151.01	5.83%
Franchisee Income	137.97	4.40%	179.00	3.31%	114.26	2.64%	36.64	1.42%
Total Sales of Services (B)	**326.27**	**10.40%**	**503.64**	**9.32%**	**406.37**	**9.40%**	**187.65**	**7.25%**
Other Operating Income (C)	53.77	1.71%	90.40	1.67%	293.36	6.78%	200.80	7.76%
Total (A+B+C)	**3,137.47**	**100.00%**	**5,401.96**	**100.00%**	**4,324.77**	**100.00%**	**2,588.20**	**100.00%**

OUR STRENGTHS

We are amongst the fastest growing Tea Café chain with track record of growth and operational profitability.

We are amongst the fastest growing organized tea café QSR companies in terms of sale growth and the fastest growing company in terms of EBITDA growth in the last three year amongst the selected peers We operate the largest network of tea cafés in the state of Gujarat in terms of *Tea Cafe* (*Source: D&B Report*).
Our operations encompassed a network of 251 active company-operated and franchisee-operated Tea Cafés as on February 28, 2025 located across 61 cities spread across Tier I, Tier II and Tier III within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh and three (3) newly opened franchisee-operated Tea Cafés in Dubai, UAE.

During the six-month period ended September 30, 2024 and preceding three Fiscals, our revenue from operations was ₹3,137.47 lakhs, ₹5,401.96 lakhs, ₹4,324.77 lakhs and ₹2,588.20 lakhs, respectively. We have grown steadily in the recent years and expanded our Tea Café network from 145 Tea Cafés as on March 31, 2022 to 251 Tea Cafés as of February 28, 2025. Our total bill cuts, increased from 29.63 lakhs in Fiscal 2022 to 63.91 lakhs in Fiscal 2024.

In addition to serving in-café orders, we also have served around 3.31 lakhs, 5.52 lakhs and 3.22 lakhs orders through third-party food delivery applications, during the six-month period ended September 30, 2024, Fiscal 2024 and Fiscal 2023 respectively. Further, out of total 189 franchisee-operated Tea Cafés as on February 28, 2025, 62 Tea Cafés are more than five years old which reflect our brand identity and acceptance in the market.

Tea Café age data for company operated and franchisee operated Tea Café as on six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 is as follows:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
More than 1 year and less than 3 years	82	90	53	43
More than 3 years and less than 5 years	44	40	50	42
More than 5 years	68	56	33	26

As certified by the Statutory Auditors through certificate dated March 27, 2025

We have generated strong cash flows from our operations which has enabled us to further invest in our business. The total net cash flow from operations was ₹ 244.41 lakhs, ₹ 744.43 lakhs, ₹ 26.98 lakhs and ₹ 314.58 lakhs during the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. Our ability to generate cash from our operations enables us to consistently pay our vendors on time, allowing us to benefit from vendors discounts. We believe that our local market knowledge, supply chain efficiencies and effective inventory management has also enabled us to attain higher cost competitiveness and consistent profitability.

Market presence and geographic reach with cluster-based expansion

Our business has grown progressively in the past years, driven by expansion of our company-operated and franchisee-operated Tea Café network. We focus on deepening our presence in the regions we operate in before venturing into new markets which has led us to establish brand presence in Gujarat and Maharashtra. This approach fosters strong brand recognition among target customers, enhances our understanding of local market dynamics and customer preferences, and allows us to establish a robust supply chain while managing costs effectively. Going forward, we plan to continue to deepen our store network in the geographies where we operate and also gradually expand our network of Tea Cafés into new regions while adhering to our cluster-focused expansion strategy.

The key highlights of our expansion of tea café during the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 are set out below:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of New Tea Cafés opened	**18**	**33**	**64**	**34**
Company-operated	6	14	25	6
Franchised-operated	12	19	39	28
Cumulative number of Tea Cafés	**229**	**218**	**198**	**145**
Company-operated Tea Cafés	57	56	49	28
Franchised-operated Tea Cafés	172	162	149	117

As certified by the Statutory Auditors through certificate dated March 27, 2025

Under our cluster-based approach, we initially establish a presence in new target cities by launching company-operated Tea Cafés in high-traffic, high-visibility areas. Subsequently, we develop a network of company-operated and franchisee-operated Tea Cafés within the same cluster. This model of expansion, through a combination of company-operated and franchisee-operated Tea Cafés, enable us to rapidly scale our café network. As a result of this approach, our tea café active store count has grown from 145 at end of Fiscal 2022 to 251 as on 28th February 28, 2025 comprising 62 company-operated and 189 franchisee-operated Tea Cafés.

While opening new Tea Cafés, we focus on identifying 'growth pockets', by evaluating various factors, including population density, proximity and performance of competitors, customer and vehicular traffic, customer accessibility, potential for growth and development of the locality, local population demographic and economic condition. Additionally, we also access purchasing power of the population, expected sales potential, strategic benefits, and Café location characteristics to ensure sustainable growth and operational success.

The table below highlights the growth trends in Tea Café during the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 across our clusters underscoring the effectiveness of our approach in driving our growth prospects.

Cluster	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
India				
Rajkot, Gujarat	66	63	56	46
Ahmedabad, Gujarat	49	46	45	31
Baroda, Gujarat	40	40	39	34
Surat, Gujarat	25	22	17	11
Mumbai, Maharashtra	18	20	17	9
Pune, Maharashtra	16	15	12	4
Jaipur, Rajasthan	5	5	6	6
Udaipur, Rajasthan	4	3	3	2
Indore, Madhya Pradesh	2	2	2	2
Rest of Maharashtra	1	1	1	0
Outside India				
Dubai	3	1		
Total	**229**	**218**	**198**	**145**

As certified by the Statutory Auditors through certificate dated March 27, 2025

Strong customer proposition

We offer a customer proposition that we believe enables us to attract customers and drive footfalls at our Tea Café. The key pillars of our customer proposition include our value leadership and variety of offerings under one roof.

Value leadership: Our focus on value leadership is a fundamental driver of our business. Our aim has not only been to offer quality products that are tailored to Indian taste and preferences, but also to provide substantial value at attractive price points. We offer basic tea variants for as low as ₹10 per cup while other tea variants and coffee start at ₹25 per cup. Our snack offering range starts from ₹25 onwards. We believe our Tea Cafés provide an exceptional value for money proposition to the customers who get to experience tea at affordable prices in a modern setting.

Variety: We have a wide variety of 15+ (hot and cold) types of tea covering both traditional and modern variants. In addition to this, we also serve western hot as well cold beverages including coffee, soda-based drinks, shakes, etc. While our core strength is tea, we continuously strive to enhance our customer experience by providing a variety of snacking options that complement our beverages. These include upma, poha, samosa, sandwiches, french fries, muska bun, garlic bread, etc. From time to time, we also create limited time offering, which we believe drives excitement and appeal for our customers. As we continue to expand our store footprint across India, we have also launched specific regional product innovations, such as theplas, khichu and handvo in Gujarat, vada pav and sabudana vada in Maharashtra. This wide choice and variety in our menu help us attract customer visits to our restaurants. We keep on updating our menu from time to time to offer fresh variety to our customers which also complement our offerings.

Operational excellence

We have made significant investments in our operations and have established a well-defined operating procedures that help our Tea Cafés to consistently deliver tasty dishes, while maintaining the standards of food safety, hygiene, and customer experience. These operating procedures are consistent with the industry standards with respect to product quality, food preparation methods, food safety and cleanliness and customer service standards. All our Tea Cafés are FSSAI certified. To ensure consistency and standards across Tea Cafés, we have multiple levels of supervision and quality control for our store operations including regular as well as surprise audits. Additionally, we deploy a divisional operation manager who supervises upto 20 Tea Cafés in a particular cluster. Over the years, we have also invested in kitchen design along with specialty equipment, such as fryers, ovens, mixers, refrigeration equipment among others to enhance food safety, decrease service time and reduce human error. Our supply chain function works with our set of vendors for food ingredients, packaging, warehousing and logistics with the goal of providing our Tea Cafés with the optimum level of inventory in a cost-efficient manner. Our operational excellence has allowed us to respond to the serious disruptions we faced during the COVID-19 pandemic.

Highly scalable platform for growth

We believe our company's business model which runs on a cluster-based approach with a mix of company-operated and franchisee-operated Tea Cafés increases our business scalability without any substantial investment at our end. Our standardized approach with respect to design, ambience and outlay of our store ensures fast store setup and consistent experience across multiple Tea Cafés in different regions.

We believe our extensive experience in setting-up Tea Café outlets gained over the years plays a critical role in helping us identify suitable store and ensuring optimization of space, labour, other operational costs and product offerings enabling us and our franchisee-operated Tea Cafés to achieve higher average sales per store across our store network in India. We have established performance indicators that we actively track across our clusters. We believe our operational expertise and systematic approach enables us to react quickly to market opportunities and to grow our business in substantially.

Set out below is the average sales per month per Tea Café for the Six-month period ended 30th September 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in lakhs)

Particulars	Six-month period ending September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Company-operated	5.77	5.23	4.36	4.03
Franchisee-operated	3.67	3.46	3.06	2.16
Overall	4.19	3.91	3.38	2.51

Sales data inclusive of GST.
As certified by the Statutory Auditors through certificate dated March 27, 2025

The average sales per Tea Café per month has grown at a CAGR of ~22.75% from the Fiscal 2022 to six-month period ended September 30, 2024. At the same time, our Same Store Sales Growth ("**SSSG**") has also witnessed an increasing trend in the past indicating strong organic growth across company-operated and franchisee-operated Tea Cafés.

The following table sets forth same store sales growth for the six-months ended September 30, 2024 v/s September 30, 2023, Fiscal 2024 v/s 2023 and Fiscal 2023 v/s 2022:

Particulars	Six-month period ending September 30, 2024 vs September 30, 2023	Fiscal 2024 vs Fiscal 2023	Fiscal 2023 vs Fiscal 2022
Company-operated	6.27%	6.39%	52.17%
Franchisee-operated	7.09%	6.93%	39.35%
Overall	6.83%	6.75%	43.29%

As certified by the Statutory Auditors through certificate dated March 27, 2025

Experienced and professional management team

We believe that our Promoters, Darshan Dashani and Sameer Dashani form the backbone of our Company's success. Our Promoter, Darshan Dashani brings over 20 years of extensive experience across the entire tea value chain, gained during his tenure at 'Amiree.' From managing tea gardens and cultivating tea plants to processing, logistics, and distribution, his expertise serves as the foundation on which our Company stands.

Our management team is a blend of experienced and growth-oriented professionals with experience in the food & beverage and retail industry.

To assist our management, we have a dedicated teams across our network of company-operated Tea Cafés. Our team is a critical link to our customers and we seek to develop skills that can enhance their work experience by providing regular training as well as appropriate recognition. We place strong emphasis on instilling our core values in each and every staff member that is onboarded either for company-operated or franchisee-operated Tea Cafés during their induction process.

OUR STRATEGIES

Increase store revenues by generating higher footfalls and driving increased consumption

We intend to increase store revenues by optimizing the location of our Tea Cafés and by driving increased consumption. To achieve this, we will continue the disciplined expansion of our store network with a focus on generating higher footfalls and higher revenue per store. In addition, given our unique cost advantages, we have been able to price our products competitively, keeping it in line with our philosophy of higher customer value proposition. We believe that the pricing of our product offerings vis-à-vis some of our key competitors is significantly competitive, which provides us with ample scope to increase our menu prices in line with the customer discretionary spending sentiment. We intend to leverage our deep understanding of the markets that we have gained through the experience of operating in the tea business in the last decade to build a stronger Tea Café network. We intend to improve our product mix to drive greater consumption leading to higher average realization per bill. We regularly conduct market surveys to better understand our customer base and the food and beverage trends in India. We will use this information to offer customers new tea-based beverages and other products. We believe the results of our R&D will lead to improving the mix of product offerings, particularly our food offerings, which we believe will drive higher consumption across our outlets and thereby increase the key operational metrics, such as average sales per Tea Café and the SSSG.

In addition to increasing revenues by driving higher footfalls at our Tea Cafés, we also intend to strengthen our partnerships with third-party delivery aggregators as part of our omnichannel growth strategy. This initiative is aimed at increasing the volume of online orders, enhancing customer convenience, and expanding our delivery reach across key markets. By doing so, we can tap into a broader customer base while simultaneously optimizing operational efficiency and improving brand visibility on digital platforms.

In addition, we also intend to continue our focus on tailoring our food menu to drive consumption at different points in time of the day, including at non-peak hours like early morning and lunch time, introducing smart combo options, etc. thereby better utilizing our Tea Café capacities. We intend to enhance our communication with our customers so that they better understand our value proposition – quality food and beverages at affordable and

competitive prices. We will continue to increase our engagement with our customers to better understand their expectations and to increase their affinity to our brand. We believe our customers' satisfaction and delight is the key to the success and growth of our business. We will endeavour to increase our interactions with our customers through social media and other platforms and constantly seek and review feedback on our offerings through product-tasting and measuring behavioural response
to our new products.

Actively manage unit economics and achieve economies of scale through operational leverage

We intend to continue to actively manage the unit economics of our business and achieve economies of scale through operational leverage in order to drive further cost efficiencies and expand our margins. As we continue to grow the number of Tea Café, our corporate-level fixed costs, in particular our brand building and corporate-level administrative expenses, will be better absorbed across higher sales from a larger network of Tea Cafés. We also intend to realise further cost efficiencies and benefit economies of scale by leveraging our vertically managed and scalable shared supply chain infrastructure with our third-party vendors, which we believe will drive our gross margins. As the number of our Tea Café grows using our cluster approach and market penetration strategy, we also intend to continue to drive down our transportation costs, which are embedded in our cost of material consumed, since this will enable us to supply multiple Tea Cafés at lower per unit cost due to their proximity to each other. We also intend to continue to optimize spending on ingredients, reduce our exposure to price fluctuations and target best procurement prices by maintaining multiple suppliers for most of our key products, which enhances our buying power and enables us to generate competitiveness. We believe these advantages will drive cost efficiencies and expand our gross margins as our business grows.

Expanding in existing markets and entering new geographies with company-operated and franchisee-operated Tea Cafés

We plan to leverage the brand equity of "Tea Post" to deepen our presence in existing markets and enter new ones, with the goal of expanding our footprint and increasing market share. Our expansion strategy includes opening new Tea Cafés in Gujarat, Maharashtra, and Rajasthan, as well as entering high-potential markets such as Bengaluru (Karnataka), Chennai (Tamil Nadu)and Hyderabad (Telangana) in South India and/or Delhi NCR in North India to meet the growing demand for tea cafés in these regions. We intend to utilise a portion of Net Proceeds of the Fresh Issue for setting up of new company operated Tea café. For details, see "***Objects of the Offer***" on page 116.

We intend to increase the pace of expansion of our company-operated Tea Café by penetrating into existing markets as well as entering into new geographies. Leveraging our business experience and exposure to diverse formats and cities across multiple catchment areas, we strategically intend to enhance the proportion of company-operated stores, thereby driving profitability and fostering organic brand growth and at the same time also encourage franchisee operated tea café. Our goal is to achieve an optimal mix across different Tea Café formats to drive foot traffic and effectively compete with other Tea Cafés in India. We plan to continue to build our store network through this cluster approach and market penetration strategy with the objective to provide greater convenience and accessibility for our customers across existing and new geographies. As we expand our restaurant network, we will target new geographies where we identify market gaps for organized tea café chains. Our flexibility regarding Tea Café formats allow us to strategically plan market entry and better understand market dynamics during the initial stages of operations. We also expect our cluster approach and market penetration strategy to help us efficiently manage our supply chain in new regions as we will look to add new warehouses to our supply network to effectively serve the needs of our increasing store network.

Overall, this geographic expansion strategy leverages the strengths of both company-operated and franchisee-operated Tea Café to establish a strong market presence. We plan to continue our focusing on location selection, local adaptation, and efficient operations, with an aim for sustained growth in the Tea Café business across diverse geographies. This focus has earlier given us desired results which is evident by our same store sales growth trend in key clusters.

The following table sets forth the same store sales growth across our major clusters for the six-months ended September 30, 2024 v/s September 30, 2023, Fiscal 2024 v/s 2023 and Fiscal 2023 v/s 2022:

Particulars	Six-month period ending September 30, 2024 vs September 30, 2023	Fiscal 2024 vs Fiscal 2023	Fiscal 2023 vs Fiscal 2022
Ahmedabad	14.21%	6.91%	58.36%
Baroda	2.65%	4.40%	33.97%
Mumbai	7.60%	9.48%	43.57%
Rajkot	-1.78%	6.05%	37.64%
Surat	13.15%	3.68%	35.71%

As certified by the Statutory Auditors through certificate dated March 27, 2025

Continue to introduce new products and improve existing product offerings in order to expand our market share

We have developed a deep understanding of the Indian tea market through years of experience and by following the latest trends around the food and beverage space. We intend to introduce new product offerings across our entire tea-related businesses and thereby provide new experiences to our customers and foster greater customer loyalty and expanding our market share. In addition, we intend to introduce global trends, such as new flavours of specialty teas as well as single serve teas, to the Indian market in a way that appeals to local sensibilities and is cost competitive. We intend to continue updating our food menu across our store network and offering an assortment of fresh food products, including those focused on quality ingredients, nutritional value and great flavour, always keeping the Indian tastes in mind while maintaining international standards.

Further investments in marketing and Branding

We have used an integrated marketing approach since our inception to increase consumer awareness and brand consideration. As part of our marketing strategy, we consistently invest in social media platforms and procure services relating to marketing. For details, see "***Our Business – Marketing and Branding***" on page 206. Going forward, we intend to further invest in marketing and branding activities. We intend to aggressively target India's large and growing millennial population through our marketing and advertising activities, which are mostly on social media, our in-restaurant design and messaging, and the packaging of our goods.

We believe this is crucial to getting both new and returning customers to try our products, boosting foot traffic, and increasing same-store sales in both company-operated and franchisee-operated locations as we work to establish our brand as the most well-known tea café chain in India.

Set out below are the details of our costs incurred towards marketing and promotional activities for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

Particulars	Six-month period ending September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost incurred toward marketing/promotional activities (₹ Lakhs)	62.56	125.69	103.85	51.37
As a % of total revenue from operations	1.99%	2.33%	2.40%	1.98%

Process Innovation and Process Automation

We plan to continue to leverage our brand '*Tea Post*' to capitalize on the growth opportunities in the vending business given the office space additions and increased in-office preference for fresh milk-based beverages (plantation to cup) servings. We intend to enter in the vending business by introducing new variants of vending machines and leveraging our sourcing expertise to cater to the raw material needs of these machines. This business will provide '*Tea Post*' an entry into the B2B business segment as we look to tie-up with hospitals, colleges, corporate offices, etc. for installation of our vending machines. We believe that our vending and tea retail business will strongly benefit from each other and will be pivotal in making '*Tea Post*' a household name in the tea industry.

Further, we have also taken positive strides towards process innovation and process automation. Our Company has engaged with vendors for proof of concept of 3 automated equipments which will supplement our business further. These include an automated tea maker and an automated version of griller and fryer systems used at our tea café. We believe that this will help to enhance our business profitability by cutting down labour costs and/or increase their efficiency while sustaining consistent quality across the board.

MATERIAL PROCUREMENT AND PROCESSING

With an aim of maintaining quality standards and consistency across our Tea Café network, we rely on sourcing ingredients and supplies from our pre-determined reliable sources of vendors. Except for items specifically permitted by the us, all the products and ingredients consumed in Tea Cafés is controlled by the company through its warehouse and authorised vendors. We prioritize engagement with suppliers who meet our quality standards and understand our product requirements and foster mutually beneficial relationships. By carefully managing supplier selection, we are able to keep a check on quality and are able to minimize risks related to product quality. All incoming batches of raw material undergo soft inspections (quality wise and quantity wise) at our supply centres and Tea Cafés, and in case of any defects are returned to the supplier. In case of persistent quality issues with a specific supplier we tend to discontinue business with that supplier.

Tea

Our Company's is able to leverage the experience of our Promoters, in the industry to procure tea from tea estates identified by the Promoters and gardens located in Assam through its distributors. Our Company sources samples of three different grades of tea leaves: Orange Pekoe, Broken Pekoe and Pekoe Fannings from different gardens. These samples are then shortlisted based on body, color and taste. The shortlisted variety are then blended in-house at the supply center to achieve the desired flavor profile as per Tea Post standards to maintain consistency across different batches of tea blend through the year. The blending machine at the warehouse has a capacity to blend up to 330 kilograms of tea leaves in about 25 minutes.

Consumables

Consumables (including tissue papers, cups, disposable plates, and packaging materials) and edible material (poha, upma, khakra, bhakri, chocolates, cookies, sauces, spice, etc.), are customized with the company's branding, featuring its name and logo. These items are sourced from identified suppliers to ensure consistent quality and brand alignment. Our Company maintains a centralized inventory for these items at its supply center, where stock levels are regularly monitored to avoid excessive shortages or overstocking. The consumables and edible materials are delivered from our supply centres to our Tea Cafes. Distribution to the Tea Café network is carried out in every 7-15 days systematically based on delivery cycle and café-specific requirements, ensuring timely availability across all locations. Materials delivered from our supply centers to franchisee-operated Tea Cafés on a bill-to-bill basis, are required to be cleared before or along the dispatch of new supplies.

Frozen Stock

Our Tea Cafés are required to procure frozen products, including but not limited to french fries, veggie fingers, samosas, sabudana vada, and certain bakery items such as bread, puff, garlic bread, etc from vendors identified by our Company. These vendors are responsible for directly delivering the specified products to the Tea Cafés. Our Company subsequently invoices the franchisees for the products delivered by these vendors.

In cases where a store is located in area that is not accessible by the vendor network, the Tea Cafés are required to procure the necessary materials independently from the local market as per the brands specified by our Company.

Furniture, Fixtures and Equipment

Majority of equipment used in the franchisee-operated Tea Cafés are sold directly by our Company to the respective franchisees. This arrangement ensures that all necessary equipment for the tea Cafés are procured directly from our Company. In addition to this, our Company maintains an inventory of certain items, including, but not limited to OTGs (oven toasters griller), grillers, induction, and other related equipment. This inventory is available for distribution or replacement whenever needed.

Our Company directly sources and procures the furniture and fixtures necessary for our company-operated Tea Cafés. The furniture and fixtures are manufactured either from our Company's external vendors or, in certain cases, from carpenters engaged by the Company for its needs. The decision regarding whether to source the furniture and fixtures from external vendors or to engage carpenters directly is based on several factors, including the specific store format, layout, design requirements, and other operational and financial considerations.

Dairy and Other Grocery Products

For most dairy products (such as milk, curd, paneer, cheese, and butter) and regular-use grocery items (including salt, honey, soda, wafers, oil, etc.), our Company has identified specific brands that meet its quality standards, ensuring consistency across all Tea Cafés. To maintain freshness and food safety, Tea Cafés are required to procure these items locally on a regular basis. This approach minimizes the risk of spoilage and also aligns with our Company's food safety guidelines while ensuring that customers receive fresh and quality products.

MARKETING AND BRANDING

We have used an integrated marketing approach since our inception to increase consumer awareness and brand consideration. As part of our marketing strategy, we consistently invest in social media platforms to tell customers about events, discounts, and new offerings, as well as to build relationships with them. Additionally, we use inclusive and frequent communications to reach a broad spectrum of customers. We also enter into marketing arrangements with companies providing marketing services which help us in our marketing activities. Over the years, we have actively promoted customer engagement by hosting a variety of tea-related events at our Tea Café. These events are designed to offer consumers a deeper and more immersive experience in enjoying and appreciating the culture of tea, while also strengthening our connection with them.

We believe this is crucial to getting both new and returning customers to try our products, boosting foot traffic, and increasing same-store sales in both company-operated and franchisee-operated locations as we work to establish our brand as the most well-known tea café chain in India. We also conduct a number of activities, such open mic nights, sports and film screenings, local artist workshops, etc., to draw customers and create an engaging environment for our guests.

NEW PRODUCT DEVELOPMENT

The Company is committed to continuous improvement in its product offerings, focusing on the development of new tea blends, flavored beverages, and snacking products that align with the preferences and needs of its customer base. To ensure that the products meet the evolving demands of the market, the Company's team of chefs regularly conducts market visits and monitors viral trends within the food and beverage sector. From the identified market trends, the Company selects those that align with its existing menu profile and overall brand vision. Once potential products are identified, the Company conducts in-house research and development activities with a focus on refining and improving the product concept, while ensuring that the product meets the Company's standards for quality, taste, and also determines raw material requirements, costing, margins, etc. Following the development of a new product, it undergoes a series of taste trials with the senior management. Upon successful completion of the internal trial phase, the product is then subjected to public trials. These public trials are conducted at select store locations where the product is made available to customers, allowing the Company to collect feedback on customer preferences, taste, and overall acceptance. This ongoing product development and innovation process ensures that the Company remains responsive to changing customer demands while maintaining the consistency and quality of its offerings. The introduction of new products is aligned with the Company's broader strategic objectives of diversifying its menu, enhancing customer experience, and maintaining a competitive edge in the food and beverage industry. Furthermore, the Company continuously monitors the performance of new products post-launch, collecting feedback from franchisees, customers, and other stakeholders to assess the product's success and identify any potential for further improvement or modification. This comprehensive approach to product development, from market research through to post-launch evaluation, ensures that the Company consistently delivers products that meet customer expectations and contribute to the overall growth and success of the brand.

HUMAN RESOURCES

We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. The total strength of manpower as on February 28, 2025 is 566 employees.

Department wise details of our employees as on February 28, 2025 is set out below:

Department	No. of Employees
Management Team	5
Business development & Marketing	18
Operations	37
Store Staff	457
Legal & Compliance	5
Administration	4
Accounts & Finance	11
Supply Chain Management & Procurement	25
Human Resource	4
Total	**566**

As of the date of this Draft Red Herring Prospectus, we do not have recognized trade unions at our facilities. We have not experienced any material work stoppages due to labour disputes or cessation of work in the last three fiscal year.

STAFF TRAINING

To prepare for our branch network growth and staffing needs, we regularly train our store managers and on field team. The training includes product preparation knowledge, customer service standards, Café management practices, and personnel training. Mentorship is provided to the franchisee owner, helping them navigate the early challenges of managing a new Café while ensuring that operational standards are met. We employ an extensive screening process for our company-operated Tea Café operators, including both behavioural and working interviews. We conduct regular trainings at all our Tea Cafés, which assures us that future growth can be supported and that every new café outlet location is staffed with managers that are trained in both our brand and our standards. We also cross-train our employees in an effort to create a depth of competency in our critical café functions. Consistent with our emphasis on customer interaction, we encourage our Tea Café managers and team members to interact with customers throughout the day. Our staff members are regularly trained by expert aptitude and skill trainers to provide excellent customer service at the Tea Café level. We also monitor service levels of our Tea Café staff by organizing mystery audits. We have defined processes for all routine operations to ensure consistency in customer experience across our Tea Café Network.

FOOD SAFETY AND STANDARDS

Our primary concern is food safety. In addition to strict guidelines and training for staff on our kitchen operations and serving system, our food safety systems includes requirements for suppliers. These standards and training modules include, but are not limited to personal hygiene, product handling, ingredient and product temperature management and prevention of cross contamination. Our food safety standards also ensure compliance with applicable local laws and regulations when setting-up of new or renovating existing Tea Cafés, both company-operated and franchisee-operated. In order to improve hygiene and lower human error, we have invested in quality equipment, such as refrigerators in each store and have included features in the design of our Tea Café kitchens. We require all of our Tea Café staff to attend and pass food safety trainings and tests, which focus on hygiene, disease prevention, food safety and regulatory compliance in day-to-day operations.

To guarantee that every Tea Café follows uniform food safety regulations and provides food products that are consistent in quality and taste, wehave implemented specific kitchen operating standards and procedures. Kitchen operating standards and procedures include the receipt of raw materials, food and raw material storage temperature control, shelf-life management, thawing and cooking process, personal hygiene, and the cleaning and sanitation of utensils and equipment. Cluster managers often check the implementation of food safety and quality related standards and measures when they visit restaurants under their management.

To ensure the quality and food safety of the offerings served at our Tea Café network we adhere to the following;

- FSSAI Certification
- Compliance with legal and statutory requirements
- monitor and measure the effectiveness of food safety practices through
  - supplier audit;
  - assembly center and kitchen audits; and
  - franchisee store audits.

ENVIRONMENT SAFETY

We believe that we are in material compliance with applicable environmental legislation and are not aware of any past, current, pending or potential material environmental claims against us. We do not believe any past, current or future non-compliance will be material or have had or will have a materially adverse effect on our business and results of operations.

INFORMATION TECHNOLOGY

We utilize information technology in our interactions with our customers and across our operations, including in the operations of our Tea Café, our supply chain warehouses and in the management of our business. Our current IT system is developed jointly by our in-house IT team and third-party technology service providers. The system provides both front-end and back-end operations support. It provides support for front-end store operations by addressing our billing needs, stock reordering, indirect tax computations and inventory management as well as back-end support such as order processing, supply chain management, accounting and asset maintenance and management. We use a POS software to record all sales transactions at our cafés and verify sales data.

For Human Resource Management, we use a third-party application that tracks and records punch in / punch out times, biometric attendance, salary processing, etc.

As we expand our geographic footprint and scale of operations, we believe that our IT systems will continue to drive our operating efficiencies and enhance customer service.

COMPETITION

The Indian café and tea QSR chain industry is characterized by dynamic competition, offering a mix of fragmented and consolidated market segments. While large players like Starbucks and Costa Coffee dominate the café market, the tea chain segment features a mix of organized and unorganized players, with strong contributions from domestic brands. This duality makes the industry highly competitive, with varying barriers to entry depending on the segment. *(Source: D&B Report).*

The Indian café and tea chain market faces increasing competition from the entry of foreign players in the Indian café market. Additionally, the unorganized sector, which includes roadside tea stalls and small cafes, continues to hold a significant share, presenting stiff competition to organized chains by leveraging affordability and cultural resonance. On the other hand, international players pose a challenge by offering premium experiences and innovative menu options targeted at urban millennials and professionals. *(Source: D&B Report)*

Barriers to entry are moderate; while operational costs and branding efforts pose challenges for new entrants, the relatively low real estate and labor costs in Tier II and Tier III cities offer opportunities for smaller players. The rise of franchising operated stores has further eased the entry of regional and local brands, allowing them to expand their footprint with minimal capital investment. *(Source: D&B Report)*

For further details, see "***Industry Overview- Competitive Landscape***" on page 173. Also see ***"Risk Factor - The QSR industry is highly competitive. We face intense competition from local and international competitors, and any failure to compete effectively could have a negative impact on our financial performance" on page 45.***

INSURANCE

We are covered by adequate property and liability insurance policies with coverage features and insured limits that are customary for similar companies in India. We currently have insurance policies, with certain deductibles and limitations of liability in place for our owned and operated Tea Café including public liability insurance indemnifying us for damages for which we may become legally liable arising out of our business operations, money insurance which covers money in transit, standard fire and special perils policy, burglary insurance, policy for protection against terrorism, , directors' and officers' liability insurance employee group health policy and employee accident policy, burglary insurance, , marine cargo. For further details, please see "***Risk Factors - Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability***" on page 60.

EXPORT AND EXPORT OBLIGATION

We have no export obligations as on the date of this Draft Red Herring Prospectus.

INTELLECTUAL PROPERTY

As on the date of this Draft Red Herring Prospectus, our Company has 22 registered Trademarks as device marks and word marks under classes 16, 21, 29, 30, 32, 40, 42, and 43 of the Trademarks Act, 1999. These include registrations in respect of certain of our key products and our logo, including '*Tea Post', 'Spirit of life', 'a place to talk', 'Mishri'* etc. Further, Our Company has obtained international Trademark Registration under World Intellectual Property Organization (WIPO), Madrid, issued by the office of European Union. Our Company has also registered its Trademark 'Tea Post' in United Arab Emirates, Unites States of America and Canada. further details please refer to "***Government and Other Approvals – Intellectual Property Rights***" on page 321. Also see "Risk Factor - ***We may fail to protect our intellectual property, including our designs and are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition***" on page 58.

CAPACITY AND CAPACITY UTILIZATION

The Company does not have a manufacturing facility. As such, we cannot provide any installed capacity.

CORPORATE SOCIAL RESPONSIBILITY

Our Corporate Social Responsibility ("CSR") initiatives are aligned with the requirements under the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We strive to meet our commitment towards the community by committing our resources and energies to social development.

PROPERTY

We operate on asset light model and therefore we do not own the underlying property for any of our Tea Cafés or our Registered and Corporate Office. As at February 28, 2025, all of our business operations were conducted on premises that are either leased, licensed or rented, under a lease or leave and license arrangements We generally enter into rental/lease agreements with initial terms ranging from 11 to 108 months. While certain agreements include renewal options, we typically need to renegotiate lease terms upon renewal Typically, we are required to pay a security deposit and a specified monthly rental for the duration of the relevant agreement, subject to periodic escalations at agreed rates.

KEY REGULATIONS AND POLICIES

Given below is an indicative summary of certain relevant laws and regulations applicable to our Company. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations

A. Industry Related Laws

The Food Safety and Standards Act, 2006 ("FSS Act")

FSS Act is the primary legislation in India relating to food and the corresponding safety standards. The FSS Act *inter-alia* mandates that no food business operator shall himself or by any person on his behalf manufacture, store, sell or distribute any article of food—

i. which is unsafe; or
ii. which is misbranded or sub-standard or contains extraneous matter; or
iii. for which a licence is required, except in accordance with the conditions of the licence; and
iv. which is for the time being prohibited by the Food Authority or the Central Government or the State Government in the interest of public health..

Every person who carries on food business is required to obtain a license under the FSS Act. The Food Safety and Standards Authority of India **("FSSAI")** has been established under the FSS Act. The FSSAI has the power to regulate and monitor the manufacture, processing, distribution, sale and import of food so as to ensure safe food. It inter-alia has the power to regulate the quality control of articles of food imported in India, limits on use of additives, metals, drugs and anti-biotic in food, certification of bodies engaged in food safety management systems and food labelling standards. The FSSAI is obliged to provide scientific advice and technical support to the Central Government and the State Governments in framing the policies and rules in areas which have a direct or indirect bearing on food safety and nutrition. The FSS Act also provides power to the Food Safety Officer to enter and inspect any place where articles of food are manufactured, or stored for sale, or stored for the manufacture of any other article of food, or exposed or exhibited for sale and where any adulterant is manufactured or kept, and take samples of such articles of food or adulterant for analysis. Further, any person who whether by himself or by any other person on his behalf manufactures for sale or stores or sells or distributes or imports any article of food for human consumption which is sub-standard, shall be liable to a penalty which may extend to five lakh rupees. The FSSAI has also framed the several rules and regulations relating to food safety and standards with regard to sale, packaging and labelling, analysis, additives and contaminants.
In exercise of powers under the FSS Act, the Food Authority has framed the Food Safety and Standard Rules, 2011 **("FSSR")** which were notified. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'food safety officer' and 'food analyst' and procedures of taking extracts, seizure, sampling and analysis. The FSS Act lays down penalties for various offences including recall procedures.

The Legal Metrology Act, 2009 (the "Legal Metrology Act") and The Legal Metrology (Packaged Commodities) Rules, 2011 (the "Legal Metrology Rules")

The Legal Metrology Act, along with the Legal Metrology Rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out. The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out in the Legal Metrology Rules.

Consumer Protection Act, 2019 ("COPRA")

The COPRA will repeal the existing Consumer Protection Act, 1986, and shall come into force on such date as the Central Government may, by notification, appoint. The Consumer Protection Act, 1986 provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, unlawful pricing and serving of food that may be hazardous to life. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attract criminal penalties..The COPRA will, inter alia, introduce a Central Consumer Protection Council to promote, protect and enforce the rights of consumers and provides for mediation cells for the early settlement of disputes between the parties..It places liability on a product manufacturer / product service provider / product seller to compensate for the harm caused due to a defective product or deficiency in services..The COPRA also enables the Central Government to take measures for preventing unfair trade practices in e-commerce.

Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability 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 Public Liability Act has been enumerated by the Government pursuant to a notification. The owner or handler is also required to take out an insurance policy insuring against liability under this legislation. Any party violating the provisions of the Public Liability Act can be imposed with a fine, imprisonment or both.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Fire Prevention Laws

The state legislatures in India have enacted laws regulating public order and police, which provide, inter alia, for the registration of eating houses and obtaining a 'no objection certificate' for operating such eating houses from the police station located in that particular area, along with prescribing penalties for non-compliance. The state legislatures have also enacted fire control and safety rules and regulations such as the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, Gujarat Fire Prevention and Life Safety Measures Act, 2013, etc., which are applicable to our restaurants or cafes established in such states. The legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

B. Laws Relating to Employment

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition).Act,.1970; (ii) Relevant state specific.shops.and.commercial establishment legislations; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees' State Insurance Act, 1948; (v) Minimum.Wages.Act, 1948; (vi).Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment.of.Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; (xi) Equal Remuneration Act, 1976; (xii) Employees' Compensation Act, 1923; and (xiii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the Government of India.

Code on Wages, 2019

The Code on Wages regulates and amalgamates wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employee. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board. Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Code on Social Security, 2020

The Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, among other things, including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employee's Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966,the.Employment.Exchanges (Compulsory Notification of Vacancies) Act, 1956 and the Unorganized Workers' Social Security Act, 2008. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. Recently, the Ministry of Labour and Employment vide notification No. S.O. 206I) dated May 3, 2023, has enforced certain provisions of the said code inter alia Employees' Pension Scheme, 1995 and Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

C. **Environmental Laws**

Solid Waste Management Rules, 2016

All restaurants are required to ensure segregation of waste at source, facilitate collection of segregated waste in separate streams, handover recyclable material to either the authorized waste pickers or the authorized recyclers, in partnership with the local body. The bio-degradable waste shall be processed, treated and disposed of through composting or bio-methanation within the premises as far as possible. The residual waste shall be given to the waste collectors or agency as directed by the local body.

D. Intellectual Property Laws

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

E. Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company**.**

Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("**IEC**") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

F. Taxation Laws

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "Residential Status" and "Type of Income" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Customs Act, 1962 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, GoI.

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

G. Other Applicable Laws

***The Companies Act, 2013* ("Companies Act")**

The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial, and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

Municipality Laws

The respective state legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective state governments have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

The Indian Contract Act, 1872 ("Contract Act")

The Indian Contract Act lays down the essentials of a valid contract, it provides a framework of rules and regulations that govern the validity, execution and performance of a contract and 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. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts..A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

Competition Act, 2002 ("Competition Act")

The Competition Act aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India **("Competition Commission")** which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

H. Other Laws

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as Tea Post Private Limited a private limited company under the provisions of the Companies Act, 2013 pursuant to a certificate of incorporation dated November 05, 2015 issued by Assistant Registrar of Companies, Gujarat. Our Company was subsequently converted to a public limited company pursuant to shareholder's resolution dated September 30, 2024, consequent to which the name of our Company was changed from 'Tea Post Private Limited' to 'Tea Post Limited', and a fresh certificate on incorporate dated December 05, 2024, was issued by the Registrar of Companies, Central Processing Centre.

Changes in Registered Office

Presently, our registered office is located D-0001, Elanza Crest, Nr. Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Na, Ahmedabad - 380059, Gujarat, India. Prior to this, the following changes were made in the location of our registered office:

Date of Change	Old Address	New Address	Reason
May 12, 2017	Plot No. 21-A/B, Near Green View Park, Opp." Motel The Village", Kalawad Road, At Haripar Rajkot – 360005, Gujarat, India.	Revenue S No. 23/1, Paiki Plot No. 2, Shed No. 2/C Opp. Gas Godown, Kalawad Road, Mu Haripar (Pal), Rajkot - 360005, Gujarat, India.	For administrative convenience
July 02, 2018	Revenue S No. 23/1, Paiki Plot No. 2, Shed No. 2/C Opp. Gas Godown, Kalawad Road, Mu Haripar (Pal), Rajkot - 360005, Gujarat, India	D-0001, Elanza Crest, Nr. Sigma House, Sindhu Bhavan Road, Bodakdev, Thaltej, Ahmedabad - 380059, Gujarat, India	For administrative convenience

Main Objects of our Company

The main objects of our Company contained in the Memorandum of Association are as disclosed below:

1. To carry on the business as manufactures, producers, growers, planters, cultivators, refiners, blenders, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in tea, coffee, tea leaves and to run and food chain stores, beverages stores either its own or through franchisee or branch network, and to develop and sale the outlets and in this connection to purchase, sale, take on lease or in exchanges or otherwise acquire tea gardens, plantation and property and to carry on the business of the estate, to.acquire, construct, erect and maintain factories, establishment, works, buildings and to become member of tea-auction center or to be tea-auctioneer.

2. To sell directly or through Tea Post outlets, franchisees, shops, book sets, Computer accessories, Clocks, Kitchen Appliances, Table, Stool, Photo Frames, Tray, Merchandise items of Tea Post Brand and any other electric equipments or kitchen items as required by the Company for promotion of its business.

Amendments to the Memorandum of Association in last 10 years

The amendments to the Memorandum of Association of our Company in the 10 years immediately preceding the date of this Draft Red Herring Prospectus are as detailed below.

Date of Shareholder's Resolution	Nature of Amendment
January 28, 2016	Amendment to Clause V: The authorized share capital of our company was increased from ₹ 1,00,000/- consisting of 10,000 Equity Shares of face value ₹ 10/- each to ₹ 60,00,000/- consisting of 6,00,000 Equity Shares of face value ₹ 10/- each.

Date of Shareholder's Resolution	Nature of Amendment
May 22, 2017	The Memorandum of Association of the Company was altered for addition of "and to develop and sale the Outlets" to Clause III (A) (i). " To carry on the business as manufactures, producers, growers, planters, cultivators, refiners, blenders, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in tea, coffee, tea leaves and to run and food chain stores, beverages stores either its own or through franchisee or branch network, and ***to develop and sale the outlets*** and in this connection to purchase, sale, take on lease or in exchanges or otherwise acquire tea gardens, plantation and property and to carry on the business of the estate, to.acquire, construct, erect and maintain factories, establishment, works, buildings and to become member of tea-auction center or to be tea-auctioneer." Amendment to Clause III(A): Clause III(A) was amended to add the following sub-clauses 2 in the current Main Objects of our Company: *"To sell directly or through Tea Post outlets, franchisees, shops, book sets, computer accessories, clocks, kitchen appliances, table stool, photo frames, tray, merchandies item of Tea Post Brand and any other electric equipments or kitchen items as required by the Company for promotion of its business" was added, to the existing Object Clause of the Company".*
May 21, 2018	Amendment to Clause V: The authorized share capital of our company was increased from ₹ 60,00,000/- consisting of 6,00,000 Equity Shares of face value ₹ 10/- each to ₹ 1,00,00,000/- consisting of 10,00,000 Equity Shares of face value ₹ 10/- each.
March 23, 2019	Amendment to Clause V: The authorized share capital of our company was increased from ₹ 1,00,00,000/- consisting of 10,00,000 Equity Shares of face value ₹ 10/- each to ₹ 4,00,00,000/- consisting of 10,00,000 Equity Shares of face value ₹ 10/- each and 30,00,000 Compulsorily Convertible Preference Shares of face value ₹ 10/- each.
September 30, 2024	Amendment to Clause V: The authorized share capital of our company was reclassified from ₹ 4,00,00,000/- consisting of 10,00,000 Equity Shares of face value ₹ 10/- each and 30,00,000 Compulsorily Convertible Preference Shares of face value ₹ 10/- each to ₹ 4,00,00,000/- consisting of 40,00,000 Equity Shares of face value ₹ 10/- each.
September 30, 2024	Amendment to Clause I: Clause I was amended to change the name of the Company from 'Tea Post Private Limited' to 'Tea Post Limited' pursuant to its conversion into a public limited company.
	Amendment to Clause V: The authorized share capital of our Company was sub-divided from 4,00,00,000/- consisting of 40,00,000 Equity Shares of face value ₹ 10/- each to 4,00,00,000/- consisting of 4,00,00,000 Equity Shares of face value ₹ 1/- each.
December 31, 2024	Amendment to Clause V: Clause V was amended to reflect the increse in authorized share capital of the company. The authorized share capital of our company was increased from ₹ 4,00,00,000/- consisting of 4,00,00,000 Equity Shares of face value ₹ 1/- each to ₹ 12,00,00,000/- consisting of 12,00,00,000 Equity Shares of face value ₹ 1/- each.

Major Events

The table below sets forth some of the major events in the history of our Company.

Fiscal Year	Event
2015-2016	Launch of Tea Cafés under Tea Post brand in Gujarat
2015-2016	Launched 1st outlet in Maharastra
2017-2018	Launch of 1st Large Format–Desi Café in Rajkot
2019-2020	Launched 1st Air-Conditioned Café – Apni Chai Ki Dukan

Fiscal Year	Event
2023-2024	Launched First outlet in Dubai Jumeriah Lake tower
2024-2025	Reached 250 stores

Key Awards, Accreditations and Recognitions

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company.

Year	Award/Certification/Recognition
2016-2017	Certificate of Recognition – TRRAIN Pankh – on International Day of Persons with Disabilities - 2017
2017-18	Saurashtra Ratna Award by CM Vijay Rupani – 2018
2018-19	Certificate of Gratitude - Film Execellence Awards for Supporting Gujarat Tourism 2019-2020
2020-2021	Letter of Appreciation by Deputy Commissioner of Police, Rajkot City for service during COVID Pandemic – 2021
2020-2021	Chamber of Advancement of Small and Medium Businesses - Foodpreneur of the Year 2021 MSME Award
2020-2021	MSME Awards for outstanding performance in Food Industry 2021
2021-2022	Gujarat Tourism Awards 2022 - Best Theme Based Cafe in Ahmedabad, Rajkot, Jamnagar and Best Café in Gujarat
2022-2023	People Most Favourite Food Awards by Swiggy – 2023
2023-2024	Best in Cafe & Chai Award by Swiggy 2024
2023-2024	Business Arjun Awards for Excellent Business Achievement 2024

Other Details Regarding our Company

Significant Financial and Strategic Partners

Our Company does not have any financial and strategic partners as on the date of this Draft Red Herring Prospectus.

Defaults or Rescheduling of Borrowings from Financial Institutions/Banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with financial institutions or banks.

Time and Cost Overruns

Our Company has not experienced any instances of time and cost overruns in respect of our business operations as of the date of this Draft Red Herring Prospectus, except in the ordinary course of business.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details about our key products, our tea café formats, entry into new geographies, or exit from existing markets and capacity/facility creation or location of plants, to the extent applicable, see "***Our Business***" on page 186.

Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business/undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets since inceaption preceding the date of this Draft Red Herring Prospectus:

Business Transfer Agreement dated February 27, 2016

Our Company entered into a Business Transfer Agreement dated February 27, 2016, by and among Dashani Darshan Anilbhai, Paresh Joshi, Rajesh Madhusudan Rajyaguru, Haresh Bhanjibhai Tank, Lalitkumar Buddhdeo, and Tea Station Private Limited.

Pursuant to the said agreement, our Company acquired, on a slump sale basis, the franchise tea and snacks outlet of Tea Station Private Limited on a going concern. The transfer encompassed tangible assets, intellectual property, goodwill, permits, employee arrangements, and liabilities, with ownership and associated risks passing to our Company. The purchase consideration was ₹35,00,000 on lump sump basis.

The said Business Transfer Agreement encompass non-compete and non-solicit clause under which our Company has been recognised to be exclusively in the transferred business of tea café and snack outlets and the sellers were restricted to not undertake any business similar to that of the transferred business by themselves or in association with or through any person.

Holding Company

Our Company does not have any holding company.

Subsidiaries

Our Company does not have any subsidiaries.

Shareholders' Agreements and Other Agreements

Shareholders' Agreements

Share Subscription cum Shareholders' Agreement dated January 4, 2016 ("**Shareholders Agreement**" or "**SHA**"), entered into between; (i) our Company; (ii) our Promoters namely, Dashani Darshan Anilbhai, Paresh Pravinchandra Joshi, and Acclaim Enterprise LLP; and (iii) IndiaNivesh Venture Capital Fund (IndiaNivesh) ("**Parties**") setting out their respective inter se rights and obligations vis-à-vis our Company in connection with the investments received by our Company from Indianivesh.

In terms of the SHA, the Indianivesh, as applicable, have been provided with certain key rights such as right to nominate directors on the Board, rights to appoint observers, certain transfer related rights information rights and other protective rights in accordance with the terms of the SHA.

The Parties, existing as on date, have entered into the Shareholders' Second Amendment Agreement dated March 29, 2024 ("**Amendment Agreement**") pursuant to which the SHA has been amended. In terms of the Amendment Agreement, certain right relating to meetings of the Board and shareholder, rights relating to nominate directors on the Board, information rights, transfer related rights etc are waived or stand suspended till the termination of the Amendment Agreement.

The Amendment Agreement further provides that upon Consummation of the IPO, the SHA shall stand automatically terminated forthwith without any Party being required to take any further action. The Amendment Agreement further provides that it shall stand automatically terminated without any further act or deed required on the part of any Party, if the Consummation of the IPO does not take place before the occurrence of the earlier of the following dates: (a) IPO Long Stop Date (i.e. March 31, 2026); or (b) the date on which the Board/ Shareholders of the Company decide to withdraw, or not to undertake the IPO for any reason whatsoever; or (c) the date on which the Amendment Agreement is mutually terminated by the Parties in writing. In the event of such termination of the Amendment Agreement due to non-Consummation of the IPO, the Parties have agreed that all provisions of the SHA(as existing prior to the execution of this Amendment Agreement) shall immediately and automatically stand reinstated, with full force and effect, without any further act or deed required on the part of any Party.

Key terms of other subsisting material agreements

Except as disclosed in *"**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since inception**"* on page 218, our Company has not entered into any subsisting material agreements, including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer. Additionally, there are no other clauses or covenants in these material agreements which are adverse or pre-judicial to the interest of the public shareholders, or nor are there agreements that the Company has entered into that are required to be disclosed under the SEBI ICDR Regulations or non-disclosure of which may have a bearing on the investment decisions of the Bidders, except as already disclosed in this Draft Red Herring Prospectus.

Details of Agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of SEBI Listing Regulations

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Shareholders, Promoters, entities forming part of the Promoter Group, related parties, Directors, Key Managerial Personnel, employees of our Company with our Company or amongst themselves, solely or jointly, which either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Accumulated profits or losses

Our Company does not have any subsidiaries.

Our associates and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates or joint ventures.

Agreements with Key Managerial Personnel, Senior Management, 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 Senior Management 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.

Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having a bearing on the Offer or this Draft Red Herring Prospectus.

OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, of which three are Executive Directors including 1(one) Chairman and Managing Director, 1(one) Whole Time Director and Chief Operations Officer, 1(one) Whole Time Director and Chief Financial Officer and three are Independent Directors (including one woman Independent Director)**.** Our Company is in compliance of with corporate governance laws prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

S. No.	Name, date of birth, age, address, occupation, term, period of directorship and DINx	Designation	Other Directorships
1.	**Dashani Darshan Anilbhai** **Age (years):** 52 ***Date of birth:*** June 06, 1972 ***Address*****:** Block Number - 44, Shreeji Krupa, Bansari Society, Behind Central School, Sharda Nagar-9, Rajkot – 360 005, Gujarat, India. ***Occupation*****:** Business ***Term*****:** Three years commencing from February 28, 2025 to February 27, 2028 ***Period of Directorship***: Since November 05, 2015 ***DIN*****:** 00519928	Chairman and Managing Director	*Indian Companies/LLPs:* 1. Khyati Global Ventures Limited 2. D D Polytronics (India) Private Limited 3. Tea Post Wellwish Foundation *Foreign Companies:* Nil
2.	**Raminder Singh Rekhi** **Age (years):** 56 ***Date of birth:*** April 15, 1968 ***Address*****:** 1827 Catania, Mahagun Moderne, Sector-78, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India. ***Occupation*****:** Professional ***Term*****:** Three years commencing from February 28, 2025 to February 27, 2028. ***Period of Directorship*****:** Since June 13, 2018	Whole Time Director Director and Chief Operations Officer.	*Indian Companies/LLPs:* Nil *Foreign Companies* Nil

S. No.	Name, date of birth, age, address, occupation, term, period of directorship and DINx	Designation	Other Directorships
	DIN: 02073312		
3.	**Puneet Tibrewala** **Age (years):** 52 ***Date of birth:*** August 10, 1984 ***Address***: A 1004, Satellite Glory, Guru Govindji Road, Opp Dragon Fly Hotel, Mumbai Suburban, Mumbai – 400 093, Maharashtra, India. ***Occupation***: Business ***Term***: Three years commencing from December 6, 2024 to December 5, 2027. ***Period of Directorship***: Since June 13, 2018 ***DIN*:.**08015082	Whole Time Director & CFO	*Indian Companies/LLPs*: 1. Nea Life Private Limited 2. CLR Facility Services Private Limited 3. First Bridge Investment Managers Private Limited 4. First Bridge Fund Managers Private Limited *Foreign Companies:* Nil
4.	**Jaison A Manjaly** **Age (years):** 46 ***Date of birth:*** May 26, 1978 ***Address***: Block 03/101, Staff Housing, IIT Gandhinagar, Palaj, Gandhinagar-382355, Gujarat, India. ***Occupation***: Professor ***Term***: Five years commencing from February 28, 2025. ***Period of Directorship***: Since February 28, 2025 ***DIN***: 10881354	Independent Director	*Indian Companies/LLPs:* Nil *Foreign Companies:* Nil
5.	**Arun Vijaykumar Gupta** ***Date of birth:*** June 1, 1971 **Age (years):** 46 ***Address***: Flat No. 5005/5006, Oberoi Esquire Tower C, Yashodham, Goregaon East, Mumbai, Mumbai Suburban – 400063, Maharashtra, India. ***Occupation***: Professional	Independent Director	*Indian Companies/LLPs* 1. Zaggle Prepaid Ocean Services Limited. 2. Nazara Technologies Limited. 3. Absolute Sports Private Limited. *Foreign Companies:* Nil

S. No.	Name, date of birth, age, address, occupation, term, period of directorship and DINx	Designation	Other Directorships
	Term**:** Five years commencing from February 28, 2025. ***Period of Directorship*****:** Since February 28, 2025 ***DIN*****:** 05131228		
6.	**Vyas Ami Sunilbhai** **Age (years):** 42 ***Date of birth:*** January 5, 1982. ***Designation*****:** Independent Director ***Address*****:** E-201, Indraparasth Homes, Near Swati Gardenia, Makarba, Vejalpur, Ahmedabad – 380 051, Gujarat, India. ***Occupation*****:** Business ***Term*****:** Five years commencing from February 28, 2025. ***Period of Directorship*****:** Since February 28, 2025 ***DIN*****:** 09253886	Independent Director	*Indian Companies/LLPs* 1. Gourmesserie Private Limited. *Foreign Companies:* Nil

Relationship between our Directors.

None of our Directors are related to each other.

Brief Biographies of our Directors (Qualifications and experience)

Dashani Darshan Anilbhai is a Promoter, Chairman and Managing Director of our Company and has been associated with our Company since 2015. He holds a bachelor's degree in science (Special) from Saurashtra University, Rajkot. He has over 18 years of experience in tea industry. He was previously associated with Tea Station Private Limited as a Director. He oversees overall operations and management in the Company.

Raminder Singh Rekhi is the Whole Time Director and Chief Operations Officer of our Company. He has been associated with 2018. He has passed Bachelors of Arts examination from University of Delhi, Diploma in Electronics and Electrical Communication Engineering from Board of Technical Education Delhi, and a Diploma in Business Finance from The Institute of Chartered Financial Analysts of India. He has over two decades of experience in retail operations. In past he has been associated with Continental Enterprises Engineers Contractors Consultants, Escorts Limited, Modi Xerox Limited, National Dairy Development Board, Venkateshwara Hatcheries Limited, Pantaloon Retail (India) Limited and Industree Crafts Private Limited.

Puneet Tibrewala is the Whole Time Director and Chief Financial Officer of our Company. He has been associated with our Company since 2018. He has passed his Bachelors examination in commerce and holds a Master of Business Administration from Institute of Management Technology, Dubai. He has over 16 years of experience in field of sales anf Finance. In the past he was associated with with HBL Global, Future Ventures and

First Bridge Invest Managers Private Limited.

Jaison A Manjaly is an Independent Director of our Company and has been associated with our Company since 2025. He holds a Masters of Arts degree from University of Calicut and a PHD in Philoshopy from Indian Institute of Technology. He has over 16 years of experience in teaching. He is associated with Indian Institute of Technology, Gandhinagar since 2008. Presently, he is serving as a Professor in the department of Humanities and Social Sciences at Indain Institute of Technology, Gandhinagar.

Arun Vijaykumar Gupta is an Independent Director of our Company and has been associated with our Company since February 28, 2025 He holds a Bachelors degree in commerce from the P.D. Lion's College of Commerce and Economics, University of Bombay.Currently, he is a director at Route Mobile Limited.

Vyas Ami Sunilbhai is an Independent Director of our Company and has been associated with our Company since February 28, 2025. She holds a passing certificate from the Gujarat Secondary Education Board, Gandhinagar. She was previously associated with Crafty Cakes and Deli as the founder and Proprietor, Sprinkles Cafesserie as founder and proprietor and A Gourmesserie as a Co-founder and Creative head. She has over 9 years of experience in bakery industry.

Terms of appointment of our Directors

1. Dashani Darshan Anilbhai, Managing Director

Dashani Darshan Anilbhai is the Chairman and Managing Director of our Company. He was one of the first Directors of our Company with effect from 15th, November, 2015, in accordance with the Memorandum of Association of the Company. He has been appointed as Chairman and Managing Director for a term of 3 (three) years commencing from February 28, 2025 to February 27, 2028, pursuant to a board resolution dated February 28, 2025 and shareholders resolution dated March 25, 2025. He was paid a remuneration of ₹ [●] lakh for the Fiscal Year ended on March 31, 2024 in his capacity as Managing Director.

Details of the remuneration that Dashani Darshan Anilbhai is entitled to receive as per shareholder resolution dated March 25, 2025, and the other terms of his employment are enumerated below:

S. No.	Particulars	Remuneration
1.	Salary	7.50 lakhs per month
2.	Performance Bonus	Nil
3.	Others	Nil

2. Puneet Tibrewala, Whole Time Director

Puneet Tibrewala is the Whole Time Director and Chief Financial Officer of our Company. He has been appointed as Whole Time Director and Chief Financial Officer of our Company pursuant to a board resolution dated December 6, 2024 and shareholders resolution dated December 31, 2024 for a term of three years, liable to retire by rotation. He was paid any remuneration as he was in a capacity as Nominee Director.

Details of the remuneration that Puneet Tibrewala is entitled to receive as per shareholder resolution dated December 31, 2024, and the other terms of his employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹Lakhs)
1.	Salary	7.50 lakhs per month
2.	Performance Bonus	Nil
3.	Others	Nil

3. Raminder Singh Rekhi, Whole Time Director

Raminder Singh Rekhi is the Whole Time Director and Chief Operations Officer of our Company. He has been appointed as Whole Time Director and Chief Operations Officer of our Company for a term of 3 (three) years commencing from February 28, 2025 to February 27, 2028, pursuant to a board resolution dated February 28, 2025 and shareholders resolution dated March 25, 2025. He was paid a remuneration of ₹ [●], lakh for the Fiscal Year ended on March 31, 2024 in his capacity as Executive Director.

Details of the remuneration that Raminder Singh Rekhi is entitled to receive as per shareholder resolution dated March 31, 2025, and the other terms of his employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹Lakhs)
1.	Salary	7.50 lakhs per month
2.	Performance Bonus	Nil
3.	Others	Nil

4. ***Employment Agreements between our Company and Directors***

There are no employment agreements between our Company and our Directors as on the date of this DRHP.

5. ***Remuneration paid to our Independent Directors***

Our Company does not pay sitting fees for attending Board and Committee meetings. Further, our Independent Directors were not paid any remuneration for the Fiscal Year ended on March 31, 2024.

Service contracts with Directors

As on the date of filing of this Draft Red Herring Prospectus, our Company has not entered into any service contracts with the Directors.

Contingent and/or deferred compensation payable to our Whole-time Director:

Except as disclosed under "***Our Management – Terms of appointment of our Executive Directors***" beginning on page 224 there are no contingent or deferred compensation payable to our Executive Director which does not form part of his remuneration.

Shareholding of our Directors, KMP and SMP in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

The details of shareholding of our Directors as on the date of this Draft Red Herring Prospectus is set out below.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Dashani Darshan Anilbhai		
2.	Raminder Singh Rekhi		
3.	Puneet Tibrewala		
4.	Samir Dashani		
5.			
	Total		

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Directors have been presently appointed or selected as a director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others. For details, see "***History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management Personnel, Director,***

Promoters or any other employee" on page 220.

There are no employment agreements or contracts appointing or fixing the remuneration of the Directors of our Company entered into within, or prior to the two years immediately preceding the date of this Draft Red Herring Prospectus.

Interest of Directors

All of our Directors may be deemed to be interested to the extent of (i) remuneration or commission, if any, payable or reimbursement of expenses to them, (ii) Equity Shares, if any, already held by them or their relatives or any firms, companies and trusts in which our Directors are interested as a director, member, partner or trustee, in our Company and any dividend payable to them and other benefits arising out of such shareholding, (iii) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, (iv) rent received by them in respect of property leased by them to our Company, if any, and (iv) their directorship on the board of directors of, and/or their shareholding in our Company and our Group Companies, as applicable.

Except for Dashani Darshan Anilbhai who is one of the Promoters of our Company, none of our Directors are interested in the promotion or formation of our Company.

Except for our Promoter Chairman and Managing Director Dashani Darshan Anilbhai, Whole Time Director and CFO – Puneet Tibrewala, Whole Time Director and COO - Raminder Singh Rekhi and Samir Dashani, SMP, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as a director of our Company.

Our Directors have not entered into any service contracts with our Company providing for benefits upon termination of their employment.

None of our Directors is a party to any bonus or profit-sharing plan by our Company.

Other than as disclosed in this section, our Directors have no interest in any property acquired by our Company preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or of our Company.

Our Directors are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

None of our Directors have any interest in our business other than as disclosed in this section and in "***Our Promoters and Promoter Group***", "***Our Group Companies***" and "***Other Financial Information***", on pages 240, 248 and 284, respectively.

Other than as disclosed in this section, none of our Directors have any interest in any transaction by our Company.

As on the date of this Draft Red Herring Prospectus, none of the Directors have availed loan from our Company.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for the operations of our Company) and our Directors.

Confirmations

None of our Directors is, or was, a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges in India during their tenure in such company.

None of our Directors is or was a director of any company which has been, or was, delisted from any stock exchange in India during their tenure in such company

None of our Directors have been declared as Wilful Defaulters.

Neither our Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Directors are prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and our Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company nor any of our Directors have been declared as Fraudulent Borrowers by RBI in terms of the RBI circular dated July 1, 2016.

Changes in our Board during the Last Three Years.

The changes in our Board in the three immediately preceding years are set forth below:

S. No.	Name	Effective Date of Appointment/ Cessation	Reason
1.	Puneet Tiberwala	September 29, 2023	Re-designated as Executive Director Designation from Director to Nominee Director (Non-Executive Category) of India Nivesh Venture Capital Fund
2.	Puneet Tibrewala	December 6, 2024	Re-appointed as the Whole Time Director
3.	Dashani Darshan Anilbhai	February 28, 2025	Re-Appointed as Chairman and Managing Director
4.	Raminder Singh Rekhi	February 28, 2025	Re-appointed as the Whole Time Director
5.	Jaison A Manjaly	February 28, 2025	Appointment of Independent Director.
6.	Arun Vijaykumar Gupta	February 28, 2025	Appointment of Independent Director.
7.	Vyas Ami Sunilbhai	February 28, 2025	Appointment of Independent Director.

Borrowing Powers of our Board

Pursuant to our Articles of Association, Board resolution dated February 28, 2025 and shareholders resolution dated March 25, 2025, subject to applicable laws, our Board is authorised to borrow, whether by way of term loan/line of credit/equipment finance/project finance/bridge loan/cash credit facilities/public deposits or otherwise from financial institutions/banks or from public/bodies corporate or from government body/corporation or Government of India or by way of external commercial borrowings or from multilateral/bilateral agencies within India or abroad or by way of issue of bonds in domestic or international markets on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ₹10,000.00 Lakhs irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the company and its free reserves that is to say reserves that is to say/ not set apart for any specific purpose.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholder's relationship committee, nomination and remuneration committee and risk management committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

Audit Committee

The members of our Audit Committee are:

Name of the Directors	Designation	Designation in Committee
Arun Vijaykumar Gupta	Independent Director	Chairperson
Vyas Ami Sunilbhai	Independent Director	Member
Puneet Tibrewala	Whole Time Director and CFO	Member

Our Audit Committee was constituted by our Board pursuant to a resolution dated March 27, 2025.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as disclosed below:.

The terms of reference of the Audit Committee are set forth below:

(i) The Audit Committee shall have powers, which should include the following:

(a) To investigate any activity within its terms of reference;
(b) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;
(c) To obtain outside legal or other professional advice;
(d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;
(e) To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offer of the equity shares of the Company; and
(f) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
(b) Recommendation to the Board for appointment, re-appointment and replacement, remuneration

and terms of appointment of auditors of the Company and the fixation of audit fee;

(c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act;

   (ii) Changes, if any, in accounting policies and practices and reasons for the same;

   (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

   (iv) Significant adjustments made in the financial statements arising out of audit findings;

   (v) Compliance with listing and other legal requirements relating to financial statements;

   (vi) Disclosure of any related party transactions; and

   (vii) modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Monitoring the end use of funds raised through public offers and 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. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;

(i) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

   Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

(j) Approval of related party transactions to which the subsidiary of the Company is/are a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

(k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(l) Scrutiny of inter-corporate loans and investments;

(m) Valuation of undertakings or assets of the company, wherever it is necessary;

(n) Evaluation of internal financial controls and risk management systems;

(o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(p) 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;

(q) Discussion with internal auditors of any significant findings and follow up there on;

(r) 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;

(s) 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;

(t) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(u) Reviewing the functioning of the whistle blower mechanism;
(v) Approval of the appointment of the Chief Financial Officer of the Company ("**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 and background, etc., of the candidate;
(w) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;
(x) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
(y) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
(z) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
(aa) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
(bb) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

(iii) The Audit Committee shall mandatorily review the following information:

(i) Management discussion and analysis of financial condition and results of operations;
(ii) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
(iii) Internal audit reports relating to internal control weaknesses;
(iv) Review of financial statements, specifically, for investments made by any unlisted subsidiary;
(v) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
(vi) Statement of deviations:
 (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations."

(iv) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and

(v) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Name of the Directors	Designation	Designation in Committee
Vyas Ami Sunilbhai	Independent Director	Chairperson
Jaison A Manjaly	Independent Director	Member
Arun Vijaykumar Gupta	Independent Director	Member

The Nomination and Remuneration Committee was re-constituted by our Board pursuant to a resolution dated

March 27, 2025.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, Regulation 19 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
- (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
- (iii) consider the time commitments of the candidates.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed as senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) Determining 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;

(j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:

- (i) Determining the eligibility of employees to participate under the ESOP Scheme;
- (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
- (iii) Date of grant;
- (iv) Determining the exercise price of the option under the ESOP Scheme;
- (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
(x) The grant, vest and exercise of option in case of employees who are on long leave;
(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
(xii) Formulate the procedure for funding the exercise of options;
(xiii) The procedure for cashless exercise of options;

(l) Forfeiture/ cancellation of options granted;

(m) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- permissible sources of financing for buy-back;
- any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- limits upon quantum of specified securities that the Company may buy-back in a financial year.

(n) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(o) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(p) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
(iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

by the Company and its employees, as applicable.

(q) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and

(r) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Name of the Directors	Designation	Designation in Committee
Jaison A Manjaly	Independent Director	Chairperson
Raminder Singh Rekhi	Whole Time Director and COO	Member
Dashani Darshan Anilbhai	Chairman and Managing Director	Member

The Stakeholders' Relationship Committee was constituted by our Board pursuant to a resolution dated March 27, 2025.

Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the The role of Stakeholder Relationship Committee, together with its powers, is as follows:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;
(b) Reviewing of measures taken for effective exercise of voting rights by shareholders;
(c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
(d) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/ consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
(e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
(f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
(g) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
(h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
(i) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);
(j) To authorise affixation of common seal of the Company; and

IPO Committee

The members of the IPO Committee are:

Name of the Directors	Designation	Designation in Committee
Raminder Singh Rekhi	Whole Time Director and COO	Chairperson
Dashani Darshan Anilbhai	Chairman and Managing Director	Member
Puneet Tibrewala	Whole Time Director and CFO	Member
Vyas Ami Sunilbhai	Whole Time Director and COO	Member
Daisy Mehta	Company Secretary and Compliance Officer	Member

(a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s);

(b) To decide, negotiate and finalize, in consultation with the book running lead manager(s) appointed in relation to the Offer ("BRLMs"), on the size, timing (including opening and closing dates), pricing and all the terms and conditions of the Offer and transfer of the Equity Shares pursuant to the Offer, including without limitation the number of the Equity Shares to be issued or offered pursuant to the Offer (including any reservation, green shoe option and any rounding off in the event of any oversubscription), price and any discount as allowed under applicable laws that may be fixed, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, any rounding off in the event of any oversubscription, to permit existing shareholders to sell any Equity Shares held by them, determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto;

(c) To appoint, instruct and enter into arrangements with the BRLMs and in consultation with BRLMs, appoint and enter into agreements with intermediaries, including underwriters to the Offer, syndicate members to the Offer, brokers, bankers to the Offer including escrow collection banks and sponsor banks, auditors, independent chartered accountants, industry expert, depositories, custodians, registrar to the Offer, legal advisors, advertising agency(ies), printers and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer whose appointment is required in relation to the Offer and to negotiate and finalise the terms of their appointment, including but not limited to execution of the engagement letter with the BRLMs, negotiation, finalisation and execution of the offer agreement with the BRLMs and Selling Shareholders, etc and the underwriting agreement with the underwriters, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, agreements with the monitoring agency, registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding, engagement letters and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;

(d) To negotiate, finalise, settle, execute, terminate, amend and, deliver or arrange the delivery of the offer agreement, syndicate agreement, monitoring agency agreement, cash escrow and sponsor bank agreement, underwriting agreement, share escrow agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

(e) To approve the relevant restated financial statements to be issued in connection with the Offer;

(f) To finalise, settle, approve and adopt, deliver and arrange for, in consultation with the BRLMs, submission of the DRHP, the RHP, the Prospectus, the abridged prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), confirmation of allocation notes and application forms, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, for the Offer and take all such actions in consultation with the BRLMs as may be necessary for the submission and filing of these documents including incorporating such alterations/ corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;

(g) To make applications to, seek clarifications and obtain approvals and seek exemptions from, if necessary, the Stock Exchanges, the Reserve Bank India, SEBI, RoC or any other statutory or governmental authorities in connection with the Offer as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the DRHP, RHP and Prospectus;

(h) To approve any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the Stock Exchanges;

(i) To finalize and arrange for the submission of the DRHP to be submitted to SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the RoC, the preliminary and final international wrap and any corrigendum, amendments and supplements thereto;

(j) To undertake as appropriate such communication with the Selling Shareholders as required under applicable laws, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), and taking all actions as may be necessary or authorised in connection with any offer for sale;

(k) To take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval and intention of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;

(l) To issue notices or advertisements in such newspapers and other media as it may deem fit and proper in consultation with the relevant intermediaries appointed for the Offer and in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable laws;

(m) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

(n) To seek, if required, the consent and waivers of the lenders to the Company and its subsidiaries, as applicable, parties with whom the Company has entered into various commercial and other agreements including, without limitation, industry data providers, customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;

(o) To open and operate demat account of the Company in terms of the share escrow agreement and the bank account(s) of the Company in terms of the cash escrow and sponsor bank agreement for handling of refunds for the Offer and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(p) To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;

(q) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including offer price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, RHP and Prospectus, in consultation with the BRLMs) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

(r) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the price band, allow revision of the Offer portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;

(s) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to anchor investors, finalising the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;

(t) To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;

(u) To make applications to the Stock Exchanges for in-principle and final approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;

(v) To make applications for listing of the Equity Shares on one or more recognised stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) and to take all such other actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements;

(w) To do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforementioned documents;

(x) To authorise and approve, in consultation with the BRLMs, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(y) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations and other applicable laws;

(z) To settle any question, difficulty or doubt that may arise in connection with the Offer including the issue and allotment of the Equity Shares as aforesaid in consultation with the BRLMs and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit;

(aa) To execute and deliver and/or to authorise and empower officers of the Company (each, an "Authorised Officer") for and on behalf of the Company to execute and deliver, any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing.

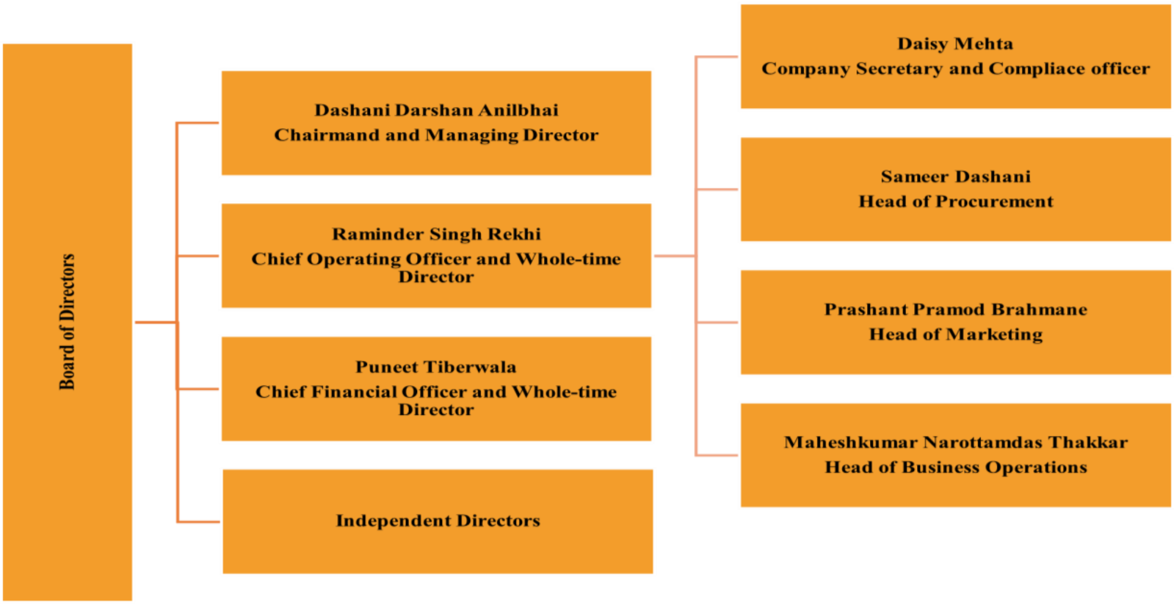
(bb) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws.

(cc) To submit undertakings/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed."

(dd) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

(ee) To take all other actions as may be necessary in connection with the Offer.

Management Organisation Structure



Key Managerial Personnel of our Company

Except for Dashani Darshan Anilbhai, Raminder Singh Rekhi and Puneet Tibrewal who are the Chairman and Managing Director; Whole Time Director and COO; and Whole Time Director and CFO of our Company respectively, the details of our Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Daisy Mehta is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since December 6, 2024. She has also completed her Bachelor of Commerce form Mohanlal Sukhadia University, Master of Business Administration from Rajasthan Technical University and her Bachelor of Law from Mohanlal Sukhadia University. She is an Associate Member of the Institute of Company Secretaries of India since March 13, 2012. She possesses post qualification experience over 5 years in the field of compliance and secretarial services. She has previously been associated with Companies like Advait Infratech Limited, Usha Martin Telematics Limited. Her roles and responsibilities include overseeing secretarial and legal compliances of the Company. As she was appointed on December 6, 2024, she has not received any compensation for the Fiscal 2024.

Senior Management of our Company

In addition to Daisy Mehta, the Company Secretary and Compliance Officer of our Company and Puneet Tibrewala, the Chief Financial Officer of our Company, whose details are provided in "– ***Key Managerial Personnel of our Company***" on page 237 the details of our other Senior Management as of the date of this Draft Red Herring Prospectus are set out below:

Samir Dashani is one of our Promoters and Head of Procurement in our Company. He has cleared his high school from Gujarart Secondary Education Board, Gandhinagar. Previously he was associated with Tea Station Private Limited as Manager Operations. He has an experience for over 17 years in the field of operations. His roles and responsibilities include researching potential vendors, negotiating contract terms and pricing, reviewing the quality of purchases, and conducting cost analyses. He received a compensation amounting to ₹57.00 Lakhs in Fiscal 2024.

Prashant Pramod Brahmane is the Head of Marketing of our Company. He has been associated with our Company since May 2022. He holds a Bachelor of Science (Special) from Gujarat University, and Master of Business Administration with specialization in Marketing from Gujarat University. He has over 13 years of experience in the filed of Marketing and Sales. His roles and responsibilities inlucde overseeing marketing and brand management. He received a compensation amounting to ₹13.34 Lakhs in Fiscal 2024.

Maheshkumar Narottamdas Thakkar is the Head of Business Operations of our Company. He has been associated with our Company since 2021. He holds a Bachelor of Commerce from Hemchandracharya North Gujarat University Patan, and a post graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has over 15 years of experience in the field of Food and Beverage Industry. overseeing all the operations of the Company to meet business goals and projections and empowering the operational team with his leadership and resources required by the team to complete the operations. He received a compensation amounting to of ₹21.96 Lakhs in Fiscal 2024.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management and Directors

Except for Dashani Darshan Anilbhai and Samir Dashani who are brothers, none of our Key Managerial Personnel and Senior Management are related to each other or to our Directors. For details, please see, "– ***Relationship between our Directors***" on page 223.

Shareholding of Key Managerial Personnel and Senior Management

For details of the shareholding of our Key Managerial Personnel and Senior Management in our Company, see "***Our Management*** – ***Shareholding of our Directors, KMP and SMP in our Company*"** on page 225.

Bonus or Profit-Sharing Plan of our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management were selected as members of our management. For details, see "*History and Certain Corporate Matters* - ***Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee***" on page 220.

Interest of Key Managerial Personnel and Senior Management

Except for our Promoters, one of which namely, Dashani Darshan Anilbhai is also Key Managerial Personnel, and Samir Dashani, is also Senior Management Personnel, none of our Key Managerial Personnel and Senior Management Personnel have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

Except for our Promoters, one of which namely, Dashani Darshan Anilbhai is also Key Managerial Personnel, and Samir Dashani, is also Senior Management Personnel, none of our Key Managerial Personnel and Senior Management have been paid any consideration of any nature by our Company other than remuneration in the ordinary course of their employment.

Other than as disclosed in "– ***Terms of appointment of our Directors***", **"– *Interest of Directors***", "– ***Key Managerial Personnel of our Company*** *" and "–* ***Senior Management of our Company*** *"* on pages 224, 226, 237 and 237, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management (including contingent or deferred compensation) in all capacities in the Fiscal Year 2024. Further, there is no deferred or contingent compensation payable to any of our Key Managerial

Personnel and Senior Management for the Fiscal Year 2024.

Other than as disclosed in "– ***Interest of Directors***", there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Key Managerial Personnel.

Changes in the Key Managerial Personnel and Senior Management during the Last Three Years

The changes in our Key Managerial Personnel or Senior Management Personnel, other than in relation to our Executive Directors during the three immediately preceding years are set forth below:

Name	Designation	Date of Change	Reason for Change
Daisy Mehta	Company Secretary & Compliance Officer	December 6, 2024	Appointment
Puneet Tibrewal	Chief Financial Officer	December 6, 2024	Appointment
Samir Dashani	Head of Procurement	February 28, 2025	Appointment
Prashant Pramod Brahmane	Head of Marketing	February 28, 2025	Appointment
Maheshkumar Narottamdas Thakkar	Head of Business Operations	February 28, 2025	Appointment

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Payment or Benefit to Key Managerial Personnel and Senior Management

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration, for services rendered as officers of our Company and other than as disclosed in "***Other Financial Information***" on page 284.

Other than statutory benefits upon termination of their employment in our Company on retirement, none of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Attrition of Key Managerial Personnel and Senior Management Personnel

The attrition of Key Managerial Personnel and Senior Management Personnel is not high in our Company

Employee Stock Options and Stock Purchase Schemes

As on date of this Draft Red Herring Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Dashani Darshan Anilbhai, Dashani Divya D, Samir Anilbahi Dashani, Dashani Bhakti S, Paresh Pravinchandra Joshi, Jayshreeben P Joshi and Acclaim Enterprise LLP. As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 3,37,14,450 Equity Shares comprising 37.48% of our paid-up Equity Share capital.

For details of the build-up of our Promoters' shareholding in our Company, see "***Capital Structure***" on page 89.

Promoters

The details of our Promoters are as follows:

A. Details of our Individual Promoters

Dashani Darshan Anilbhai

Dashani Darshan Anilbhai aged 52 years, is the Chairman and Managing Director of our Company.

Permanent Account Number: ACLPD8452E

For his complete profile along with the details of his date of birth, personal address, educational qualifications, experience in business or employment, positions / posts held in the past, other directorships held, special achievements, his business and financial activities, pleasesee *"**Our Management**"* on page 221.

Other ventures promoted: Apart from Tea Station Private Limited, Dashani Darshan Anilbhai is not involved in any other ventures.

Dashani Divya D

Dashani.Divya D aged 51 years is the Promoter of our Company.

Date of birth: November 07, 1973

Address: Block Number - 44, Shreeji Krupa, Bansari Society – 2, Near Crystal Mall, Behind Central School, Kalawad Road, Rajkot – 360 005, Gujarat, India.
Permanent account number: AIPPD9195G

Education Qualifications: Bachelor of Science (Special) from Saurashtra University.

Experience: N.A

Other directorships: N.A.

Special Achievements: N.A.

Business and financial activities: N.A

Other ventures promoted: N.A.

Samir Anilbhai Dashani

Samir Anilbhai Dashani aged 40 years, is the Promoter and Head of Procurement of our Company.

Date of Birth: August 14, 1984

Permanent Account Number: AFYPD4402L

Address: A/102, Shaligram Flora, Near Sangani Bunglow, Opp. Shaligram – 3, Thaltej, Ahmedabad – 380 059, Gujarat, India.

Other Directorships: DD Polytronics (India) Private Limited and Tea Post Wellwish Foundation

Other Achievements: Letter of Appreciation received from Manoharsinh N. Jadeja (Deputy Commissioner of Police) for providing breakfast and tea to 9 lockdown checkpost and 21 internal check posts, as well as fixed points and a total number of 1100 police officers and employees in Rajkot City.

For his complete profile along with the details of his educational qualifications, experience in business or employment, other directorships held, special achievements, his business and financial activities, please see *"**Our Management**"* on page 221.

Other ventures promoted: N.A

Dashani Bhakti S

Dashani Bhakti S aged 39 years, is the Promoter of our Company.

Date of birth: June 04, 1985

Address: A/102, Shaligram Flora, Near Sangini Bunglow, Opp. Shaligram-3, Thaltej, Ahmedabad, Gujarat- 380059, India.

Permanent account number: ATCPD0799C

Education Qualifications: Bachelor of Commerce from Saurashtra University.

Experience: N.A

Other directorships: N.A.

Business and financial activities: N.A

Other ventures promoted: N.A

Paresh Pravinchandra Joshi

Paresh Pravinchandra Joshi aged 55 years, is the Promoter of our Company.

Date of birth: March 07, 1969

Address: 202, Nisha Apartment, Judges Bunglow Road, Near Mother Milk Palace, Bodakdev, Ahmedabad, Gujarat- 380054, India

Permanent account number: ABBPJ3755H

Education Qualifications: Master of Science, from Saurashtra University, Rajkot, Gujarat.

Experience: Previously he was associated with Tea Station Private Limited as a Founder Promoter and Director, he is a partner at Acclaim Enterprise LLP and is associated with our Company since 2020 as Business Development Head

Other Directorship: Acclaim Enterprises LLP

Business and Financial Activities: He is a designated partner in Acclaim Enterprises LLP and Ascent Hitech LLP

Other ventures promoted: Acclaim Enterprises LLP and Ascent Hitech LLP

Jayshreeben Paresh Joshi

Jayshreeben Paresh Joshi aged 54 years is the Promoter of our Company.

Date of birth: November 05, 1970

Address: 202, Nisha Apartment, Judges Bunglow Road, Near Mother Milk Palace, Bodakdev, Ahmedabad, Gujarat- 380054, India

Permanent account number: ADKPJ1753C

Education Qualifications: She has passed her Third B.A. Examination from Saurashtra University.

Experience: N.A

Other directorships: N.A.

Business and financial activities: N.A

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhaar card number and driving license number of Promoters (except the diving license numbers of Dashani Divya D, Dashani Bhakti S and Paresh Pravinchandra Joshi who do not have a driving licence) enlisted above, shall be submitted to the Stock Exchange at the time of filing of this Draft Red Herring

Prospectus.

B. Details of our Corporate Promoter

1. M/s Acclaim Enterprise LLP

Corporate Information

M/s Acclaim Enterprise LLP ("**Acclaim**"), one of our Promoters, was incorporated under the Limited Liability Partnership Act 2008 with the Registrar of Companies, Gujarat, at Dadra and Nagar Havelli, on October 19, 2015. The Registered Office of Acclaim is situated at Plot No.21-A/B, Nr. Green view park opp. Motel the Village, Kalawad Road, at Haripar, Rajkot, Gujarat, India, 360005. The LLP Identification Number AAE-9494.

Present activity of Acclaim Enterprise LLP

Current main object of Acclaim is as below:

To carry on the business as commission agent in tea business or to act as blenders, processors, importers, exporters, traders, buyers, sellers, wholesalers, suppliers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in ten and to make investment by way of partnership or joint venture or association or subscription to the shares of any Company whether in same business or any other business.

Change in activities

There has been no change in object of Acclaim.

Partners

The Partners of Acclaim as on the date of filling of Draft Red Herring Prospectus are as set out below:

Sr. No.	Name of the Director	Designation	DIN
1.	Paresh Pravinchandra Joshi	Designated Partner	00158205
2.	Dashani Darshan Anilbhai	Designated Partner	00519928
3.	Samir Anilbhai Dashani	Partner	02238892

Promoters of Acclaim

The Promoter of Acclaim are as below:
i. Paresh Pravinchandra Joshi
ii. Dashani Darshan Anilbhai
iii. Samir Anilbhai Dashani

Capital Contribution

The Capital Contribution of Acclaim as on the date of filling of Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Partner	Percentage of Holding
1.	Darshabhai Dashani	40.10
2.	Paresh Pravinchandra Joshi	40.10
3.	Samir Dashani	19.80
	Total	**100.00**

There has been no change in control of our Company in the last three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account numbers, bank account numbers, LLP identification number and address of the registrar of companies where the LLP is registered of our corporate Promoter, applicable will be submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in "– ***Entities forming part of the Promoter Group***" and in "***Our Management***" on pages 246 and 221, our Promoters are not involved in any other ventures in the same line of business as our Company.

Experience of our Promoters in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, see "***Our Management***" and Details of our Individual Promoters beginning on page 221.

Interests of Promoters and Related Party Transactions

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company, including dividend payable and any other distribution in respect of their shareholding; (iii) rent received by them in respect of property leased by them to our Company; and (iv) their directorship in our Company. For details on shareholding of our Promoters in our Company, see "***Capital Structure***" on page 89. For further details of interest of our Promoters in our Company, see "***Our Management***" and "***Other Financial Information***" beginning on pages 221 and 284 Our Promoters, who are also Directors and KMP/SMP, may also be deemed to be interested to the extent of their remuneration/fees and reimbursement of expenses, payable to them.

Our Company has not entered into any contract, agreements or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters are directly or indirectly interested and no payment have been made to them in respect of any contracts, agreements or arrangements which are proposed to be made.

Other than as disclosed in this section, our Promoters are not interested in any property acquired by our Company in the preceding three years from the date of filing this Draft Red Herring Prospectus with SEBI or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building and supply of machinery.

Except as disclosed below, (i) our Promoters are not interested in any property acquired by our Company in the preceding three years from the date of filing this Draft Red Herring Prospectus with SEBI or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building and supply of machinery; and (ii) there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Payment or Benefits to Promoters or Promoter Group

Except as stated above, and otherwise as disclosed in the sections titled "***Other Financial Information***" and "***Our Management – Interest of Directors***" on pages 284 and 226, and remuneration/fees and reimbursement of expenses paid to our Directors and Key Managerial Personnel, there has been no payment or benefit given or paid to our Promoters or Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus nor there is any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any companies or firms during the last three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to Equity Shares of the Company.

Other confirmations

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority / court.

Our Promoters are not a promoter of any other company which is debarred from accessing the capital market by SEBI.

Our Promoters have not been identified as wilful defaulters or as fraudulent borrowers under the SEBI ICDR Regulations.

Our Promoters have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018, as amended.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and our Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

Our Promoter Group

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below.

Natural persons who are part of the Promoter Group

The individuals forming part of our Promoter Group are as follows:

Sr. No.	Name of the individual	Relationship
Dashani Darshan Anilbhai		
1.	Daxaben Anilbhai Dashani	Mother
2.	Divya Darshan Dashani	Spouse
3.	Samir Anilbhai Dashani	Brother
4.	Jayvardhan Darshan Dashani	Son
5.	Chandrakant Jamnadas Premani	Spouse’s father
6.	Meenaben Chandrakant Premani	Spouse’s mother
7.	Sitalben Himanshubhai Ganatra	Spouse’s sister
Divya D Dashani		
1.	Chardrakant Jamnadas Premani	Father
2.	Meenaben Chandrakant Premani	Mother
3.	Darshan Anilbhai Dashani	Spouse

Sr. No.	Name of the individual	Relationship
4.	Sitalben Himanshubhai Ganatra	Sister
5.	Jayvardhan Darshan Dashani	Son
6.	Daxaben Anilbhai Dashani	Spouse's mother
7.	Samir Anilbhai Dashani	Spouse's brother
Samir Anilbhai Dashani		
1.	Daxaben Anilbhai Dashani	Mother
2.	Bhakti Samir Dashani	Spouse
3.	Darshan Anilbhai Dashani	Brother
4.	Dhyey Samir Dashani	Son
5.	Viha Samir Dashani	Daughter
6.	Manilal jadavji Pujara	Spouse's father
7.	Prafulaben Manibhai Pujara	Spouse's mother
8.	Alpeshbhai Manilal Pujara.	Spouse's brother
9.	Bansi Viralkuamar Kakkad	Spouse's sister
Bhakti Samir Dashani		
1.	Manilal jadavji Pujara	Father
2.	Prafulaben Manibhai Pujara	Mother
3.	Samir Anilbhai Dashani	Spouse
4.	Alpeshbhai Manilal Pujara	Brother
5.	Bansi Viralkuamar Kakad	Sister
6.	Dhyey Samir Dashani	Son
7.	Viha Samir Dashani	Daughter
8.	Daxaben Anilbhai Dashani	Spouse's mother
9.	Darshan Anilbhai Dashani	Spouse's brother
Paresh Pravinchandra Joshi		
1.	Pravinchandra Mohanlal Joshi	Father
2.	Minakshiben Joshi	Mother
3.	Jayshreeben Pareshbhai Joshi	Spouse
4.	Nilesh Pravinchandra Joshi	Brother
5.	Janvi Pareshbhai Joshi	Daughter
6.	Ichhashanker Jatashanker Vyas	Spouse's father
7.	Kantaben Ichhashanker Vyas	Spouse's mother
8.	Rajesh Ichhashanker Vyas	Spouse's brother
9.	Ilaben Kiritbhai Joshi Meena Narendrakumara Mehta Daxaben Harishbhai Joshi	Spouse's sister
Jayshreeben Pareshbhai Joshi		
1.	Ichhashanker Jatashanker Vyas	Father
2.	Kantaben Ichhashanker Vyas	Mother
3.	Pareshbhai Pravinchandra Joshi	Spouse
4.	Rajesh ichhashanker Vyas	Brother
5.	1. Ms. Ilaben Kiritbhai Joshi 2. Ms. Minaben Narendrabhai Mehta. 3. Ms. Daxaben Harishbhai Joshi	Sister
7.	Janvi Pareshbhai Joshi	Daughter
8.	Pravinchandra Mohanlal Joshi	Spouse's father
9.	Minakshi Pravindrachandra Joshi	Spouse's mother
10.	Nilesh Pravinchandra Joshi	Spouse's brother

A. Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

Sr. No.	Name of the entity	Promoter group relation
1.	D D Polytronics (India) Private Limited	Body corporate in which 20% or more of the equity share capital is held by the Promoters of our Company or their immediate relatives, or a firm or Hindu Undivided Family in which the 'promoter' or any one or more of their
2.	Tea Station Private Limited	
3.	J Square Interiors LLP	
4.	Parth Traders	

	relative is a member

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, the term "group companies", includes:

(i) such companies (other than Promoters) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and
(ii) any other companies which are considered material by our Board.

Accordingly, for (i) above, all such companies (except subsidiaries) with which the Company had related party transactions during the period covered in the Restated Financial Statements included in the offer document, as covered under the applicable accounting standards, shall be considered as 'group companies' of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board vide its resolution dated March 27, 2025 has passed the Materiality Policy, determining that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Statements included in the offer document) shall be considered "material" and will be disclosed as a 'group company' in the offer documents, if it is a member of the Promoter Group Companies (other than the Promoters, in case the Promoters are companies) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and the Company has entered into one or more transactions with such company during the last completed fiscal year (or relevant stub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company for the last completed fiscal year and the relevant stub period, as applicable, as per the Restated Financial Statements.

Accordingly, the Board has identified following Company as our Group Company:

- Tea Post Wellwish Foundation

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Company, for the last three years shall be hosted on the website of our Company:

- Reserves (excluding revaluation reserve)
- Sales
- Profit after tax
- Earnings per share
- Diluted earning per share; and
- Net asset value

Details of our Group Company

Tea Post Wellwish Foundation

Registered Office

The registered office of Tea Post Wellwish Foundation is situated at TP NO. 216, F P NO. 69 NR Sindhu Bhavan Road, Shilaj, Ahmedabad – 380 059, Gujarat, India.

Nature of Activities

The company is dedicated to the upliftment of workers, laborers, and employees in tea gardens by providing education, skill development, medical facilities, and other essential services to improve their quality of life. It aims to promote gender equality by empowering women through education, vocational training, and employment or self-employment opportunities. The company also focuses on the welfare of senior citizens by establishing old age homes, day care centers, and other support systems, while addressing the needs of socially and economically disadvantaged groups. Additionally, it supports the education and vocational skill enhancement of differently-abled individuals, encourages national-level sports, and undertakes environmental sustainability initiatives, including the conservation of natural resources, soil, air, and water. The company ensures that any profit or income generated is reinvested to further its objectives, with no dividends paid to members.

Financial Information

The financial information derived from the audited financial statements of Tea Post Wellwish Foundation for the last three financial years, as required by the SEBI ICDR Regulations, are available on www.teapost.in.

It is clarified that such details available on the websites of our Company do not form part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including the websites of our Group Company, would be doing so at their own risk.

Litigation which has material impact on our Company

There is no pending litigation involving our Group Company which has or will have a material impact on our Company.

Nature and Extent of interest of Group Company

Interest in the promotion of our Company

Our Group Company do not have any interest in the promotion of our Company.

Interest in the properties acquired by our Company in the preceding three years before filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Company is not interested in the properties acquired by our Company in the three preceding years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Interest in transactions for acquisition of land, construction of building and supply of machinery

Our Group Company are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common Pursuits

There are no common pursuits amongst our Group Companies and our Company

Related Business Transactions within the group and significance on the financial performance of our Company

Other than the transactions disclosed in the section "***Restated Financial Information – Related Party Disclosures***", there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

Business interests or other interests

Except in the ordinary course of business and as disclosed in section "***Restated Financial Information – Related Party Disclosures***", our Group Companies do not have any business interest in our Company.

Other Confirmations

Our Group Companies do not have any securities listed on a stock exchange.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act together with the applicable rules issued thereunder. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, acquisitions, overall financial condition of our Company and restrictive covenants of our financial arrangements. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business. Our Company has adopted a dividend distribution policy ("**Dividend Policy**") pursuant to a resolution of the Board dated March 27, 2025. In terms of the Dividend Policy, the dividend pay-out, if any, shall be determined by the Board after taking into account a number of financial parameters, including internal factors and external factors, including the profitable growth of the Company, earning stability and outlook, accumulated reserves, business cycles, economic environment, and industry outlook.

No dividends have been declared and paid by the Company on the Equity Shares as per the Restated Financial Statements in the preceding three Financial Years and the six-month period ended September 30, 2023 and from October 1, 2024 until the date of filing of this Draft Red Herring Prospectus.

For details in relation to risks involved in this regard, see "***Risk Factors - Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements***" on page 65.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENT

[The remainder of this page has intentionally been left blank]

Independent Auditor's Examination report on Restated Financial Information

The Board of Directors
Tea Post Limited
(formerly known as Tea Post Private Limited)

Dear Sirs / Madams,

1. We have examined the attached Restated Financial Information of Tea Post Limited (the "Company"), which comprises of the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss (including other comprehensive income), Restated Statement of changes in equity and the Restated Statement of Cash Flows for the six month period ended September 30, 2024, and years ended March 31, 2024, 2023 and 2022, and the Summary Statement of Significant Accounting Policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company ("the Board") at their meeting held on March 27, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus"), (DRHP, RHP and Prospectus, collectively the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 1 each of the Company ("IPO") prepared in terms of the requirements of:
   a) The Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); 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").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer documents to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and the Registrar of companies, Gujarat in connection with the IPO. The Restated Financial Information

have been prepared by the management of the Company on the basis of preparation stated in note 2A (1) to the Restated Financial Information. 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 information. The Board of Directors is also responsible for identifying and ensuring that the company complies with the Act, the ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

3. We have examined these Restated Financial Information taking into consideration:
   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 16th January, 2025 in connection with the proposed IPO of the Company;
   b) The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; 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.

4. These Restated Financial Information have been compiled by the Management from:
   a) the audited special purpose interim financial statements of the Company as at and for the six months period ended September 30, 2024 prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (the "Ind AS") 34 "Interim Financial Statements" as prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the "Special Purpose Interim Financial Statements"), which have been approved by the Board of Directors at their meeting held on March 27, 2025;
   b) the proforma Ind AS financial information as at and for the year ended March 31, 2022 prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2022 which have been approved by the Board of Directors at their meeting held on September 02, 2022 as described in Note 2A(1) to the Restated Financial Information;

c) the proforma Ind AS financial information as at and for the year ended March 31, 2023 prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2023 which have been approved by the Board of Directors at their meeting held on August 21, 2023 as described in Note 2A(1) to the Restated Financial Information; and

d) the proforma Ind AS financial information as at and for the year ended March 31, 2024 prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2024 which have been approved by the Board of Directors at their meeting held on September 05, 2024 as described in Note 2A (1) to the Restated Financial Information.

5. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month period ended September 30, 2024;

   b) do not contain any qualifications requiring adjustments; and

   c) have been prepared in accordance with the Companies Act 2013, ICDR Regulations and the Guidance Note.

6. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

7. 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.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited and Registrar of Companies, Gujarat at Ahmedabad in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing.

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Restated Financial Information

Restated Statement of Assets & Liabilities

Particulars	Note No.	INR Lacs As at Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
ASSETS:					
Non-Current Assets:					
Property, Plant and Equipment	3	**3,176.61**	3,190.69	2,347.81	1,407.46
Goodwill	3	**3.71**	4.26	5.75	7.75
Capital work-in-progress	3	**15.45**	13.00	18.24	21.27
Other Intangible Assets	3	**6.99**	8.87	9.78	7.28
Financial Assets:					
Other Financial Assets	4	**971.49**	724.46	670.78	124.15
Assets for Current tax [Net]	5	**27.05**	31.58	13.64	11.66
Deferred Tax Assets [Net]	6	**320.52**	334.39	343.52	352.02
		4,521.82	4,307.25	3,409.52	1,931.59
Current Assets:					
Inventories	7	**326.00**	282.65	313.65	189.36
Financial Assets:					
Trade Receivables	8	**283.32**	261.43	208.60	155.00
Cash and Cash Equivalents	9 [A]	**294.87**	66.09	22.95	642.41
Bank balances other than cash and cash equivalents	9 [B]	**248.35**	3.35	3.02	39.00
Loans	10	**15.59**	17.94	21.36	7.39
Other Current Financial Assets	11	**68.20**	50.34	14.71	3.43
Other Current Assets	12	**151.23**	104.73	83.59	59.07
		1,387.56	786.52	667.89	1,095.66
Total		**5,909.38**	5,093.78	4,077.41	3,027.25
EQUITY AND LIABILITIES:					
Equity:					
Equity Share Capital	13	**77.06**	73.10	73.10	72.77
Other Equity	14	**1,942.02**	877.41	992.38	1,042.74
Share application money pending allotment		**-**	-	-	10.00
		2,019.08	950.51	1,065.48	1,125.50
Non-Current Liabilities:					
Financial Liabilities:					
Borrowings	15	**11.40**	15.54	20.68	13.24
Lease Liabilities	16	**1,999.33**	2,015.88	1,370.05	892.72
Other Financial Liabilities	17	**330.12**	320.72	243.70	248.44
Other Non Current Liabilities	18	**207.86**	183.85	155.34	112.86
Provisions	19	**84.22**	77.28	52.72	34.86
		2,632.92	2,613.28	1,842.49	1,302.12
Current Liabilities:					
Financial Liabilities:					
Borrowings	20	**8.10**	399.67	123.70	3.67
Lease Liabilities	21	**413.42**	352.80	276.42	113.37
Trade Payables	22				
Dues to Micro and Small Enterprises		**44.31**	43.44	26.87	38.63
Dues to other than Micro and Small Enterprises		**277.17**	336.97	409.80	178.67
Other Financial Liabilities	23	**194.95**	123.80	98.83	69.27
Other Current Liabilities	24	**304.32**	257.99	223.39	190.77
Provisions	25	**15.10**	15.32	10.44	5.24
		1,257.37	1,529.99	1,169.44	599.62
Total		**5,909.38**	5,093.78	4,077.41	3,027.25
Significant Accounting Policies	2				
Notes to the restated financial statements	1 to 48				

Signatures to Significant Accounting Policies and Notes 1 to 48 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Darshan Dashani
Chairman and Managing Director
DIN : 00519928

Suvrat S. Shah
Partner
Membership Number: 102651

Company Secretary

Puneet Tibrewala
Whole time Director and CFO
DIN : 08015082

Raminder Singh Rekhi
Whole time Director
DIN : 02073312

Ahmedabad, Dated: 27/03/2025

Ahmedabad, Dated: 27/03/2025

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Restated Financial Information

Restated Statement of Profit and Loss

Particulars	**Note No.**	**INR Lacs**			
		For the six months period ended	**For the year ended**		
		Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
INCOME:					
Revenue from Operations	27	**3,137.47**	5,401.96	4,324.27	2,588.20
Other Income	28	**39.11**	67.31	45.02	12.21
Total Income		**3,176.58**	5,469.27	4,369.29	2,600.40
EXPENSES:					
Cost of materials Consumed	29	**1,258.67**	2,234.54	2,124.04	1,324.39
Employee benefits expense	30	**709.08**	1,206.26	901.25	555.60
Finance costs	31	**139.78**	234.45	145.79	90.00
Depreciation and amortisation expense	3	**440.68**	747.74	416.28	282.73
Other expenses	32	**662.83**	1,139.01	867.68	465.43
Total Expenses		**3,211.05**	5,562.00	4,455.04	2,718.16
Profit/(Loss) before Tax		**(34.47)**	(92.73)	(85.74)	(117.75)
Less: Tax Expense:					
Current Tax		**-**	-	-	-
Prior year's tax adjustments		**-**	-	0.27	-
Deferred Tax	6	**13.87**	9.13	8.50	(24.05)
		13.87	9.13	8.77	(24.05)
Profit/(Loss) for the year		**(48.33)**	(101.86)	(94.51)	(93.71)
Items that will not be reclassified to profit or loss:					
Re-measurement losses on post employment defined benefit plans		**10.72**	(13.11)	4.50	0.52
Income tax effect		**-**	-	-	-
Other Comprehensive Income for the year [Net of tax]		**10.72**	(13.11)	4.50	0.52
Total Comprehensive Income for the year [Net of Tax]		**(37.61)**	(114.97)	(90.01)	(93.19)
Basic Earning per Equity Share [EPS] [in Rupees]	34	**(0.06)**	(0.13)	(0.12)	(0.14)
Diluted Earning per Equity Share [EPS] [in Rupees]	34	**(0.06)**	(0.13)	(0.12)	(0.13)
Significant Accounting Policies	2				
Notes to the restated financial statements	1 to 48				

Signatures to Significant Accounting Policies and Notes 1 to 48 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Darshan Dashani
Chairman and Managing Director
DIN : 00519928

Suvrat S. Shah
Partner
Membership Number: 102651

Company Secretary

Puneet Tibrewala
Whole time Director and CFO
DIN : 08015082

Raminder Singh Rekhi
Whole time Director
DIN : 02073312

Ahmedabad, Dated: 27/03/2025

Ahmedabad, Dated: 27/03/2025

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Restated Financial Information

Restated Statement of changes in equity

a Equity Share Capital:

	No. of Shares	INR Lacs
Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:		
As at April 1, 2021	**6,18,178**	**61.82**
New Shares issued during the year	44,921	**4.49**
Equity Shares issued on conversion of Preference Shares during the year	64,584	**6.46**
As at March 31, 2022	**7,27,683**	**72.77**
New Shares issued during the year	3,296	**0.33**
As at March 31, 2023	**7,30,979**	**73.10**
New Shares issued during the year	-	**-**
As at March 31, 2024	**7,30,979**	**73.10**
New Shares issued during the year	63,117	**6.31**
Less : unpaid calls	-	**(2.35)**
As at September 30, 2024	**7,94,096**	**77.06**

b Other Equity:

	INR Lacs			
	Reserves and Surplus		Items of OCI	Total
	Securities Premium	Retained Earning	OCI Reserve	
As at April 1, 2021	**1,708.98**	**(935.64)**	**-**	**773.34**
Add: Profit/(Loss) for the year	-	(93.71)	-	**(93.71)**
Less: Opening Adjustments of Ind AS	-	(176.50)	-	**(176.50)**
Add: Securities premium received during the year	539.08	-	-	**539.08**
Add [Less]: Other Comprehensive income [Net of Tax]	-	-	0.52	**0.52**
As at March 31, 2022	**2,248.06**	**(1,205.84)**	**0.52**	**1,042.74**
Add: Profit/(Loss) for the year	-	(94.51)	-	**(94.51)**
Add: Securities premium received during the year	39.65	-	-	**39.65**
Add [Less]: Other Comprehensive income [Net of Tax]	-	-	4.50	**4.50**
As at March 31, 2023	**2,287.71**	**(1,300.35)**	**5.02**	**992.38**
Add: Profit/(Loss) for the year	-	(101.86)	-	**(101.86)**
Add: Securities premium received during the year	-	-	-	**-**
Add [Less]: Other Comprehensive income [Net of Tax]	-	-	(13.11)	**(13.11)**
As at March 31, 2024	**2,287.71**	**(1,402.21)**	**(8.09)**	**877.41**
Add: Profit/(Loss) for the year	-	(48.33)	-	**(48.33)**
Add: Securities premium received during the year	1,277.64	-	-	**1,277.64**
Less : Unpaid calls	(175.41)	-	-	**(175.41)**
Add [Less]: Other Comprehensive income [Net of Tax]	-	-	10.72	**10.72**
As at September 30, 2024	**3,389.94**	**(1,450.55)**	**2.63**	**1,942.02**

Signatures to Significant Accounting Policies and Notes 1 to 48 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

Suvrat S. Shah
Partner
Membership Number: 102651

Ahmedabad, Dated: 27/03/2025

For and on behalf of the Board

Darshan Dashani
Chairman and Managing Director
DIN : 00519928

Company Secretary

Puneet Tibrewala
Whole time Director and CFO
DIN : 08015082

Raminder Singh Rekhi
Whole time Director
DIN : 02073312

Ahmedabad, Dated: 27/03/2025

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Restated Financial Information

Restated Statements of Cash Flow

Particulars	INR			
	Year ended September 30, 2024	Year ended March 31		
		2024	2023	2022
A. Cash flows from operating activities				
Profit before tax	**(23.75)**	(105.84)	(81.24)	(117.23)
Adjustments for:				
Depreciation and amortisation expense	**440.68**	747.74	416.28	282.73
Net [gain]/ loss on disposal of Property, plant and equipment	**0.85**	11.71	23.85	4.26
Deferred Exps/Income	**0.22**	0.66	(3.23)	(2.57)
Franchisee fees Ind AS Adjustments	**10.57**	20.74	72.80	99.33
Interest income	**(30.80)**	(49.68)	(33.24)	(5.39)
Interest expense, Bank commission and charges	**139.78**	234.45	145.79	90.00
Provision for employee benefits	**6.71**	29.45	23.05	18.75
Sundry balances written off (Net)	**-**	(3.79)	(0.20)	2.71
Operating profit before working capital changes	**544.28**	885.44	563.86	372.59
Adjustment for:				
[Increase] /Decrease in inventories	**(43.35)**	31.00	(124.29)	(98.73)
[Increase] /Decrease in trade receivables	**(21.89)**	(49.04)	(53.40)	(41.05)
[Increase] /Decrease in other Current assets	**(47.44)**	(9.37)	(2.83)	(10.21)
[Increase] /Decrease in other Current Financial assets	**(17.86)**	(35.63)	(11.28)	(3.27)
[Increase] /Decrease in Non Current assets	**-**	**-**	**-**	20.00
[Increase] /Decrease in Other Financial assets	**(246.61)**	(66.79)	(569.24)	(54.42)
Increase/ [Decrease] in trade payables	**(58.93)**	(56.25)	219.36	58.26
[Increase] /Decrease in Short term Loans and Advances	**2.35**	3.42	(13.97)	35.08
Increase/ [Decrease] Other current financial liabilities	**71.15**	24.97	29.56	15.32
Increase/ [Decrease] other current liabilities	**58.18**	34.60	(7.53)	23.34
Cash generated from operations	**239.87**	**762.36**	**30.24**	**316.90**
Direct taxes paid [net of refunds]	**4.53**	(17.94)	(3.25)	(2.32)
Net cash from operating activities	**244.40**	**744.42**	**26.99**	**314.58**
B. Cash flows from investing activities:				
Purchase of Property, plant and equipment and Other intangible assets	**(211.19)**	(525.79)	(597.58)	(158.94)
Proceeds from sale of Property, plant and equipment	**27.99**	11.44	31.88	23.58
Interest received	**24.06**	38.64	29.64	2.77
Net cash [used in]/ from investing activities	**(159.14)**	**(475.71)**	**(536.06)**	**(132.59)**
C. Cash flows from financing activities:				
Proceeds from Issue of Shares/ Share Application Money (Including Share Premium)	**1,106.19**	-	29.98	554.89
Current Borrowings [net - taken/ (repayment)]	**(391.57)**	275.97	120.03	(12.82)
Long Borrowings [net - taken/ (repayment)]	**(4.14)**	(5.14)	7.44	(2.24)
Repayment of lease liabilities	**(314.44)**	(544.19)	(303.20)	(191.04)
Other Long term Liabilities	**11.21**	85.58	5.92	61.72
Interest paid	**(19.00)**	(37.65)	(6.64)	(3.48)
Net cash from/ [used in] financing activities	**388.25**	**(225.44)**	**(146.47)**	**407.03**
Net decrease in cash and cash equivalents	**473.51**	43.27	(655.54)	589.02
Cash and cash equivalents at the beginning of the year	**69.44**	25.97	681.41	92.42
Cash and cash equivalents at the end of the year	**543.22**	**69.44**	**25.97**	**681.41**

Notes to the Cash Flow Statement

1. The above cash flow statement has been prepared under the "Indirect method" as set out in Ind AS-7 "Statement of Cash Flows".
2. All figures in brackets are outflows.
3. Previous year's figures have been regrouped wherever necessary.
4. Cash and cash equivalents comprise of:

	Particulars	Year ended September 30, 2024	Year ended March 31			
			2024	2023	2022	2021
a	Cash and cash equivalents	**294.87**	66.09	22.95	642.41	50.92
b	Bank balances other than cash and cash equivalents	**248.35**	3.35	3.02	39.00	41.50
	Total	**543.22**	69.44	25.97	681.41	92.42

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Darshan Dashani
Chairman and Managing Director
DIN : 00519928

Suvrat S. Shah
Partner
Membership Number: 102651

Ahmedabad, Dated: 27/03/2025

Company Secretary

Ahmedabad, Dated: 27/03/2025

Puneet Tibrewala
Whole time Director and CFO
DIN : 08015082

Raminder Singh Rekhi
Whole time Director
DIN : 02073312

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Notes To Restated Financial Information

Note: 1 - Company overview:

Tea Post Limited [the company] was incorporated on 05/11/2015. The company's registered office is situated at D-001, Elanza crest, Nr.Bajarang Char rasta, Sindhu bhavan Road, Ahmedabad - 380059. The company is engaged in the Café business (Restaurant Service) and Franchisee Business.

The name of the Company has been changed w.e.f 5th December, 2024 pursuant conversion of Company from Private Limited to Public Limited.

Note: 2 - Significant Accounting Policies:

A The following note provides list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the year presented unless otherwise stated.

1 Basis of preparation:

A The Restated Financial Information of the Company comprises of the Restated Financial Statements of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statements of Changes in Equity for September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Material Accounting Policies, and other explanatory information (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus and the Prospectus (the "Offer Documents") to be filed with the Registrar of Companies, Gujarat at Ahmedabad ("RoC"), the Securities and Exchange Board of India ("SEBI") and BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE together, the "Stock Exchanges") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note") read with the general directions dated October 28, 2021, letter dated November 18, 2021 and email dated December 18, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communications"), as applicable.

B The Company has prepared these Restated Financial Statements as per Indian Accounting Standards notified under section 133 of the Companies Act, 2013, as amended (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") with effect from April 01, 2021.

C These Restated Financial Information have been compiled by the Management from the Special purpose audited restated Ind AS financial statements of the company as at and for the half year ended September 30, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India(the "Ind AS Financial Statements").

2 Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical accounting judgments and estimates:

A Taxes on Income:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions and possibility of utilisation of Minimum Alternate Tax [MAT] credit in future.

B Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

C Employee Benefits:

Significant judgments are involved in making estimates about the life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans.

D lease classification and straight lining of lease rentals

Significant judgments are involved in valuation of lease about interest rate, depreciation on ROU.

E Impairment of Property, Plant and Equipments and Goodwill:

Significant judgment is involved in determining the estimated future cash flows from the Investments, Property, Plant and Equipment and Goodwill to determine its value in use to assess whether there is any impairment in its carrying amount as reflected in the financials.

F Contingent liabilities:

Significant judgment is involved in determining whether there is a possible obligation, that may, but probably will not require an outflow of resources.

3 Foreign Currency Transactions:

The Company's financial statements are presented in Indian Rupees, which is the functional and presentation currency.

A The transactions in foreign currencies are translated into functional currency at the rates of exchange prevailing on the dates of transactions.

B Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss.

C Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis.

4 Revenue Recognition:

A The following is the significant accounting policy related to revenue recognition under Ind AS 115.

A Sale of Products at Restaurant

The company Recognizes revenue from sale of food through company's owned stores and are recognized when items are delivered to or carried out by customers and the same is accounted net of discount and excludes taxes collected from customers.

B Sale of Traded Goods

The company recognizes Revenue from sale of supplies to its franchised stores upon delivery of the products. Revenue is measured based on the consideration to which company expects to be entitled from customer, net of discount and excludes taxes collected from customers.

C Franchisee Income

- Royalty Income is recognized on accrual basis in accordance with the terms of relevant agreement.
- Franchisee fees is recognised on a straight-line basis over the term of each respective franchisee store agreement by the Company. Fee received in excess of revenues are classified as Franchisee Fees Received in Advance.
- Outlet setup charge received from the franchisee is recognised in the year in which outlet setup starts.

D Other Income

Interest Income is recognized on time proportion basis.

Revenue in respect of other income is recognized when no significant uncertainty as to determination or realisation exists.

Note: 2 - Significant Accounting Policies-Continued:

5 Taxes on Income:

Tax expenses comprise of current and deferred tax.

A Current Tax:

a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b Current tax items are recognised in correlation to the underlying transaction either in profit or loss, Other Comprehensive Income (OCI) or directly in equity.

B Deferred Tax:

a Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

b Deferred tax liabilities are recognised for all taxable temporary differences.

c Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

e Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

f Deferred tax items are recognised in correlation to the underlying transaction either in profit or loss, OCI or directly in equity.

g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

6 Property, Plant and Equipment:

A Depreciation on tangible assets is provided on "written down value method". Useful life of tangible assets as per following details are different from that prescribed in Schedule II of the Act, which have been arrived at based on technical evaluation. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of deprication of property, plant and equipment at reasonable intervals. Any revision to these is recognized prospectively in current and future periods.

Asset Class	No. of years
Furniture, Fixtures and Office Equipments	8 Years
Plant and Machinery	5 Years

B Depreciation on additions/disposals of the tangible assets during the reporting period is provided on pro-rata basis according to the period during which the assets are put to use.

C Intangible assests are amortized on Straight-line Method over a period of estimated economic life of those assets as per the following table.

Asset Class	No. of years
Goodwill	10 Years
Trademark	3 Years
Software	3 Years

7 Intangible Assets:

A Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

B Internally generated intangibles are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

C Technical Know-how Fees and other similar rights are amortised over their estimated economic life.

D Capitalised cost incurred towards purchase/ development of software is amortised using straight line method over its useful life of four years as estimated by the management at the time of capitalisation.

E Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

F An item of intangible asset initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the statement of Profit and Loss when the asset is derecognised.

8 Impairment of Non Financials Assets:

The Property, Plant and Equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, the assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or Groups of assets [cash generating units]. Non-financial assets other than goodwill that suffered an impairment loss are reviewed for possible reversal of impairment at the end of each reporting period. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

9 Inventories:

Inventories of Raw Materials, Packing Materials, Finished Goods and Stock-in-Trade are valued at lower of cost and net realisable value.

10 Cash and Cash Equivalents:

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and short term demand deposits with banks.

11 Provisions, Contingent Liabilities and Contingent Assets:

A Provisions are recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

B If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

Note: 2 - Significant Accounting Policies-Continued:

12 Employee Benefits:

A Short term obligations:

Liabilities for wages and salaries, including leave encashment that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

B Long term employee benefits obligations:

a Leave Wages and Sick Leave:

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months period after the end of the period in which the employees render the related service. They are therefore, measured at the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method, as determined by actuarial valuation, performed by an independent actuary. The benefits are discounted using the market yields at the end of reporting period that have the terms approximating to the terms of the related obligation. Gains and losses through re-measurements are recognised in statement of profit and loss.

b Defined Benefit Plans:

Gratuity:

The Liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit plan obligation at the end of the reporting period less the fair value of the plan assets. The Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to the market yields at the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discounting rate to the net balance of the defined benefit obligation and the fair value of plan assets. Such costs are included in employee benefit expenses in the statement of Profit and Loss.

Re-measurements gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in the period in which they occur directly in "Other Comprehensive Income" and are included in retained earnings in the Statement of Changes in Equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

i Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

ii Net interest expense or income.

c Defined Contribution Plans - Provident Fund Contribution:

Employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The company has no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employees benefit expenses when they are due in the statement of profit and loss.

13 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial assets:

a Initial recognition and measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognised on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

b Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in following categories:

Debt instruments at amortised cost:

A debt instrument’ is measured at the amortised cost if both the following conditions are met:

The asset is held with an objective of collecting contractual cash flows

Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate[EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the statement of profit or loss.

Equity instruments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

c Derecognition:

A financial asset [or, where applicable, a part of a financial asset] is primarily derecognised [i.e. removed from the Company's balance sheet] when:

- The rights to receive CASH flows from The asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through’ arrangement; and either [a] the company has transferred substantially all the risks and rewards of the asset, or [b] the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. When the Company has transferred the risk and rewards of ownership of the financial asset, the same is derecognised.

d Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost

b) Trade receivables or any contractual right to receive cash or another financial asset

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on Point b provided above. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Note: 2 - Significant Accounting Policies-Continued:

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss . The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance , i.e., as an integral part of the measurement of those assets in the balance sheet which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics.

B Financial liabilities:

a Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b Subsequent measurement:

Subsequently all financial liabilities are measured as amortised cost, as described below:

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

c Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

C Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.

D Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

14 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a. In the principal market for the asset or liability, or

b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a. Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities

b. Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c. Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

15 Earnings per share ('EPS'):

a. Basic Earnings per share

Basic EPS is computed by dividing 1) the profit attributable to the owners of the Parent Company for the year 2) by the weighted average number of equity shares outstanding during the financial year.

b. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

1) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares

2) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The impact of bonus shares and share split is reflected in EPS computation retrospectively since the earliest period presented regardless of whether such bonus issue or share split occurred during the reporting period or after the end of the reporting period but before the financial statements are authorised for issue.

16 Current and non-current classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the companies Act, 2013.

An asset is current when it is:

— Expected to be realized or intended to be sold or consumed in normal operating cycle;

— Held primarily for the purpose of trading;

— Expected to be realized within twelve months after the reporting period; or

— Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

— All other assets are classified as non-current.

Note: 2 - Significant Accounting Policies-Continued:

A liability is current when:

— It is expected to be settled in normal operating cycle;
— It is held primarily for the purpose of trading;
— It is due to be settled within twelve months after the reporting period; or
— There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.
— All other liabilities are classified as non-current. Deferred tax assets/liabilities are classified as non current

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

17 Leases:

The Company , as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

B Recent Accounting Pronouncements:

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. For the period ended September 30, 2024, there are no new standards or amendments to the existing standards which are notified but not yet effective.

Note: 3 - Property, Plant & Equipment:

[INR Lacs]

Name of Assets	Gross Block				Depreciation and Amortisation				Net Block	
	As on 01/04/2021 [*]	Addition	Deduction/ Other Adjustments	As on 31/03/2022	As on 01/04/2021 [*]	Addition	Deduction/ Other Adjustments	As on 31/03/2022	As on 31/03/2022	As on 31/03/2021
(i) Property, Plant and Equipment										
ROU	746.30	288.96	-	1,035.26	-	154.68	-	154.68	880.58	746.30
Immovable Assets	293.85	32.83	7.30	319.38	50.99	23.96	1.30	73.64	245.74	242.86
Plant, Machinery and Office Equipments	170.43	37.42	45.64	162.22	111.39	24.35	35.69	100.05	62.17	59.04
Furniture and Fixtures	320.51	50.19	27.78	342.91	155.08	50.26	16.63	188.71	154.20	165.43
Vehicles	38.86	0.49	-	39.35	13.12	8.11	-	21.23	18.12	25.74
Computer and Data Processing Units	63.03	7.28	10.06	60.25	50.78	6.33	8.34	48.77	11.48	12.25
Electrical Installation	55.35	12.49	7.72	60.11	17.90	9.42	2.37	24.94	35.17	37.45
Total [i]	**1,688.33**	**429.66**	**98.50**	**2,019.49**	**399.26**	**277.10**	**64.33**	**612.02**	**1,407.46**	**1,289.07**
(ii) Intangible Assets										
Trade Mark	2.85	2.14	-	4.98	0.83	0.46	-	1.30	3.68	2.01
Softwares	14.63	3.99	-	18.62	11.85	3.17	-	15.02	3.60	2.78
Total [ii]	**17.48**	**6.13**	**-**	**23.60**	**12.68**	**3.64**	**-**	**16.32**	**7.28**	**4.79**
(ii) Goodwill	20.03	-	-	20.03	10.28	2.00	-	12.28	7.75	9.75
Total [i + ii + iii]	**1,725.84**	**435.78**	**98.50**	**2,063.12**	**422.22**	**282.73**	**64.33**	**640.62**	**1,422.50**	**1,303.62**
Previous Year	**921.60**	**906.34**	**102.10**	**1,725.84**	**313.55**	**148.92**	**40.25**	**422.22**	**1,303.62**	**596.30**

Name of Assets	Gross Block				Depreciation and Amortisation				Net Block	
	As on 01/04/2022	Addition	Deduction/ Other Adjustments	As on 31/03/2023	As on 01/04/2022	Addition	Deduction/ Other Adjustments	As on 31/03/2023	As on 31/03/2023	As on 31/03/2022
(i) Property, Plant and Equipment										
ROU	1,035.26	812.24	-	1,847.50	154.68	230.01	-	384.69	1,462.81	880.58
Immovable Assets	319.38	118.32	29.85	407.85	73.64	24.91	6.50	92.06	315.79	245.74
Plant, Machinery and Office Equipments	162.22	141.98	7.09	297.10	100.05	51.67	0.75	150.97	146.13	62.17
Furniture and Fixtures	342.91	223.08	18.04	547.95	188.71	69.94	1.55	257.10	290.86	154.20
Vehicles	39.35	31.37	-	70.72	21.23	8.57	-	29.80	40.92	18.12
Computer and Data Processing Units	60.25	26.95	1.55	85.66	48.77	12.52	0.21	61.09	24.57	11.48
Electrical Installation	60.11	51.81	9.51	102.42	24.94	12.04	1.29	35.69	66.72	35.17
Total [i]	**2,019.49**	**1,405.75**	**66.03**	**3,359.20**	**612.02**	**409.67**	**10.30**	**1,011.39**	**2,347.81**	**1,407.46**
(ii) Intangible Assets										
Trade Mark	4.98	1.04	-	6.02	1.30	1.35	-	2.65	3.37	3.68
Softwares	18.62	6.07	-	24.69	15.02	3.26	-	18.28	6.41	3.60
Total [ii]	**23.60**	**7.11**	**-**	**30.71**	**16.32**	**4.61**	**-**	**20.93**	**9.78**	**7.28**
(ii) Goodwill	20.03	-	-	20.03	12.28	2.00	-	14.28	5.75	7.75
Total [i + ii + iii]	**2,063.12**	**1,412.86**	**66.03**	**3,409.95**	**640.62**	**416.28**	**10.30**	**1,046.60**	**2,363.34**	**1,422.50**
Previous Year	**1,725.84**	**435.78**	**98.50**	**2,063.12**	**422.22**	**282.73**	**64.33**	**640.62**	**1,422.50**	**1,303.62**

Name of Assets	Gross Block				Depreciation and Amortisation				Net Block	
	As on 01/04/2023	Addition	Deduction/ Other Adjustments	As on 31/03/2024	As on 01/04/2023	Addition	Deduction/ Other Adjustments	As on 31/03/2024	As on 31/03/2024	As on 31/03/2023
(i) Property, Plant and Equipment										
ROU	1,847.50	1,080.34	-	2,927.84	384.69	455.56	-	840.25	2,087.60	1,462.81
Immovable Assets	407.85	153.67	6.00	555.52	92.06	41.97	1.19	132.83	422.69	315.79
Plant, Machinery and Office Equipments	297.10	89.68	26.74	360.05	150.97	79.23	21.17	209.03	151.02	146.13
Furniture and Fixtures	547.95	224.92	47.00	725.87	257.10	108.83	36.63	329.30	396.58	290.86
Vehicles	70.72	-	-	70.72	29.80	12.77	-	42.57	28.16	40.92
Computer and Data Processing Units	85.66	19.75	8.00	97.40	61.09	18.90	6.50	73.49	23.92	24.57
Electrical Installation	102.42	34.90	1.42	135.90	35.69	20.00	0.52	55.17	80.73	66.72
Total [i]	**3,193.77**	**1,603.27**	**89.16**	**4,873.32**	**984.10**	**737.25**	**66.01**	**1,682.63**	**3,190.69**	**2,347.81**
(ii) Intangible Assets										
Trade Mark	6.02	4.82	-	10.84	2.65	1.60	-	4.25	6.59	3.37
Softwares	24.69	3.28	-	27.97	18.28	7.41	-	25.69	2.28	6.41
Total [ii]	**50.74**	**8.10**	**-**	**38.81**	**20.93**	**9.01**	**-**	**29.94**	**8.87**	**9.78**
(ii) Goodwill	20.03	-	-	20.03	14.28	1.49	-	15.77	4.26	5.75
Total [i + ii + iii]	**3,264.55**	**1,611.37**	**89.16**	**4,932.16**	**1,019.32**	**747.74**	**66.01**	**1,728.34**	**3,203.82**	**2,363.34**
Previous Year	**2,063.12**	**1,412.86**	**66.03**	**3,409.95**	**640.62**	**416.28**	**10.30**	**1,046.60**	**2,363.34**	**1,422.50**

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Notes To Restated Financial Information

Note: 3 - Property, Plant & Equipment - Continue:

[INR Lacs]

Name of Assets	Gross Block				Depreciation and Amortisation				Net Block	
	As on 01/04/2024	Addition	Deduction/ Other Adjustments	As on 30/09/24	As on 01/04/2024	Addition	Deduction/ Other Adjustments	As on 30/09/24	As on 30/09/24	As on 31/03/2024
(i) Property, Plant and Equipment										
ROU	2,927.84	244.27	-	3,172.11	840.25	271.23	-	1,111.47	2,060.64	2,087.60
Immovable Assets	555.52	62.12	15.36	602.28	132.83	35.89	4.77	163.95	438.33	422.69
Plant, Machinery and Office Equipments	360.05	44.68	11.86	392.87	209.03	38.18	7.78	239.43	153.44	151.02
Furniture and Fixtures	725.87	76.25	22.13	779.99	329.30	68.17	12.44	385.03	394.96	396.58
Vehicles	70.72	-	-	70.72	42.57	4.38	-	46.95	23.78	28.16
Computer and Data Processing Units	97.40	9.62	3.24	103.78	73.49	8.36	2.76	79.09	24.69	23.92
Electrical Installation	135.90	15.38	6.56	144.73	55.17	11.35	2.56	63.97	80.76	80.73
Total [i]	**4,873.32**	**452.32**	**59.15**	**5,266.48**	**1,682.63**	**437.56**	**30.31**	**2,089.88**	**3,176.61**	**3,190.69**
(ii) Intangible Assets										
Trade Mark	10.84	-	-	10.84	4.25	0.37	-	4.62	6.22	6.59
Softwares	27.97	0.69	-	28.66	25.69	2.20	-	27.89	0.77	2.28
Total [ii]	**38.81**	**0.69**	**-**	**39.50**	**29.94**	**2.57**	**-**	**32.51**	**6.99**	**8.87**
(ii) Goodwill	20.03	-	-	20.03	15.77	0.55	-	16.32	3.71	4.26
Total [i + ii + iii]	**4,932.16**	**453.01**	**59.15**	**5,326.02**	**1,728.34**	**440.68**	**30.31**	**2,138.71**	**3,187.31**	**3,203.82**
Previous Year	**3,264.55**	**1,611.37**	**89.16**	**4,932.16**	**1,019.32**	**747.74**	**66.01**	**1,728.34**	**3,203.82**	**2,363.34**

B Ageing of Capital work-in-progress (CWIP): **[INR Lacs]**

Projects in progress:	**As at Sept. 30, 2024**	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Less than 1 year	**2.45**	5.00	18.24	21.15
1 - 2 years	**5.00**	8.00	-	0.13
2 - 3 years	**8.00**	-	-	-
More than 3 years	**-**	-	-	-
Total Capital work-in-progress	**15.45**	**13.00**	**18.24**	**21.27**

Depreciation, Amortisation and Impairment expenses:	**INR Lacs**			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation	**437.56**	737.25	409.67	277.10
Amortisation	**2.57**	9.01	4.61	3.64
Total	**440.13**	746.26	414.28	280.73

[*] Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 4 - Other Financial Assets:				
[Unsecured, Considered Good unless otherwise stated]				
Security deposits	**216.13**	204.67	184.91	114.83
Fixed deposits with banks having maturity of more than 12 months [*]	**755.36**	519.79	485.87	9.32
Total	**971.49**	724.46	670.78	124.15
[*] Earmarked balances with banks: Bank Deposits include amounts to the extent held as margin money deposits against overdraft facility from banks.	**755.36**	519.79	485.87	9.32
Note: 5 - Assets for Current Tax [Net]:				
Advance payment of Tax	**27.05**	31.58	13.64	11.66
Total	**27.05**	31.58	13.64	11.66

Note: 6 - Deferred Tax:

A The reversal of deferred tax liabilities of Rs. 13.87 Lacs [March 31, 2024: Rs. 9.13 Lacs, March 31, 2023: Rs.8.50 Lacs] for the year has been recognised in the Statement of Profit and Loss.

B Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:

	INR-Lacs						
	As at March 31 2022	Charge for the previous year	As at March 31 2023	Charge for the previous year	As at March 31 2024	Charge for the current year	**As at Sep-30 2024**
Deferred Tax Assets:							
Depreciation	74.46	19.25	93.70	28.64	122.34	(0.07)	**122.27**
Provision For Employees Benefit	14.30	6.80	21.10	7.92	29.02	6.69	**35.70**
Brought forward Loss and unabsorbed depreciation	225.49	(31.93)	193.56	(51.01)	142.55	(10.27)	**132.28**
Others	37.77	(2.61)	35.16	5.32	40.48	(10.22)	**30.26**
Total	**352.02**	**(8.50)**	**343.52**	**(9.13)**	**334.39**	**(13.87)**	**320.52**
Net Deferred Tax Assets	**352.02**	**(8.50)**	**343.52**	**(9.13)**	**334.39**	**(13.87)**	**320.52**

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	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 7 - Inventories:				
[Valued at lower of cost and net realisable value]				
Stock	**326.00**	282.65	313.65	189.36
Total	**326.00**	282.65	313.65	189.36
Note: 8 - Trade Receivables:				
Unsecured - Considered good	**283.32**	261.43	208.60	155.00
Disputed - considered good	**-**	-	-	-
Disputed - Credit impaired	**4.19**	4.19	4.19	-
	287.51	265.62	212.79	155.00
Less: Allowances for credit losses	**4.19**	4.19	4.19	-
Total	**283.32**	261.43	208.60	155.00

Ageing of Trade receivables :

[A] As at September 30, 2024

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed – considered good	**-**	265.55	15.11	2.66	-	**283.32**
Undisputed – have significant increase in credit risk	**-**	-	-	-	-	**-**
Undisputed – credit impaired	**-**	-	-	-	-	**-**
Disputed – considered good	**-**	-	-	-	-	**-**
Disputed - have significant increase in credit risk	**-**	-	-	-	-	**-**
Disputed - credit impaired	**-**	-	-	-	4.19	**4.19**
Total	**-**	**265.55**	**15.11**	**2.66**	**4.19**	**287.51**
Less: Allowances for credit losses						**4.19**
Trade Receivables						**283.32**

[B] As at March 31, 2024

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed – considered good	-	229.49	28.03	2.67	1.23	261.43
Undisputed – have significant increase in credit risk	-	-	-	-	-	-
Undisputed – credit impaired	-	-	-	-	-	-
Disputed – considered good	-	-	-	-	-	-
Disputed - have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	4.19	4.19
Total	**-**	**229.49**	**28.03**	**2.67**	**5.42**	**265.62**
Less: Allowances for credit losses						**4.19**
Trade Receivables						**261.43**

[C] As at March 31, 2023

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed – considered good	**-**	**200.38**	**3.50**	**3.53**	**1.19**	**208.60**
Undisputed – have significant increase in credit risk	**-**	**-**	**-**	**-**	**-**	**-**
Undisputed – credit impaired	**-**	**-**	**-**	**-**	**-**	**-**
Disputed – considered good	**-**	**-**	**-**	**-**	**-**	**-**
Disputed - have significant increase in credit risk	**-**	**-**	**-**	**-**	**-**	**-**
Disputed - credit impaired	**-**	**-**	**-**	**4.19**	**-**	**4.19**
Total	**-**	**200.38**	**3.50**	**7.72**	**1.19**	**212.79**
Less: Allowances for credit losses						**4.19**
Trade Receivables						**208.60**

[D] As at March 31, 2022

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed – considered good	**-**	**143.33**	**9.10**	**1.62**	**0.94**	**155.00**
Undisputed – have significant increase in credit risk	**-**	**-**	**-**	**-**	**-**	**-**
Undisputed – credit impaired	**-**	**-**	**-**	**-**	**-**	**-**
Disputed – considered good	**-**	**-**	**-**	**-**	**-**	**-**
Disputed - have significant increase in credit risk	**-**	**-**	**-**	**-**	**-**	**-**
Disputed - credit impaired	**-**	**-**	**-**	**-**	**-**	**-**
Total	**-**	**143.33**	**9.10**	**1.62**	**0.94**	**155.00**
Less: Allowances for credit losses						**-**
Trade Receivables						**155.00**

Note: 9[A] - Cash and Cash Equivalents:	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash and Cash Equivalents :				
Balances with Banks				
Current, Cash credit accounts [*]	**277.29**	47.34	14.03	637.88
Cash on Hand	**17.58**	18.74	8.92	4.53
Total	**294.87**	66.09	22.95	642.41
[*] Refer Cash Flow Statement for detailed understanding				

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Notes To Restated Financial Information

	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 9[B] - Bank balances other than cash and cash equivalents:				
Fixed deposits with banks having maturity of more than 3 months	**248.35**	3.35	3.02	39.00
Total	**248.35**	3.35	3.02	39.00
Note: 10 - Loans:				
[Unsecured, Considered Good]				
Others	**15.59**	17.94	21.36	7.39
Total	**15.59**	17.94	21.36	7.39
Note: 11 - Other Current Financial Assets:				
[Unsecured, Considered Good]				
Interest receivable	**0.61**	0.33	0.16	1.03
Income receivable	**67.59**	27.09	14.55	-
Others	**-**	22.92	-	2.39
Total	**68.20**	50.34	14.71	3.43
Note: 12 - Other Current Assets:				
[Unsecured, Considered Good]				
Advances to Suppliers	**71.94**	27.25	24.06	29.43
Prepaid Expenses	**79.29**	77.48	59.53	29.64
Balance with Statutory Authorities	**-**	-	-	0.01
Total	**151.23**	104.73	83.59	59.07
Note: 13 - Equity Share Capital:				
Authorised:				
10,00,000 [as at March 31, 2024: 10,00,000;as at March 31, 2023: 10,00,000;as at March 31, 2022: 10,00,000] Equity shares of Rs. 10 each	**100.00**	100.00	100.00	100.00
30,00,000 [as at March 31,2024:30,00,000;as at March 31, 2023: 30,00,000; as at March 31, 2022: 30,00,000] Compulsory Convertible Preference Shares of Rs. 10 each	**300.00**	300.00	300.00	300.00
	400.00	400.00	400.00	400.00
Issued, Subscribed and Paid-up:				
7,94,096 [as at 31-03-2024 : 7,30,979; as at 31-03-2023:7,30,979; as at 31-03-2022 :7,27,683] Equity Shares of Rs.10 each	**79.41**	73.10	73.10	72.77
Less : unpaid calls	**(2.35)**	-	-	-
Total	**77.06**	73.10	73.10	72.77
A The reconciliation in number of shares is as under:				
Number of shares at the beginning of the year	**7,30,979**	7,30,979	7,27,683	6,18,178
Add: New Shares issued during the year	**63,117**	-	3,296	44,921
Add: Equity Shares issued on conversion of Preference Shares during the year	**-**	-	-	64,584
Number of shares at the end of the year	**7,94,096**	7,30,979	7,30,979	7,27,683

B All equity shares rank pari passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remained after distribution of all preferential amounts.

C i The Compulsory Convertible Preserence Shares [CCPS] converted to equity shares on 4th February, 2022.

ii The valuation at which the said CCPS are converted into equity shares, has been derived at 20% per annum discount of the valuation certified by the registered valuer at the time of conversions shares or at the time next infusion of funds by way of equity shares in the Company.

D The Company issued 34,667 equity shares of face value of Rs. 10/- each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of Rs. 755 per Equity Share (including premium of Rs. 745 per Equity Share). In accordance with the terms of issue, Rs. 75.50 i.e. 10% of the Issue Price per Equity Share, was received from the concerned allottees on application and shares were allotted. The Board has made first and final call of Rs 679.50 per Equity Share (including a premium of Rs. 670.50 per share) on shareholders.As on September 30,2024, 34,667 partly paid-up equity shares are outstanding on which an aggregate amount of Rs 177.76 Lacs (Previous Year :NIL) is unpaid.

E Details of Share Holders holding more than 5% of Equity Shares of Rs. 10 each, fully paid:

Name of the Shareholders	As at							
	Sep. 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding
Acclaim Enterprise LLP	2,99,576	37.73%	3,05,841	41.84%	3,05,841	41.84%	3,57,709	49.16%
India Nivesh Venture Capital Fund	3,00,052	37.79%	3,00,052	41.05%	3,00,052	41.05%	3,00,052	41.23%
Aaradhya Tradebiz LLP	37,912	4.77%	66,212	9.06%	66,212	9.06%	66,212	9.10%

F Details of promotors holding Equity Shares of Rs. 10 each, fully paid:

Name of the Shareholders	As at							
	Sep. 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding	No. of Shares	% of Total Shareholding
Darshan Anilbhai Dashani	18,275	2.30%	1	0.00%	1	0.00%	1	0.00%
Acclaim Enterprise LLP	2,99,576	37.73%	3,05,841	41.84%	3,05,841	41.84%	3,57,709	49.16%

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	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 14 - Other Equity:				
Other Reserves:				
Securities Premium: [*]				
Balance as per last Balance Sheet	**2,287.71**	2,287.71	2,248.06	1,708.98
Add: Credited during the year pursuant to issue of Equity shares at premium	**1,277.64**	-	39.65	539.08
Less : unpaid calls	**(175.41)**	-	-	-
Balance as at the end of the year	**3,389.94**	2,287.71	2,287.71	2,248.06
Other Comprehensive Income [OCI] Reserve:				
Balance as per last Balance Sheet	**(8.09)**	5.02	0.52	-
[Less]/ Add: [Debited]/ Credited during the year	**10.72**	(13.11)	4.50	0.52
Balance as at the end of the year	**2.63**	(8.09)	5.02	0.52
Retained Earnings:				
Balance as per last Balance Sheet	**(1,402.21)**	(1,300.35)	(1,205.84)	(935.64)
Add / Less: Profit for the year	**(48.33)**	(101.86)	(94.51)	(93.71)
	(1,450.55)	(1,402.21)	(1,300.35)	(1,029.35)
Less: Opening Adjustments due to first time adoption of Ind AS	**-**	-	-	(176.50)
Balance as at the end of the year	**(1,450.55)**	(1,402.21)	(1,300.35)	(1,205.84)
Total	**1,942.02**	877.41	992.38	1,042.74

[*] Securities premium is created due to premium on issue of shares. This reserve can be utilised in accordance with the provision of the Companies Act, 2013.

Note: 15 - Borrowings:

	INR Lacs							
	Non-current portion				Current Maturities			
	As at				As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	**Sept 30, 2024**	March 31, 2024	March 31, 2023	March 31, 2022
A Term Loans from Banks:								
a Secured	**11.40**	15.54	20.68	13.24	**8.10**	7.74	9.67	3.67
Total	**11.40**	15.54	20.68	13.24	**8.10**	7.74	9.67	3.67
The above amount includes:								
Secured borrowings	**11.40**	15.54	20.68	13.24	**8.10**	7.74	9.67	3.67
Amount disclosed under the head "Other Current Financial Liabilities" [Note-20]	**-**	-	-	-	**(8.10)**	(7.74)	(9.67)	(3.67)
Net amount	**11.40**	15.54	20.68	13.24	**-**	-	-	-

A Securities and Terms of Repayment for Secured Long Term Borrowings:

a Car loan from ICICI Bank is primarily secured by creating charge on Car.
The loan is repayable in 60 monthly instalments [59 instalments of Rs. 40,239 each and last instalment of Rs. 40,191] started from May 2021. Interest is 7.60% p.a.
The outstanding amount as at September 30, 2024 is Rs. 7.18 Lakhs (Out of which 4.43 Lakhs is payable within next 12 months)
[as at March 31, 2024: Rs. 9.27 Lakhs, as at March 31, 2023 is Rs.13.23 Lakh,as at March 31, 2022: Rs. 16.90 Lakhs].

b Car loan from ICICI Bank is primarily secured by creating charge on Car.
The loan is repayable in 60 monthly instalments [59 instalments of Rs. 40,321 each and last instalment of Rs. 40,311] started from Oct 2022. Interest is 11% p.a.
The outstanding amount as at September 30, 2024 is Rs. 12.31 Lakhs (Out of which 3.66 Lakhs is payable within next 12 months)
[as at March 31, 2024: Rs. 14.00 Lakhs,as at March 31, 2023 is Rs.17.11 Lakhs].

	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 16 - Lease Liabilities:				
Lease Liabilities	**1,999.33**	2,015.88	1,370.05	892.72
Total	**1,999.33**	2,015.88	1,370.05	892.72
Note: 17 - Other Financial Liabilities:				
Franchisee Deposits	**330.12**	320.72	243.70	248.44
Total	**330.12**	320.72	243.70	248.44
Note: 18 - Other Non Current Liabilities:				
Deferred Franchisee Fees	**207.86**	183.85	155.34	112.86
Total	**207.86**	183.85	155.34	112.86
Note: 19 - Provisions:				
Provision For Gratuity	**55.41**	46.79	25.12	19.19
Provision for Leave Encashment	**28.81**	30.49	27.60	15.67
Total	**84.22**	77.28	52.72	34.86

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Notes To Restated Financial Information

Note: 19 - Provisions-Continue:

Defined benefit plan and long term employment benefit

A General description:

Gratuity [Defined benefit plan]:

The Company has a defined benefit gratuity plan. Every employee who has completed continuous services of five years or more gets a gratuity on death or resignation or retirement at 15 days salary [last drawn salary] for each completed year of service.

	Leave Encashment				Gratuity			
	INR Lacs				INR Lacs			
	As at				As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	**Sept 30, 2024**	March 31, 2024	March 31, 2023	March 31, 2022
B Change in the present value of the defined benefit obligation:								
Opening defined benefit obligation	**30.49**	27.60	15.67	7.01	**62.11**	35.55	24.33	14.35
Interest cost	**1.07**	1.87	-	-	**2.18**	2.53	1.28	0.63
Current service cost	**5.96**	13.38	11.93	8.66	**18.36**	11.71	14.97	9.88
Benefits paid	**(0.66)**	(2.44)	-	-	**(1.41)**	(0.79)	(0.53)	-
Actuarial [gains]/ losses on obligation	**-**	-	-	-	-	-	-	-
Remeasurement of obligation	**(8.06)**	(9.92)	-	-	**(10.73)**	13.12	(4.50)	(0.52)
Due to experience adjustment	**-**	-	-	-	-	-	-	-
Closing defined benefit obligation	**28.81**	**30.49**	**27.60**	**15.67**	**70.52**	**62.11**	**35.55**	**24.33**
C Change in the fair value of plan assets:								
Opening fair value of plan assets	**-**	-	-	-	**-**	-	-	-
Expected return on plan assets	**-**	-	-	-	**-**	-	-	-
Return of plan assets excluding amounts included in interest income	**-**	-	-	-	**-**	-	-	-
Contributions by employer	**-**	-	-	-	**-**	-	-	-
Benefits paid	**-**	-	-	-	**-**	-	-	-
Actuarial [losses]/ gains	**-**	-	-	-	**-**	-	-	-
Closing fair value of plan assets	**-**	-	-	-	**-**	-	-	-
Total actuarial [losses]/ gains to be recognised	**(8.06)**	**(9.92)**	**-**	**-**	**(10.73)**	**13.12**	**(4.50)**	**(0.52)**
D Actual return on plan assets:								
Expected return on plan assets	**-**	-	-	-	**-**	-	-	-
Actuarial [losses]/ gains on plan assets	**-**	-	-	-	**-**	-	-	-
Actual return on plan assets	**-**	-	-	-	**-**	-	-	-
E Amount recognised in the balance sheet:								
Liabilities/ [Assets] at the end of the year	**28.81**	30.49	27.60	15.67	**70.54**	62.11	35.55	24.33
Fair value of plan assets at the end of the year	-	-	-	-	-	-	-	-
Difference	**28.81**	30.49	27.60	15.67	**70.54**	62.11	35.55	24.33
Unrecognised past service cost	**-**	-	-	-	**-**	-	-	-
Liabilities/ [Assets] recognised in the Balance Sheet	**28.81**	30.49	27.60	15.67	**70.54**	62.11	35.55	24.33
F Expenses/ [Incomes] recognised in the Statement of Profit and Loss:								
Current service cost	**5.96**	13.38	11.93	8.66	**18.36**	11.71	14.97	9.88
Interest cost on benefit obligation	**1.07**	1.87	-	-	**2.18**	2.53	1.28	0.63
Expected return on plan assets	**-**	-	-	-	**-**	-	-	-
Return of plan assets excluding amounts included in i	**-**	-	-	-	**-**	-	-	-
Net actuarial [gains]/ losses in the year	**(8.06)**	(9.92)	-	-	**-**	-	-	-
Amount Included in "Employee Benefit Expense"	**(1.03)**	5.33	11.93	8.66	**20.54**	14.24	16.24	10.51
Return of plan assets excluding amounts included in i	**-**	-	-	-	**-**	-	-	-
Net actuarial [gains]/ losses in the year	**-**	-	-	-	**(10.73)**	13.12	(4.50)	(0.52)
Amounts recognized in OCI	**-**	-	-	-	**(10.73)**	13.12	(4.50)	(0.52)
G Movement in net liabilities recognised in Balance Sheet:								
Opening net liabilities	**30.49**	27.60	15.67	7.01	**62.11**	35.55	24.33	14.35
Expenses as above [P & L Charge]	**(1.03)**	5.33	11.93	8.66	**20.54**	14.24	16.24	10.51
Employer's contribution	**-**	-	-	-	**-**	-	-	-
Amount recognised in OCI	**-**	-	-	-	**(10.73)**	13.12	(4.50)	(0.52)
Benefits Paid	**(0.66)**	(2.44)	-	-	**(1.41)**	(0.79)	(0.53)	-
Liabilities/ [Assets] recognised in the	**-**	-	-	-	**-**	-	-	-
Balance Sheet	**28.81**	30.49	27.60	15.67	**70.52**	62.11	35.55	24.33

H Principal actuarial assumptions for defined benefit plan and long term employment benefit plan:

Particulars	As at Sept 30,2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Discount rate [*]	6.80%	7.10%	7.20%	5.30%
Annual increase in salary cost [#]	6.00%	6.00%	6.00%	6.00%
Withdrawal Rates [##]	45%	45%	45%	45%

[*] The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post employment benefit obligations.

[#] The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

[##] This is Management's estimate of the level of attrition in the Company over the long term after taking into account the broad economic outlook, type of sector the group operates in and measures taken by the management to retain/ relieve the employees.

I The categories of plan assets as a % of total plan assets are:

Insurance plan	0.00%	0.00%	0.00%	0.00%

J Amount recognised in current and previous four years:

		As at March 31		
Gratuity:	**Sept 30, 2024**	**2024**	**2023**	**2022**
Defined benefit obligation	**70.52**	62.11	35.55	24.33
Fair value of Plan Assets	**-**	-	-	-
Deficit/ [Surplus] in the plan	**70.52**	62.11	35.55	24.33
Actuarial Loss/ [Gain] on Plan Obligation	**13.12**	(4.50)	(0.52)	-
Actuarial Loss/ [Gain] on Plan Assets	**-**	-	-	-

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY April, 2024 to Sept. 24.

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.87 years [as at March 31 2024: 2.89 years,as at March 31 2023: 2.79 years, as at March 31 2022: 2.95 years]

Note: 19 - Long Term Provisions-Continue:

Sensitivity analysis:

A Gratuity:

Particulars	**As at**							
	Sept 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
Assumption	**Discount rate sensitivity**							
Sensitivity Level	**1% increase**	**1% decrease**	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation [INR]	**69.15**	**71.94**	60.94	63.33	34.81	36.32	23.78	24.91
Assumption	**Salary growth rate sensitivity**							
Sensitivity Level	**1% increase**	**1% decrease**	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation [INR]	**71.27**	**69.79**	62.76	61.48	35.99	35.12	24.66	24.01
Assumption	**Withdrawal rate (W.R.) sensitivity**							
Sensitivity Level	**1% increase**	**1% decrease**	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation [INR]	**70.54**	**70.49**	62.14	62.09	35.44	35.66	24.23	24.44

The following payments are expected contributions to the defined benefit plan in future years:

	INR - Lacs			
	As at 30th sept	**As at March 31**		
	2024	2024	2023	2022
Within the next 12 months [next annual reporting period]	**15.11**	15.32	10.43	5.24
Between 2 and 5 years	**34.65**	30.82	26.69	18.44
Between 6 and 10 years	**21.07**	18.81	13.11	7.55
Total expected payments	**70.83**	64.95	50.23	31.23

	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31,2023	March 31, 2022
Note: 20 - Borrowings:				
Loans repayable on Demand:				
Working Capital Loans from Banks [Secured] [*]	**-**	391.93	114.03	-
Current maturities of Long Term Debt : [refer Note-15]	**8.10**	7.74	9.67	3.67
Total	**8.10**	399.67	123.70	3.67

[*] Working Capital loan repayable on demand from Bank is primarily secured by Pledge of Fixed deposits. Interest is 0.9% to 1% over FD rate.

Note: 21 - Lease Liability:				
Lease Liabilities	**413.42**	352.80	276.42	113.37
Total	**413.42**	352.80	276.42	113.37
Note: 22 - Trade Payables:				
Micro and Small Enterprises [*]	**44.31**	43.44	26.87	38.63
Others	**277.17**	336.97	409.80	178.67
Total	**321.48**	380.41	436.67	217.30
[*] Disclosure in respect of Micro and Small Enterprises:				
A Principal amount remaining unpaid to any supplier as at year end	**44.31**	43.44	26.87	38.63
B Interest due thereon	**-**	-	-	-
C Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	**-**	-	-	-
D Amount of interest due and payable for the year of delay in making payment [which have been paid but beyond the appointed day during the year] but without	**-**	-	-	-
adding the interest specified under the MSMED Act	**-**	-	-	-
E Amount of interest accrued and remaining unpaid at the end of the accounting year	**1.83**	1.83	1.10	0.10

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises on the basis of information available with the Company.

Ageing of Trade payables :

[A] As At 30th September, 2024

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed Micro and Small Enterprises [MSME]	-	44.31	-	-	-	44.31
Undisputed Others	-	259.72	7.27	3.83	6.35	277.17
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total	**-**	**304.03**	**7.27**	**3.83**	**6.35**	**321.48**

[B] As At 31st March, 2024

Particulars	**Not Due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 to 2 years**	**2 to 3 years**	**More than 3 years**	
Undisputed Micro and Small Enterprises [MSME]	-	43.44	-	-	-	43.44
Undisputed Others	-	319.52	7.27	3.83	6.35	336.97
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total	**-**	**362.96**	**7.27**	**3.83**	**6.35**	**380.41**

INR Lacs

As at: Sept 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022

[C] As At 31st March, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment: Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed Micro and Small Enterprises [MSME]	-	26.87	-	-	-	26.87
Undisputed Others	-	398.91	3.83	3.52	3.54	409.80
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total	**-**	**425.78**	**3.83**	**3.52**	**3.54**	**436.67**

[D] As At 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment: Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed Micro and Small Enterprises [MSME]	-	38.63	-	-	-	38.63
Undisputed Others	-	166.61	4.21	1.93	5.93	178.67
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total	**-**	**205.24**	**4.21**	**1.93**	**5.93**	**217.30**

Particulars	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 23 - Other Financial Liabilities:				
Interest Payable on Micro and Small Enterprises	**1.83**	1.83	1.10	0.10
Payable to employees	**-**	-	-	37.20
Expenses Payable	**193.12**	121.97	97.73	31.97
Total	**194.95**	123.80	98.83	69.27
Note: 24 - Other Current Liabilities:				
Advance received from customers	**117.28**	72.40	61.59	63.07
Payable to statutory authorities	**52.95**	39.64	15.86	21.91
Franchisee Deposits	**41.39**	39.80	32.03	22.19
Deferred Franchisee Fees	**92.71**	106.15	113.91	83.60
Total	**304.32**	257.99	223.39	190.77
Note: 25 - Provisions:				
Provision for Employee Benefits	**15.10**	15.32	10.44	5.24
Total	**15.10**	15.32	10.44	5.24
Note: 26 - Contingent Liabilities and Commitments [to the extent not provided for]:				
A Contingent Liabilities:				
a In respect of guarantees given by Banks and/ or counter guarantees given by the group	**9.00**	9.00	9.00	9.00
B Commitments:				
a Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	**-**	**-**	24.50	-

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]				
Notes To Restated Financial Information				
	INR Lacs			
	For the six months period ended	**For the year ended**		
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 27 - Revenue from Operations:				
Sale of Products	**2,757.42**	4,807.92	3,624.54	2,199.75
Sale of Services				
Royalty Income	**188.30**	324.64	292.11	151.01
Franchisee Income	**137.97**	179.00	114.26	36.64
Other Operating Revenue	**53.77**	90.40	293.36	200.80
	380.05	594.04	699.73	388.45
Total	**3,137.47**	5,401.96	4,324.27	2,588.20
Note: 28 - Other Income:				
Finance Income:				
Interest Income on Financial Assets measured at Amortised Cost	**24.34**	38.82	27.55	2.34
Other Interest	**6.46**	10.86	5.69	3.05
Sundry Balance Written off	**-**	3.79	0.20	-
Miscellaneous income	**8.31**	13.84	11.59	6.82
Total	**39.11**	67.31	45.02	12.21
Note: 29 - Cost of materials Consumed:				
Stock at commencement	**282.65**	313.65	189.36	90.63
Add : Purchases	**1,253.50**	2,114.64	2,002.89	1,224.55
Add :				
Direct Expenses	**39.66**	72.02	224.14	185.65
Freight	**7.21**	15.73	19.67	10.31
Packing Material	**1.64**	1.15	1.62	2.61
Less : Stock at close	**(326.00)**	(282.65)	(313.65)	(189.36)
Total	**1,258.67**	2,234.54	2,124.04	1,324.39
Note: 30 - Employee benefits expense:				
Salaries and wages	**620.04**	1,058.77	791.90	502.39
Contribution to provident and other funds [*]	**70.77**	107.02	71.14	33.10
Staff welfare expenses	**18.28**	40.47	38.21	20.11
Total	**709.08**	1,206.26	901.25	555.60

[*] The Company's contribution towards the defined contribution plan
The Company makes Provident Fund contributions to defined contribution retirement benefit plans for qualifying employees, as specified under the law. The contributions are paid to the respective Regional Provident Fund Commissioner under the Pension Scheme. The company is generally liable for annual contribution and recognises such contribution as an expense in the year in which it is incurred.

Note: 31-Finance Cost:				
Interest expense [*]	**137.44**	229.50	144.23	89.85
Bank Commission	**2.34**	4.95	1.56	0.16
Total	**139.78**	234.45	145.79	90.00
[*] The break up of interest expense into major heads is given below:				
On term loans	**0.86**	2.55	-	-
On working capital loans	**12.91**	28.50	1.32	0.30
On Others	**2.88**	1.65	3.76	3.02
On Lease Liabilities	**114.23**	186.06	131.34	82.42
On Security Deposits	**6.55**	10.75	7.81	4.10
Total	**137.44**	229.50	144.23	89.85

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]				
Notes To Restated Financial Information				
	INR Lacs			
	For the six months period ended	**For the year ended**		
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Note: 32-Other Expenses:				
Power and fuel	**102.72**	150.95	86.95	58.05
Rent Expense [*]	**129.61**	206.36	120.12	80.65
Repairs to buildings	**3.19**	2.25	2.44	6.94
Repairs to Plant and Machinery	**19.67**	19.42	23.71	11.19
Repairs to others	**21.79**	29.81	37.99	15.67
Insurance	**4.56**	8.17	6.51	4.41
Rates and taxes [excluding taxes on income]	**4.95**	8.83	6.76	1.02
Communication Expense	**5.84**	10.09	-	-
Water Charges	**4.14**	3.95	3.55	3.75
Courier expenses	**0.60**	1.64	1.70	1.36
Printing and Stationery Expenses	**2.53**	4.89	5.29	2.63
Security Expenses	**5.37**	8.31	4.67	6.29
Travelling expenses	**65.97**	110.34	79.94	39.45
Legal and professional fees	**22.60**	57.55	104.67	31.04
Payment to the auditors as:				
Audit fees	**2.50**	4.00	1.00	1.00
Fees for taxation matters	**0.75**	1.00	0.50	0.50
Housekeeping expenses	**16.68**	23.38	15.21	8.17
Commission on sales	**111.88**	225.43	144.12	66.48
Freight and forwarding on sales	**31.21**	71.42	48.18	24.86
Advertisement and sales promotions	**62.56**	125.69	103.85	51.37
Net Loss on disposal of Property, plant and equipment	**0.85**	11.71	23.85	4.26
Allowances of credit losses				
Expected credit loss	**-**	-	4.19	-
Sundry balance written off	**6.99**	-	-	2.71
Miscellaneous expenses	**35.88**	53.81	42.51	43.63
Total	**662.83**	1,139.01	867.68	465.43

[*] The Company has taken various office premises, Stores, Café and warehouse under operating lease or leave and license agreement with no restrictions and are renewable/ cancellable at the option of either of the parties. The lease payments are recognised under the "Rent Expenses".

Note: 33 - Tax Expenses:				
The major components of income tax expense are:				
A Statement of profit and loss:				
Profit or loss section:				
Current income tax:				
Current income tax charge	**-**	-	-	-
Adjustments in respect of current income tax of previous year	**-**	-	0.27	-
	-	-	0.27	-
Deferred tax:				
Relating to origination and reversal of temporary differences [Refer Note-8]	**13.87**	9.13	8.50	(24.05)
Tax expense reported in the statement of profit or loss	**13.87**	9.13	8.77	(24.05)
OCI Section:				
Tax related to items recognised in OCI during in the year:				
Net loss/ (gain) on remeasurements of defined benefit plans	**-**	-	-	-
Tax charged to OCI	**-**	-	-	-
B Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:				
Profit before tax	**(34.47)**	(92.73)	(85.74)	(117.75)
Enacted Tax Rate in India (%)	**26.00%**	26.00%	26.00%	26.00%
Expected Tax Expenses	**(8.96)**	(24.11)	(22.29)	(30.62)
Adjustments for:				
Effect of additional deductions in taxable income	**58.83**	143.94	70.01	46.12
Effect of non-deductible expenses	**15.42**	27.26	19.17	11.18
Effect of deductible expenses	**(8.58)**	(5.52)	(4.04)	(0.09)
Effect of loss carried forward	**(10.27)**	(50.58)	(38.29)	(24.27)
Others	**(46.44)**	(90.99)	(24.56)	(2.31)
Total	**8.96**	24.11	22.29	30.61
Tax Expenses as per Statement of Profit and Loss	**(0.00)**	(0.00)	(0.00)	(0.00)

Note: 34 - Calculation of Earnings per Equity Share [EPS]:						
The numerators and denominators used to calculate the basic and diluted EPS are as follows:			**[*]**			
A	Profit/(Loss) attributable to Shareholders	INR - Lacs	**(48.33)**	(101.86)	(94.51)	(93.71)
B	Basic and weighted average number of Equity shares outstanding during the year	Numbers	**7,50,906**	7,30,979	7,30,825	6,84,848
	Effect of bonus issue and share split (refer notes below)		**8,10,46,288**	7,96,76,711	7,96,59,978	6,86,89,510
	Weighted average number of shares adjusted for the effect of above outstanding at the end of the year (in numbers)		**8,17,97,194**	8,04,07,690	8,03,90,804	6,93,74,358
C	Diluted and weighted average number of Equity shares outstanding during the year	Numbers	**7,50,906**	7,30,979	7,30,825	6,72,853
	Effect of bonus issue and share split (refer notes below)		**8,10,46,288**	7,96,76,711	7,96,59,978	67,28,532
	Weighted average number of shares adjusted for the effect of above outstanding at the end of the year (in numbers)		**8,17,97,194**	8,04,07,690	8,03,90,804	7,40,13,854
D	Nominal value of equity share	INR	**1**	1	1	1
E	Basic EPS	INR	**(0.06)**	(0.13)	(0.12)	(0.14)
F	Diluted EPS	INR	**(0.06)**	(0.13)	(0.12)	(0.13)

[*] Not Annualised

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Notes To Restated Financial Information

Note: 34 - Calculation of Earnings per Equity Share [EPS] [Continue]:

Notes:

1 Subsequent to six months period ended September 30, 2024, pursuant to a resolution passed in Extra Ordinary General Meeting of the Company dated 31/12/2024, shareholders have approved split of each equity share having face value of Rs. 10 each into equity shares of face value of Re. 1 each ('the split'). As prescribed under Ind AS 33, 'Earning Per Share', the Company has presented basic and diluted earnings per share after considering the aforementioned split of shares for the current as well as previous periods.

2 Subsequent to six months period ended September 30, 2024, on 28th February, 2025, the Board of Directors of the Company has recommended bonus issue in the ratio of 10 equity shares for every 1 existing equity share and the same has been duly approved by the shareholders of the Company. Considering that the bonus issue has happened before the date of approval of the financial statements, as prescribed under Ind AS, the Company has presented basic and diluted earnings per share on the basis of new number of shares for current as well as previous periods.

Note: 35 - Segment Information:

The Company operates in one segment, namely "Food Products"

Note: 36 - Related Party Transactions:

A Name of the Related Parties and Nature of the Related Party Relationship:

Sr. No	Name	Relationship with the Company
1	Darshan Anilbhai Dashani	Director
2	Raminder Singh Rekhi	Director
3	Puneet Tibrewala	Director
4	Samir Dashani	Relative of a Director
5	Devika Rekhi	Relative of a Director
6	Jayvardhan Dashani	Relative of a Director
7	Raminder Singh Rekhi - HUF	Relative of a Director
8	Divya Darshan Dashani	Relative of a Director
9	Acclaim Enterprise LLP	Enterprise Significantly influenced by directors or their relatives
10	Tea Post Wellwish Foundation	Enterprise Significantly influenced by directors or their relatives

B Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business and at arm's length:

a Details relating to parties referred to in Note 36-A:

Sr. No.	Particulars	Nature of Transactions	INR Lacs			
			As at			
			Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A	**Sales**					
1	Darshan Anilbhai Dashani		0.10	-	0.06	-
2	Samir Dashani		0.31	0.09	0.23	0.18
3	Devika Rekhi		0.02	0.06	0.02	-
4	Raminder Singh Rekhi		-	-	-	0.01
B	**Expenses**					
1	Tea Post Wellwish Foundation	Donation	0.26	0.26	0.10	0.45
2	Acclaim Enterprise LLP	Purchase of Goods	-	1.13	-	-
3	Raminder Singh Rekhi - HUF	Commission Expenses	1.70	3.55	3.11	2.61
4	Darshan Anilbhai Dashani	Director Remuneration	33.00	57.00	42.83	24.96
5	Raminder Singh Rekhi	Director Remuneration	33.00	35.88	40.72	30.07
6	Raminder Singh Rekhi	Ex-Gratia Bonus	18.00	-	-	-
7	Samir Dashani	Salary	24.00	39.00	28.08	17.50
8	Jayvardhan Dashani	Salary	1.27	1.08	-	-
C	**Capital Contribution**					
1	Divya Darshan Dashani	Issue of Share Capital (Incl Premium)	-	0.00	10.00	-
2	Darshan Dashani	Issue of Share Capital (Incl Premium)	137.97	-	-	-
3	Samir Dashani	Issue of Share Capital (Incl Premium)	27.59	-	-	-
4	Raminder Singh Rekhi	Issue of Share Capital (Incl Premium)	55.18	-	-	-
D	**Deposit Repayment**					
1	Raminder Singh Rekhi - HUF	Deposit Repayment	1.50	3.00	3.00	3.25
E	**Advance Received back**					
1	Darshan Anilbhai Dashani	Advance Received back	-	-	-	20.24
2	Samir Dashani	Advance Received back	-	-	-	7.58
F	**Receivable**					
1	Raminder Singh Rekhi	Advance Salary	-	14.72	-	-
G	**Payable**					
1	Raminder Singh Rekhi	Remuneration Payable	5.55	-	3.48	-
2	Samir Dashani	Salary Payable	5.93	3.65	0.79	-
3	Raminder Singh Rekhi - HUF	Commission Payable	0.23	0.33	0.29	-
4	Darshan Anilbhai Dashani	Remuneration Payable	8.58	3.69	2.11	-

Note: 37 - Financial Instruments:

A Fair values hierarchy:

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices [unadjusted] in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

B Financial assets and liabilities measured at fair value - recurring fair value measurements:

	INR Lacs			
	As at Sept 30, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	283.32	**283.32**
Cash and Cash Equivalents	-	-	294.87	**294.87**
Bank Balance other than Cash and Cash Equivalents	-	-	248.35	**248.35**
Loans	-	-	15.59	**15.59**
Other Current Financial Assets	-	-	68.20	**68.20**
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	971.49	**971.49**
Total financial assets	**-**	**-**	**1,881.82**	**1,881.82**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	321.48	**321.48**
Lease Liablities	-	-	413.42	**413.42**
Other Current Financial Liabilities	-	-	194.95	**194.95**
Non Current Financial Liabilities:				
Borrowings (including working capital loan, current maturities and interest accrued)	-	-	19.50	**19.50**
Lease Liablities	-	-	1,999.33	**1,999.33**
Other Non Current Financial Liabilities	-	-	330.12	**330.12**
Total financial liabilities	**-**	**-**	**3,278.80**	**3,278.80**
	As at March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	261.43	**261.43**
Cash and Cash Equivalents	-	-	66.09	**66.09**
Bank Balance other than Cash and Cash Equivalents	-	-	3.35	**3.35**
Loans	-	-	17.94	**17.94**
Other Current Financial Assets	-	-	50.34	**50.34**
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	724.46	**724.46**
Total financial assets	**-**	**-**	**1,123.61**	**1,123.61**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	380.41	**380.41**
Lease Liablities	-	-	352.80	**352.80**
Other Current Financial Liabilities	-	-	123.80	**123.80**
Non Current Financial Liabilities:				
Borrowings (including working capital loan, current maturities and interest accrued)	-	-	415.21	**415.21**
Lease Liablities	-	-	2,015.88	**2,015.88**
Other Non Current Financial Liabilities	-	-	320.72	**320.72**
Total financial liabilities	**-**	**-**	**3,608.83**	**3,608.83**
	As at March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	208.60	**208.60**
Cash and Cash Equivalents	-	-	22.95	**22.95**
Bank Balance other than Cash and Cash Equivalents	-	-	3.02	**3.02**
Loans	-	-	21.36	**21.36**
Other Current Financial Assets	-	-	14.71	**14.71**
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	670.78	**670.78**
Total financial assets	**-**	**-**	**941.42**	**941.42**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	436.67	**436.67**
Lease Liablities	-	-	276.42	**276.42**
Other Current Financial Liabilities	-	-	98.83	**98.83**
Non Current Financial Liabilities:				
Borrowings (including working capital loan, current maturities and interest accrued)	-	-	144.38	**144.38**
Lease Liablities	-	-	1,370.05	**1,370.05**
Other Non Current Financial Liabilities	-	-	243.70	**243.70**
Total financial liabilities	**-**	**-**	**2,570.04**	**2,570.04**

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Notes To Restated Financial Information

Note: 37 - Financial Instruments:

	As at March 31, 2022			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	155.00	**155.00**
Cash and Cash Equivalents	-	-	642.41	**642.41**
Bank Balance other than Cash and Cash Equivalents	-	-	39.00	**39.00**
Loans	-	-	7.39	**7.39**
Other Current Financial Assets	-	-	3.43	**3.43**
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	124.15	**124.15**
Total financial assets	**-**	**-**	**971.38**	**971.38**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	217.30	**217.30**
Lease Liablities	-	-	113.37	**113.37**
Other Current Financial Liabilities	-	-	69.27	**69.27**
Non Current Financial Liabilities:				
Borrowings (including working capital loan, current maturities and interest accrued)	-	-	16.91	**16.91**
Lease Liablities	-	-	892.72	**892.72**
Other Non Current Financial Liabilities	-	-	248.44	**248.44**
Total financial liabilities	-	-	**1,558.01**	**1,558.01**

Note: 38 - Financial Risk Management:

A Financial instruments by category:

	INR Lacs			
	As at Sept 30, 2024			
	FVTPL	**FVOCI**	**Amortised Cost**	**Total**
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	283.32	283.32
Cash and Cash Equivalents	-	-	294.87	294.87
Bank Balance other than Cash and Cash Equivalents	-	-	248.35	248.35
Loans	-	-	15.59	15.59
Other Current Financial Assets	-	-	68.20	68.20
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	971.49	971.49
Total financial assets	**-**	**-**	**1,881.82**	**1,881.82**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	321.48	321.48
Lease Liabilities	-	-	413.42	413.42
Other Current Financial Liabilities	-	-	194.95	194.95
Non Current Financial Liabilities:				
Borrowings (including current maturities and interest accrued)	-	-	19.50	19.50
Lease Liablities	-	-	1,999.33	1,999.33
Other Non Current Financial Liabilities	-	-	330.12	330.12
Total financial liabilities	**-**	**-**	**3,278.80**	**3,278.80**
	As at March 31, 2024			
	FVTPL	**FVOCI**	**Amortised Cost**	**Total**
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	261.43	261.43
Cash and Cash Equivalents	-	-	66.09	66.09
Bank Balance other than Cash and Cash Equivalents	-	-	3.35	3.35
Loans	-	-	17.94	17.94
Other Current Financial Assets	-	-	50.34	50.34
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	724.46	724.46
Total financial assets	**-**	**-**	**1,123.61**	**1,123.61**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	380.41	380.41
Lease Liablities	-	-	352.80	352.80
Other Current Financial Liabilities	-	-	123.80	123.80
Non Current Financial Liabilities:				-
Borrowings (including current maturities and interest accrued)	-	-	415.21	415.21
Lease Liablities	-	-	2,015.88	2,015.88
Other Non Current Financial Liabilities	-	-	320.72	320.72
Total financial liabilities	**-**	**-**	**3,608.83**	**3,608.83**

Note: 38 - Financial Risk Management:-Continue:

	As at March 31, 2023			
	FVTPL	**FVOCI**	**Amortised Cost**	**Total**
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	208.60	208.60
Cash and Cash Equivalents	-	-	22.95	22.95
Bank Balance other than Cash and Cash Equivalents	-	-	3.02	3.02
Loans	-	-	21.36	21.36
Other Current Financial Assets	-	-	14.71	14.71
Non Current Financial Assets:			-	-
Other Non Current Financial Assets	-	-	670.78	670.78
Total financial assets	**-**	**-**	**941.42**	**941.42**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	436.67	436.67
Lease Liablities	-	-	276.42	276.42
Other Current Financial Liabilities	-	-	98.83	98.83
Non Current Financial Liabilities:				-
Borrowings (including current maturities and interest accrued)	-	-	144.38	144.38
Lease Liablities	-	-	1,370.05	1,370.05
Other Non Current Financial Liabilities	-	-	243.70	243.70
Total financial liabilities	**-**	**-**	**2,570.04**	**2,570.04**

	As at March 31, 2022			
	FVTPL	**FVOCI**	**Amortised Cost**	**Total**
Financial assets:				
Current Financial Assets:				
Trade receivables	-	-	155.00	155.00
Cash and Cash Equivalents	-	-	642.41	642.41
Bank Balance other than Cash and Cash Equivalents	-	-	39.00	39.00
Loans	-	-	7.39	7.39
Other Current Financial Assets	-	-	3.43	3.43
Non Current Financial Assets:				
Other Non Current Financial Assets	-	-	124.15	124.15
Total financial assets	**-**	**-**	**971.38**	**971.38**
Financial liabilities				
Current Financial Liabilities:				
Trade payables	-	-	217.30	217.30
Lease Liablities	-	-	113.37	113.37
Other Current Financial Liabilities	-	-	69.27	69.27
Non Current Financial Liabilities:				
Borrowings (including current maturities and interest accrued)	-	-	16.91	16.91
Lease Liablities	-	-	892.72	892.72
Other Non Current Financial Liabilities	-	-	248.44	248.44
Total financial liabilities	**-**	**-**	**1,558.01**	**1,558.01**

B Risk Management:

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.
The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.
The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

a Credit risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from loans and advances to related parties, trade receivables, bank deposits and other financial assets. The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual customer limits are set accordingly.

i Bank deposits : The Company maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks Hence, there is no significant credit risk on such deposits.

ii Trade Receivable: The Company trades with recognized and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to bad debts is not significant.
The Company has used expected credit loss [ECL] model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. Financial assets for which loss allowances is measured using the expected credit loss:

	Rs. in Lacs			
Ageing of Trade Receivables	**As at 30th Sept**	**As at March 31,**		
	2024	2024	2023	2022
0 - 6 Months	**211.77**	201.23	180.32	133.42
6 - 12 Months	**53.78**	28.26	20.06	9.91
beyond 12 Months	**21.96**	36.13	12.40	11.67
Total	**287.51**	265.62	212.79	155.00
Allowance for doubtful Receivables	**4.19**	4.19	4.19	**-**
Trade Receivables Carried in Balance Sheet	**283.32**	**261.43**	**208.60**	**155.00**

Note: 38 - Financial Risk Management:-Continue:

b Liquidity risk:

a Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

b Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

c Maturities of financial liabilities :

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	INR Lacs				
	< 1 year	**1-2 year**	**2-3 year**	**> 3 years**	**Total**
	As at Sept 30, 2024				
Non-derivative financial liabilities:					
Borrowings (including current maturities and interest)	8.10	6.84	4.56	-	**19.50**
Lease liabilities					**-**
Trade payables	304.03	7.27	3.83	6.35	**321.48**
Other financial liabilities [excluding interest accrued but not due]	194.95				**194.95**
Total	**507.08**	**14.11**	**8.39**	**6.35**	**535.93**
	As at March 31, 2024				
Non-derivative financial liabilities:					
Borrowings [including interest accrued but not due]	399.67	8.48	4.72	2.34	**415.21**
Lease liabilities					**-**
Trade payables	362.96	7.27	3.83	6.35	**380.41**
Other financial liabilities [excluding interest accrued but not due]	123.80				**123.80**
Total	**886.43**	**15.75**	**8.54**	**8.70**	**919.42**
	As at March 31, 2023				
Non-derivative financial liabilities:					
Borrowings [including interest accrued but not due]	121.10	7.74	8.48	7.06	**144.38**
Lease liabilities					
Trade payables	425.78	3.83	3.52	3.54	**436.67**
Other financial liabilities [excluding interest accrued but not due]	98.83				**98.83**
Total	**645.71**	**11.57**	**12.00**	**10.60**	**679.87**
	As at March 31, 2022				
Non-derivative financial liabilities:					
Borrowings (including current maturities and interest)	3.67	3.96	4.27	5.01	**16.91**
Lease liabilities					
Trade payables	205.24	4.21	1.93	5.93	**217.30**
Other financial liabilities [excluding interest accrued but not due]	69.27				**69.27**
Total	**278.18**	**8.17**	**6.20**	**10.93**	**303.48**

c Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flow of the financial instrument may fluctuate because of the change in market interest rates.
The Company’s policy is to minimise interest rate cash flow risk exposures on long-term financing.

d Price risk:

The Company has no significant exposure to price risk arising from investments in mutual funds, as the investments are usually in debt funds. Investing in equity shares of companies is based on the concept of value investing. While these investments is subject to various risks, stringent norms for investment decisions are in place for minimising risks associated to such investments.

e Foreign currency risk:

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the AED.
Foreign exchange risk arises from recognised liabilities denominated in a currency that is not the Company’s functional currency.

Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR - Lacs, are as follows:

	INR Lacs			
	Exposure of AED			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Financial assets:				
Trade Receivables	**27.07**	**-**	-	-
Other Receivables	**0.47**	3.81	3.66	-
Total exposure to foreign currency risk [assets]	**27.55**	3.81	3.66	**-**
Financial liabilities:				
Expenses Payable	**-**	1.19	1.29	-
Other Long term liabilities	**3.40**	3.40	-	-
Total exposure to foreign currency risk [liabilities]	**3.40**	4.59	1.29	-
Net exposure to foreign currency risk	**24.15**	-0.77	2.36	-

Sensitivity:

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments [*]:

		INR Lacs							
		September 30, 2024		**March 31, 2024**		**March 31, 2023**		**March 31, 2022**	
	Movement in Rate	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**
AED	4.00%	0.24	1.20	0.38	0.34	0.44	0.53	-	-
AED	-4.00%	(0.24)	(1.20)	(0.38)	(0.34)	(0.44)	(0.53)	-	-

TEA POST LIMITED [Formerly TEA POST PRIVATE LIMITED]

Notes To Restated Financial Information

Note: 39-Capital Management:

The Company' s capital management objectives are:

a to ensure the company's ability to continue as a going concern

b to provide an adequate return to shareholders

c maintain an optimal capital structure to reduce the cost of capital.

Management assesses the company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the company's various classes of debt. The company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 Total debts to net worth				
Gross debts	**19.50**	415.21	144.38	16.91
Total equity	**2,019.08**	950.51	1,065.48	1,125.50
Gross debt to equity ratio	**0.01**	0.44	0.14	0.02

Note: 40 - First time adoption of Ind AS:

The accounting policies set out in the note here have been applied in preparing the Financial Statements for the period ended September 30, 2024, the comparative information presented in these Financial Statements for the year ended March 31, 2024, March 31, 2023 and in the preparation of an opening Ind AS balance sheet at March 31, 2022 [the date of transition]. In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in Financial Statements prepared in accordance with the accounting standards notified under Companies [Accounting Standards] Rules, 2021 [as amended] and other relevant provisions of the Companies Act [collectively called as Indian GAAP]. An explanation of how the transition from Indian GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following notes.

Exemptions and exceptions availed:

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS.

A Deemed cost:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in the Financial Statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments required under other Ind AS. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying values.

B Estimates:

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP [after adjustments to reflect any difference in accounting policies], unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2022 are consistent with the estimates as at the same date made in conformity with Indian GAAP.

C Classification of financial assets:

As per the requirements of Ind AS 101, the company assessed classification of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

D De-recognition of financial assets and liabilities:

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. The company has followed such policy.

E Business combinations:

The company has availed the business combination exemption on first time adoption of Ind AS and accordingly the business combinations prior to date of transition have not been restated to the accounting prescribed under Ind AS 103 – Business combinations.

Note: 41 - Reconciliation with Indian GAAP [IGAAP]:

			INR Lacs			
			As at			
			Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A	**Reconciliation of equity:**					
1	**Equity as per Indian GAAP**		2,650.11	1,494.26	1,487.35	1,409.50
2	**Add [Less]: Adjustments:**					
a	Adjustments related to Lease Liabilities and ROU	**1**	(352.11)	(281.08)	(183.66)	(125.51)
b	Adjustments related to Deferred Franchisee Fees	**2**	(300.55)	(289.99)	(269.27)	(196.46)
c	Adjustments related to Franchisee deposits	**3**	2.86	2.66	1.85	1.04
d	Adjustments related to Security Deposits (store deposit given)	**4**	(3.62)	(3.10)	(1.78)	(0.84)
e	Deferred Tax on Ind AS adjustments	**5**	22.38	31.95	35.16	37.77
f	Restatement Adjustments		-	(4.19)	(4.19)	-
g	**Total**		(631.03)	(543.75)	(421.87)	(284.00)
3	**Equity as per Ind AS**		**2,019.08**	**950.51**	**1,065.47**	**1,125.50**
B	**Reconciliation of Net Profit :**					
1	**Net profit as per Indian GAAP**		49.68	6.91	47.87	14.31
2	**Add [Less]: Adjustments in statement of profit and loss**					
a	Lease Liabilities and ROU	**1**	(71.02)	(97.42)	(58.15)	(46.06)
b	Deferred Franchisee Fees	**2**	(10.57)	(20.73)	(72.78)	(99.33)
c	Security Deposits (store deposit given)	**3**	(0.52)	(1.32)	(0.93)	(0.45)
d	Franchisee deposits	**4**	0.20	0.79	0.82	0.58
e	Deferred Tax on Ind AS adjustments	**5**	(9.57)	(3.20)	(2.66)	37.77
f	Acturial gain / loss on OCI	**6**	10.72	(13.11)	4.50	0.52
g	**Total**		(80.76)	(134.99)	(129.19)	(106.98)
3	**Net profit before OCI as per Ind AS**		**(31.08)**	**(128.08)**	**(81.32)**	**(92.66)**
4	**Add [Less]: adjustments in OCI**					
	Actuarial loss on defined benefit plan transferred from statement of profit and loss		10.72	(13.11)	4.50	0.52
5	**Total Comprehensive Income as per Ind AS**		**(41.80)**	**(114.97)**	**(85.82)**	**(93.18)**
6	**Restatement Adjustmens**		(4.19)	-	4.19	-
7	**Total Comprehensive Income as per Restated Ind AS Financial Statements**		**(37.61)**	**(114.97)**	**(90.01)**	**(93.18)**

Note: 41 - Reconciliation with Indian GAAP [IGAAP] - Continued:

1 Lease Liabilities and ROU:

Under Indian GAAP, the Company used to recognise the provision on the basis of actual expenses incurred. Ind AS requires that lease payments under an operating lease shall be recognised as an expense on a straight line basis over the lease term unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

Consequently, the net impact of INR 125.51 Lacs has been recognised in retained earnings at the transition date and INR 46.06 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2022. Further, the net impact of INR 183.66 Lacs has been recognised in retained earnings as at 31st March ,2023 and INR 58.15 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2023. Further, the net impact of INR 281.08 Lacs has been recognised in retained earnings at the 31st March, 2024 and INR 97.43 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2024. Further, the net impact of INR 352.11 Lacs has been recognised in retained earnings at the 30th September,2024 and INR 71.02 Lacs was recognised in Statement of Profit or loss for the period ended 30th September,2024.

2 Franchisee Fees:

Under Indian GAAP, the Company used to recognise franchisee fees income in the year in which company entered into an agreement with franchisee. Ind AS requires that the franchisee fees shall be recognised as an income on a straight line basis over franchisee term.

Consequently, the net impact of INR 196.47 Lacs has been recognised in retained earnings at the transition date and INR 99.33 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2022. Further, the net impact of INR 269.26 Lacs has been recognised in retained earnings as at 31st March ,2023 and INR 72.80 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2023. Further, the net impact of INR 290.00 Lacs has been recognised in retained earnings at the 31st March, 2024 and INR 20.74 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2024. Further, the net impact of INR 300.55 Lacs has been recognised in retained earnings at the 30th September,2024 and INR 10.57 Lacs was recognised in Statement of Profit or loss for the period ended 30th September,2024.

3 Security Deposits:

Under Indian GAAP, the security deposits are valued at cost less any provision for expected credit loss. Ind AS requires certain categories of financial assets and liabilities to be measured at amortized cost using the effective interest rate method. Security Deposit is a Financial Asset as the lease agreement gives a contractual right to the company to receive cash upon completion of tenure of agreement. Security Deposit satisfies the contractual cash flow characteristic test and it also satisfies the business model test as there is intention of hold to collect contractual cash flows.

Consequently, the net impact of INR 0.84 Lacs has been recognised in retained earnings at the transition date and INR 0.45 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2022. Further, the net impact of INR 1.77 Lacs has been recognised in retained earnings as at 31st March ,2023 and INR 0.93 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2023. Further, the net impact of INR 3.10 Lacs has been recognised in retained earnings at the 31st March, 2024 and INR 1.33 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2024. Further, the net impact of INR 3.62 Lacs has been recognised in retained earnings at the 30th September,2024 and INR 0.52 Lacs was recognised in Statement of Profit or loss for the period ended 30th September,2024.

4 Franchisee deposits:

Under Indian GAAP, the franchisee deposits are valued at cost less any provision. Ind AS requires certain categories of financial assets and liabilities to be measured at amortized cost using the effective interest rate method. Franchisee Deposit is a Financial Liability as the franchisee agreement gives a contractual obligation of the company to repay cash upon completion of tenure of agreement. Franchisee Deposit satisfies the contractual cash flow characteristic test and it also satisfies the business model test as there is intention of hold to pay contractual cash flows.

Consequently, the net impact of INR1.04 Lacs has been recognised in retained earnings at the transition date and INR 0.58 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2022. Further, the net impact of INR 1.86 Lacs has been recognised in retained earnings as at 31st March ,2023 and INR 0.84 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2023. Further, the net impact of INR 2.65 Lacs has been recognised in retained earnings at the 31st March, 2024 and INR 0.78 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2024. Further, the net impact of INR 2.85 Lacs has been recognised in retained earnings at the 30th September,2024 and INR 0.20 Lacs was recognised in Statement of Profit or loss for the period ended 30th September,2024.

5 Deferred Tax on Ind AS adjustments

IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under IGAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

Consequently, the net impact of INR 0.40 Lacs has been recognised in retained earnings at the transition date and INR 0.40 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2022. Further, the net impact of INR 24.26 Lacs has been recognised in retained earnings as at 31st March ,2023 and INR 23.87 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2023. Further, the net impact of INR 86.62 Lacs has been recognised in retained earnings at the 31st March, 2024 and INR 62.35 Lacs was recognised in Statement of Profit or loss for the year ended March 31, 2024. Further, the net impact of INR 46.44 Lacs has been recognised in retained earnings at the 30th September,2024 and INR 40.17 Lacs was recognised in Statement of Profit or loss for the period ended 30th September,2024.

6 Actuarial loss on defined benefit plan:

Under previous GAAP, remeasurement of defined benefit plans (gratuity), arising primarily due to change in actuarial assumptions was recognised as employee benefits expense in the Statement of Profit and Loss.

Under Ind AS, such remeasurement (excluding the net interest expenses on the net defined benefit liability) of defined benefit plans is recognised in OCI.

Consequently, the related tax effect of the same is also recognised in OCI.

Consequently, the same has been recognised in other comprehensive income and statement of profit or loss.

Others:

Statement of cash flows:

The transition from IGAAP to Ind AS has not had a material impact on the statement of cash flows.

Note: 42 - Details of material adjustments and regrouping / reclassification made to the audited financial statements::

Material adjustments to the audited financial statements

Particulars	INR Lacs			
	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net profit after tax as per Audited financial statements of the respective year	**(41.80)**	(114.97)	(85.82)	(93.18)
(after Ind AS adjustments as per Note No. 41)				
Add : Less Adjustments in respect of				
Provision for doubtful debts [*]	**(4.19)**	-	4.19	-
Total	**(4.19)**	-	4.19	-
Net profit after tax as per Restated financial statements of the respective year	**(37.62)**	(114.97)	(90.01)	(93.18)

[*] The Company has provided for provision for doubtful debts in Sept. 30, 2024 which was to be provided in March 31, 2023 in the financial statement.
Accordingly, an adjustment is made in this restated summary statements.

Note: 43 - Leases:

Lessee:

A Relating to statement of financial position:

The Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all risk and rewards of ownership of the underlying asset to the Company. Under Ind AS 116, the Company recognises right to use assets and lease liabilities for most leases.

Right of use assets are part of financial statement caption "Property plant and equipment'. Depreciation and impairment is similar to measurement of owned assets. Interest is part of financial statement caption "Finance cost".

INR Lacs

Right of use assets	**Building**	**Total**
Balance as at March 31, 2021	746.30	746.30
Additions during the year	288.96	288.96
Depreciation charge for the year	(154.68)	(154.68)
Balance as at March 31, 2022	880.58	880.58
Additions during the year	812.24	812.24
Depreciation charge for the year	(230.01)	(230.01)
Balance as at March 31, 2023	1,462.81	1,462.81
Additions during the year	1,080.34	1,080.34
Depreciation charge for the year	(455.56)	(455.56)
Balance as at March 31, 2024	2,087.60	2,087.60
Additions during the year	244.27	244.27
Depreciation charge for the year	(271.23)	(271.23)
Balance as at September 30, 2024	**2,060.64**	**2,060.64**

Movement in Lease Liablity

Lease Liablities	**Sept 30, 2024**	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the year	**2,368.68**	1,646.47	1,006.09	825.75
Additions [Includes interest]	**358.50**	1,266.41	943.58	371.38
Redemptions [Actual Rent Paid]	**(314.44)**	(544.19)	(303.20)	(191.04)
Balance at the end of the year	**2,412.75**	2,368.68	1,646.47	1,006.09
of which:				
Non-Current portion	**1,999.33**	2,015.88	1,370.05	892.72
Current portion	**413.42**	352.80	276.42	113.37

Maturity analysis of lease liabilities:

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Minimum lease payments due				
Within 1 year	**600.71**	553.42	373.93	203.24
1-5 years	**916.50**	2,005.81	1,420.89	937.12
Total	**1,517.21**	2,559.22	1,794.82	1,140.36

Note: 44 -Analytical Ratios:

Sr.	Ratio	Numerator	Denominator	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1	Current Ratio (in times)	Current Assets	Current Liabilities	**1.10**	0.51	0.57	1.83
2	Debt-Equity Ratio (in times)	Total Debt	Total equity	**0.01**	0.44	0.14	0.02
3	Debt Service Coverage Ratio (in times) (*)	Earnings available for debt service	Debt Service	**0.70**	0.68	0.66	0.59
4	Return on Equity Ratio (in %) (**)	Net Profits after taxes	Average shareholder equity	**(3.26%)**	(10.11%)	(8.63%)	(10.38%)
5	Inventory turnover ratio (in times)(*)	Cost of Material produced	Average Inventory	**10.31**	18.12	17.19	18.49
6	Trade Receivables turnover ratio (in times)(*)	Net Sales	Average Trade Receivables	**11.52**	22.99	23.79	19.05
7	Trade payables turnover ratio (in times)(*)	Net Purchases	Average Trade Payables	**3.59**	5.47	6.50	7.04
8	Net capital turnover ratio (in times)(*)	Net Sales	Working Capital	**0.04**	(0.14)	(0.12)	0.19
9	Net profit ratio (in %)	Net Profits	Net Sales	**(1.54%)**	(1.89%)	(2.19%)	(3.62%)
10	Return on Capital employed (in %) (**)	Profit for the year = Profit before tax, Extra Ordinery item & Finance Cost	Capital Employed	**6.17%**	13.92%	7.06%	(3.58%)
11	Return on investments (in %)	Income generated from investments	Average of investments	**NA**	NA	NA	NA

(*) Calculated for the period of six months in case of ratios for the period ended Sept. 30, 2024

(**) Not annualised in case of ratios for the period ended Sept. 30, 2024

Sr. No.	Ratio	Numerator	Denominator	31st March 2024	31st March 2023	Change %	Explanation if there is a change in the ratio by more than 25%
1	Current Ratio (in times)	Current Assets	Current Liabilities	0.51	0.57	**(9.99)**	-
2	Debt-Equity Ratio (in times)	Total Debt	Total equity	0.44	0.14	**222.37**	Due to increase in borrowings
3	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	0.68	0.66	**2.34**	-
4	Return on Equity Ratio (in %)	Net Profits after taxes	Average shareholder equity	(0.10)	(0.09)	**17.13**	-
5	Inventory turnover ratio (in times)	Cost of Material produced	Average Inventory	18.12	17.19	**5.38**	-
6	Trade Receivables turnover ratio (in times)	Net Sales	Average Trade Receivables	22.99	23.79	**(3.36)**	-
7	Trade payables turnover ratio (in times)	Net Purchases	Average Trade Payables	5.47	6.50	**(15.80)**	-
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	(0.14)	(0.12)	**18.66**	-
9	Net profit ratio (in %)	Net Profits	Net Sales	(0.02)	(0.02)	**(13.72)**	-
10	Return on Capital employed (in %)	Profit for the year = Profit before tax, Extra Ordinery item & Finance Cost	Capital Employed	0.14	0.07	**97.23**	Due to increase Net worth
11	Return on investments (in %)	Income generated from investments	Average of investments	NA	NA	NA	NA

Note: 44 -Analytical Ratios [Continue]:

Sr. No.	Ratio	Numerator	Denominator	31st March 2023	31st March 2022	Change %	Explanation if there is a change in the ratio by more than 25%
1	Current Ratio (in times)	Current Assets	Current Liabilities	0.57	1.83	**(68.74)**	Due to increase in current liabilities
2	Debt-Equity Ratio (in times)	Total Debt	Total equity	0.14	0.02	**802.16**	Due to increase in debt
3	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	0.66	0.59	**13.15**	-
4	Return on Equity Ratio (in %)	Net Profits after taxes	Average shareholder equity	(0.09)	(0.10)	**(16.91)**	-
5	Inventory turnover ratio (in times)	Cost of Material produced	Average Inventory	17.19	18.49	**(7.00)**	-
6	Trade Receivables turnover ratio (in times)	Net Sales	Average Trade Receivables	23.79	19.05	**24.83**	-
7	Trade payables turnover ratio (in times)	Net Purchases	Average Trade Payables	6.50	7.04	**(7.72)**	-
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	(0.12)	0.19	**(160.52)**	Due to increase in current liabilities
9	Net profit ratio (in %)	Net Profits	Net Sales	(0.02)	(0.04)	**(39.63)**	Due to increase in sales
10	Return on Capital employed (in %)	Profit for the year = Profit before tax, Extra Ordinery item & Finance Cost	Capital Employed	0.07	(0.04)	**(297.19)**	Due to reduction of profit %
11	Return on investments (in %)	Income generated from investments	Average of investments	NA	NA	NA	NA

Note: 45 - Additional Regulatory Information Required by Schedule III to the Companies Act, 2013

(i) 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.

(ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(iii) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.

(iv) 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), that has not been recorded in the books of account.

(v) The Company has not traded or invested in crypto currency or virtual currency during the year.

(vi) 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.

(vii) There are no Scheme of Arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

(viii) As per the information available with the Company, the Company has no transactions with the companies struck off under Companies Act, 2013.

Note: 46 -

[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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like 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 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note: 47 -

The Company has used accounting software for maintaining its books of accounts for the year ended on Sept. 30, 2024 which has a feature of recording audit trail [edit log] facility and the same has been operational throughout the year for all relevant transactions recorded in the software.

Note: 48 -

Figures of previous reporting periods/ year have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting periods.

Signatures to Significant Accounting Policies and Notes 1 to 48 to the Consolidated Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Darshan Dashani
Chairman and Managing Director
DIN : 00519928

Suvrat S. Shah
Partner
Membership Number: 102651

Ahmedabad, Dated: 27/03/2025

Company Secretary

Puneet Tibrewala
Whole time Director and CFO
DIN : 08015082

Raminder Singh Rekhi
Whole time Director
DIN : 02073312

Ahmedabad, Dated: 27/03/2025

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 and on behalf of
Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

Suvrat S. Shah
Partner
Membership No.: 102651
Date: 27th March, 2025
Place: Ahmedabad
UDIN: 25102651BMHNAT3896

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for six month ended September 30, 2024 and for the financial year 2023-24, 2022-23 and 2021-22 together with all the annexures, schedules and notes thereto ("***Restated Financial Statements***") are available at www.teapost.in. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The following table sets forth the Company's Accounting Ratios. This table should be read in conjunction with our "***Restated Financial Statements***" on page 251.

(₹ in lakhs except per share data or unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated Profit after Tax as per Profit & Loss Statement	(48.33)	(101.86)	(94.51)	(93.71)
Tax Expense	13.87	9.13	8.77	(24.05)
Depreciation and amortization expense	440.68	747.74	416.28	282.73
Finance Cost	139.78	234.75	145.79	90.00
Earnings before Interest, Tax and Depreciation and Amortization (EBITDA)	**546.00**	**889.47**	**476.32**	**254.98**
Basic Earnings per Equity Share (1)	(0.06)	(0.13)	(0.12)	(0.14)
Diluted Earnings per Equity Share (1)	(0.06)	(0.13)	(0.12)	(0.13)
Return on Net Worth (%) (2)	(3.26%)	(10.11%)	(8.63%)	(10.38%)
Net Asset Value Per Share (3)	2.47	1.18	1.33	1.62

Notes:

(1) Subsequent to six months period ended September 30, 2024, pursuant to a resolution passed in Extra ordinary General Meeting of the Company dated December 31, 2024, shareholders have approved split of each equity share having face value of Rs. 10 each into equity shares of face value of Re. 1 each ('the split'). As prescribed under Ind AS 33, 'Earning Per Share', the Company has presented basic and diluted earnings per share after considering the aforementioned split of shares for the current as well as previous periods.

Subsequent to six months period ended September 30, 2024, on March 27, 2025, the Board of Directors of the Company has approved bonus issue in the ratio of 10 equity shares for every 1 existing equity share and the same has been duly approved by the shareholders of the Company. Considering that the bonus issue has happened before the date of approval of the financial statements, as prescribed under Ind AS, the Company has presented basic and diluted earnings per share on the basis of new number of shares for current as well as previous periods.

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The ratios have been computed as below:

Basic & Diluted earnings per share = Restated Net profit after tax / weighted average number of shares outstanding during the year.

(2) Return on Equity (in %): Restated profit after tax of the Company divided by the average net worth of the Company at the end of the year/period.

'Net worth' means aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve.

Net Assets Value Per Share: NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves, if any)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations, and our assessment of the factors that may affect our prospects and performance in future periods, together with our Restated Financial Information for the six months period ended September 30, 2024 and for Fiscal 2024,Fiscal 2023 and Fiscal 2022, including the notes thereto and reports thereon, each included in this Draft Red Herring Prospectus. Unless otherwise indicated or the context otherwise requires, the financial information for the six months period ended September 30, 2024 and for Fiscal 2024,Fiscal 2023 and Fiscal 2022, included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "**Financial Information**" on page 251. Our financial year ends on March 31 of each year, and references to a particular year are to the 12 months period ended March 31 of that year.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "**QSR Industry in India**" dated March27, 2025 (the "**D&B Report**") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at* https://teapost.in/ *until the Bid/Offer Closing Date. For more information, see "**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the D&B Report which have been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**" on page 62.*

Unless the context otherwise indicates, all references to "the Company" and "our Company", "Tea Post", "we", "us" or "our" are references to Tea Post Limited.

Business Overview

We are an organized tea café chain operating under the Indian quick service restaurant segment, serving freshly prepared tea and other beverages along with complementing snacks. Tea Post is the largest player in organized tea retailing industry in Gujarat, in terms of store count. (*Source: D&B Report*). As on February 28, 2025, our operations encompassed a network of 248 company-operated and franchisee-operated stores ("***Tea Café(s)***") located across 61 cities within the Indian states of Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In addition to the Indian markets, we have recently expanded our footprint in the international market of United Arab Emirates ("**UAE**") through three (3) of our newly opened franchisee-operated Tea Cafés.

Incorporated in 2015, our commercial journey began in 2016 with acquisition of certain franchisee operated tea and snacks Tea Cafe from Tea Station Private Limited, through a Business Transfer Agreement dated February 27, 2016. For details, see "***History and other Corporate Matters – Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years***" on page 218. Post the said acquisition, we launched our own company-operated Tea Cafés and since then we have witnessed a steady growth in the number of company-operated Tea Cafés along with the addition of franchisee-operated Tea Cafés.

We seek to differentiate ourselves from our competitors by positioning our brand as a Tea Café chain that offers diverse selection of teas, complemented by *a desi experience*. Aligned with this philosophy, our food menu comprises a range of beverages, with our variety of tea as the focal point, complemented by snacks and other packaged food. These offerings are designed to cater diversified and regional customer preference, align with prevailing market trends and deliver value-for-money services and/or products to our customers.

Our Tea Cafés offer a broad selection of over 15 varieties of tea (hot & cold), curated to cater a wide range of preferences and offer our customers a diverse chai experience. Our tea collection is developed to meet the diverse tastes of our customers and includes an array of hot tea, such as traditional favourites like *ginger and elaichi chai*, *masala chai*, and other naturally flavoured tea options. Additionally, our menu also features green tea, black tea, etc. along with other cold alternatives such as flavoured iced tea, further enhancing the variety and choice available to our customers.

In addition to our tea offerings, our menu features a wide variety of beverages designed to cater to the diverse tastes of our customers. These beverages include cold coffee, mocktails, shakes, and coolers. To complement our beverage selection, our menu features a diverse range of snacks, including traditional snacks such as *Samosa*, *Poha*, *Upma*, *Thepla*, *Khichu*, *Sabudana Vada*, among others. Along with these traditional snacks, we also offer global-inspired snacking options such as sandwiches, instant noodles, wraps, puffs, french fries among others. All our food items are prepared to reflect the culinary traditions of Indian cuisine, as well as other global influences, and are designed to pair with our beverage options.

The table listed below sets forth the product wise Tea café sales for the six-month ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(*₹ in lakhs unless mentioned otherwise*)

Particulars	For six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Sales	(%)	Sales	(%)	Sales	(%)	Sales	(%)
Tea	1,902.65	33.03	3,594.98	35.14	2,741.73	34.13	1,483.71	33.84
Other Beverages	1,358.08	23.57	2,285.98	22.35	1,876.18	23.35	989.50	22.57
Snacks	2,240.46	38.89	3,934.08	38.46	3,154.56	39.27	1,657.72	37.81
Others	259.54	4.51	414.11	4.05	260.93	3.25	253.65	5.79
Total	**5,760.73**	**100.00**	**10,229.14**	**100.00**	**8,033.40**	**100.00**	**4,384.59**	**100.00**

Sales data inclusive of GST.
As certified by the Statutory Auditors through certificate dated March 27, 2025

We operate our Tea Cafés under; (i) company-operated model; and (ii) franchisee-operated model. As on February 28, 2025, out of our total of 251 Tea Café as on February 28, 2025, 62 Tea Cafés are company-operated, while 189 Tea Cafés are franchisee-operated.

Under the company-operated model, we assume full responsibility for the identification of location, setting up, manging and operating the Tea Cafés whereas under the franchisee-operated model, we enter into franchisee arrangement whereby the said franchisee assumes the responsibility for the management and operations of Tea Cafés and we provide ongoing support to such franchisee against certain fee in form of a one-time franchisee fee and recurring royalty fee. Additionally, under the franchisee arrangement, we identify and /or approve the proposed location of the Tea Cafés and if the said Tea Café is on lease basis, we generally enter into tripartite lease arrangement. For details, see "***Our Business – Our Business Model***" on page 194.

We secure the location for our Tea Cafés through leasing arrangements, with the majority of our franchise Tea Café locations being governed by tripartite lease arrangement which allow us to retain control over the leased premises. Our ability to identify, manage and operate our Tea Cafés in strategic suitable locations, such as high-street areas, highways, shopping hubs and captive locations like hospitals, IT/corporate parks, institutions, etc. enable us to optimize our presence. Our asset light model with a mix of company operated and franchisee operated Tea Café enable us to reduce capex and operational costs while maintaining foothold in suitable location, and allowing our expansion.

While focusing on an asset light model, we prioritize securing our Tea Café spaces using a cluster-based approach to ensure high visibility and optimal supply chain management. Under our cluster based approach, we initially launch our company-operated Tea Cafés in high traffic and high visibility areas within the target cities and then subsequently develop a network of franchisee-operated Tea Cafés within the same clusters. Our cluster-based approach not only strengthens our brand presence in the area of our operations but also enhances our recognition and customer loyalty. Moreover, our cluster-based approach enables us to gain valuable insights into market dynamics, customer preferences, and local demand patterns, allowing us to tailor our offerings effectively.

We are led by our Promoters, who have extensive experience in the tea industry and have been intimately involved in our business from inception. Under the leadership of our Promoters, we have witnessed consistent growth over the years. Our Promoters continue to remain actively involved in our operations and continue to bring their vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. We are also supported by our qualified and experienced Key Managerial Personnel and Senior Management Personnel who have demonstrated their ability to anticipate and capitalize on changing market trends, manage and grow our operations and effectively fostering customer engagement. For further details, see "***Our Promoters and Promoter Group***" and "***Our Management***" on page 240 and 221, respectively.

We have demonstrated growth in terms of revenues and operational profitability. We have been able to increase our revenue from operations by 67.08% and 24.92% year-on-year respectively during Fiscal 2023 and Fiscal 2024 respectively. During the six-month period ended September 30, 2024, twelve months ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 our revenue from operations was ₹3,137.47 lakhs, ₹5,401.96 lakhs, ₹4,324.77 lakhs and ₹2,588.20 lakhs, respectively. For details, see "***Financial Information***"on page 251.

Operational performance indicators

Our Operational Performance Indicators as at and for the six-month period ended September 30, 2024, twelve months ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 is as follows:

Particulars	For six-months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2021
No. of new Tea Cafés opened	**18**	**33**	**64**	**34**
Company-operated	6	14	25	6
Franchised-operated	12	19	39	28
Cumulative number of Tea Cafés	**229**	**218**	**198**	**145**
Company-operated	57	56	49	28
Franchised-operated	172	162	149	117
Average monthly Tea Café sales (₹ lakhs)	4.19	3.91	3.38	2.52
Company-operated (₹ lakhs)	5.77	5.23	4.36	4.03
Franchised-operated (₹ lakhs)	3.67	3.46	3.06	2.16
Total number of bill cuts from Tea Cafés	33,70,869	63,91,167	50,62,806	29,63,489
Average ticket size (₹)	170.90	160.05	158.67	147.95

Sales data inclusive of GST.

As certified by the Statutory Auditors through certificate dated March 27, 2025

Key Financial performance indicators

Our key financial performance indicator for six-month period ended September 30, 2024, twelve-month period ended Fiscal 2024, Fiscal 2022 and Fiscal 2021 are detailed as below.

Particulars	For six-month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income(1) (₹ lakhs)	3,176.58	5,469.27	4,369.29	2,600.40
Revenue from operations(2) (₹ lakhs)	3,137.47	5,401.96	4,324.27	2,588.20
EBITDA(3) (₹ lakhs)	546.00	889.47	476.32	254.98
EBITDA Margin(4) (%)	17.19%	16.26%	10.90%	9.81%
Profit After Tax(5) (₹ lakhs)	(48.33)	(101.86)	(94.51)	(93.71)
PAT Margins(6) (%)	(1.52%)	(1.86%)	(2.16%)	(3.60%)
Return on Equity(7) (%)	(3.26%)	(10.11%)	(8.63%)	(10.38%)
Return on Capital Employed(8) (%)	6.17%	13.92%	7.06%	(3.58%)

As certified by the Statutory Auditors through certificate dated March 27, 2025
** Return on Equity and Return on Capital Employed are not annualized.*
(1) Total Income: This represents the total Revenue from operations and Other Income of the Company.
(2) Revenue from Operations: This represents the income generated by the Company from its core operating operation.
(3) EBITDA: calculated as restated profit/(loss) before tax, plus Interest, depreciation and amortization expense and finance costs.
(4) EBITDA Margin (in %): calculated as the percentage of EBITDA during a given year/period divided by Total Income.
(5) Profit after tax: This represents Profit after tax attributable to Equity shareholders of the Company.
(6) PAT Margin (in %): calculated as the restated profit after tax divided by the Total income.
(7) Return on Equity (in %): Restated profit after tax of the Company divided by the average net worth of the Company at the end of the year/period.
(8) Return on Capital Employed: Restated profit before interest and tax for the year/period attributable to equity shareholders of the Company divided by the Capital employed. Capital Employed represents Tangible Net worth + Total Debts (Short term Borrowings and Long term borrowings)- Deferred Tax Asset.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

FACTORS AFFECTING RESULTS OF OPERATIONS

Our results of operations have been, and will continue to be, affected by a number of events and actions, some of which are beyond our control. However, there are some specific items that we believe have an higher impact on our results of operations. In this section, we discuss some of the significant factors that we believe have or could have an impact on our results of operations. In addition to this, please also see "***Risk Factors***" on page 33.

Expansion of our tea cafe network:

One of the key drivers of our results of operations historically has been the growth in the number of tea café in our network. We build our tea café network using a cluster approach and penetration strategy with the objective to provide greater convenience and accessibility for our customers across relevant geographies. We launch our brand from flagship locations in high traffic and high visibility locations in key metropolitan areas and cities across India and then develop new tea café within that cluster.
Our ability to effectively grow our network of tea café will depend on a number of factors including but not limited to macroeconomic and demographic conditions, competitive conditions, consumer tastes and discretionary spending patterns in the areas where we want to open cafés, as well as availability of sites and our ability to achieve greater cluster penetration and risks related to the development and roll out of our cafés.

The following table sets forth the growth of our Tea Café network for six-months period ended 30th September 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 :

Particulars	Eleven months ended February 28, 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Opening Store Count				
a. Company Operated	56	49	28	25
b. Franchisee Operated	162	149	117	97
Add: New Store Added during the period				
a. Company Operated	13	14	25	6
b. Franchisee Operated	30	19	39	28
Less: Stores closed during the period				
a. Company Operated	7	7	4	3
b. Franchisee Operated	3	6	7	8

Particulars	Eleven months ended February 28, 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Closing Store Count				
a. Company Operated	62	56	49	28
b. Franchisee Operated	189	162	149	117

Same-store sales growth:

Same store sales growth is a significant factor affecting our results of operations and cash flow. This metric reflects the performance of our existing tea café locations and is influenced by several factors, including the customer experience, product quality, and responsiveness to changing consumer preferences. The following table sets forth same store sales growth for the six-months ended September 30, 2024 v/s September 30, 2023, Fiscal 2024 v/s 2023 and Fiscal 2023 v/s 2022:

Particulars	Six-month period ending September 30, 2024 vs September 30, 2023	Fiscal 2024 vs Fiscal 2023	Fiscal 2023 vs Fiscal 2022
Company-operated	6.27%	6.39%	52.17%
Franchisee-operated	7.09%	6.93%	39.35%
Overall	6.83%	6.75%	43.29%

As certified by the Statutory Auditors through certificate dated March 27, 2025

We offer a customer proposition that we believe enables us to attract customers and drive footfalls at our Tea Café. The key pillars of our customer proposition include our value leadership and variety of offerings under one roof. We believe that this has enabled us to grow our customer base by attracting customers looking for everyday value. We have historically made sustained investment in our advertising and marketing with frequent and inclusive messaging and engaging consumers at multiple touch points.

The effectiveness of advertising and marketing as well as our same-store sales have also historically been affected by the advertising and marketing of our competitors, as well as competition generally on the basis of product, service, quality, price and location. Future growth of our same-store sales will depend on trends in consumer spending, demographics and general economic and market conditions in our markets. Unfavourable changes in macroeconomic conditions, demographic trends or consumer sentiment, or other business and economic conditions affecting our customers, could result in a reduction in our same-store sales in some or all of our tea café.

Customer spending and general economic and market conditions:

Our success depends to a significant extent on consumer confidence and spending, which is influenced by general economic conditions and discretionary income levels. Many factors affect the level of consumer confidence and spending in the overall food service market, including recession, inflation, deflation, political uncertainty, availability of consumer credit, taxation, stock market performance and unemployment. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macro-economic factors, negatively affect the level of consumer confidence and spending including the amount that consumers spend on eating out. In addition, an increasing number of government and media initiatives to create increased awareness of healthy eating could impact on the public’s perception of the home delivered and convenience food industry, and customers may turn to our competitors offering healthier convenience food options such as lower calorie ready meals, which could adversely affect our business, financial condition or prospects, through resulting decreased sales.

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

The following note provides list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the year presented unless otherwise stated

1) Basis of preparation:

The Restated Financial Information of the Company comprises of the Restated Financial Statements of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statements of Changes in Equity for September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Material Accounting Policies, and other explanatory information (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus and the Prospectus (the "Offer Documents") to be filed with the Registrar of Companies, Gujarat at Ahmedabad ("RoC"), the Securities and Exchange Board of India ("SEBI") and BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE together, the "Stock Exchanges") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note") read with the general directions dated October 28, 2021, letter dated November 18, 2021 and email dated December 18, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communications"), as applicable.

The Company has prepared these Restated Financial Statements as per Indian Accounting Standards notified under section 133 of the Companies Act, 2013, as amended (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") with effect from April 01, 2021.

These Restated Financial Information have been compiled by the Management from the Special purpose audited restated Ind AS financial statements of the company as at and for the half year ended September 30, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India(the "Ind AS Financial Statements").

2) Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical accounting judgments and estimates:

(a) **Taxes on Income:** Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions and possibility of utilisation of Minimum Alternate Tax (MAT) credit in future.

(b) **Property, Plant and Equipment:** Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(c) **Employee Benefits:** Significant judgments are involved in making estimates about the life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans.

(d) **Lease classification and straight lining of lease rentals:** Significant judgments are involved in valuation of lease about interest rate, depreciation on ROU.

(e) **Impairment of Property, Plant and Equipment and Goodwill:** Significant judgment is involved in determining the estimated future cash flows from the Investments, Property, Plant and Equipment and Goodwill to determine its value in use to assess whether there is any impairment in its carrying amount as reflected in the financials.

(f) **Contingent liabilities:** Significant judgment is involved in determining whether there is a possible obligation, that may, but probably will not require an outflow of resources.

3) Foreign Currency Transaction:

The Company's financial statements are presented in Indian Rupees, which is the functional and presentation currency.

(a) The transactions in foreign currencies are translated into functional currency at the rates of exchange prevailing on the dates of transactions.

(b) Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss.

(c) Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis

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4) Revenue Recognition:

The following is the significant accounting policy related to revenue recognition under Ind AS 115.

(a) **Sale of Products at Restaurant:**

The company Recognizes revenue from sale of food through company's owned stores and are recognized when items are delivered to or carried out by customers and the same is accounted net of discount and excludes taxes collected from customers.

(b) **Sale of Traded Goods**:

The company recognizes Revenue from sale of supplies to its franchised stores upon delivery of the products. Revenue is measured based on the consideration to which company expects to be entitled from customer, net of discount and excludes taxes collected from customers.

(c) **Franchisee Income:**

- Royalty Income is recognized on accrual basis in accordance with the terms of relevant agreement.

- Franchisee fees is recognised on a straight-line basis over the term of each respective franchisee store agreement by the Company. Fee received in excess of revenues are classified as Franchisee Fees Received in Advance.
- Outlet setup charge received from the franchisee is recognised in the year in which outlet setup starts.

(d) **Other Income**:

Interest Income is recognized on time proportion basis. Revenue in respect of other income is recognized when no significant uncertainty as to determination or realisation exists

5) Taxes on Income:

Tax expenses comprise of current and deferred tax.

(a) **Current Tax:**

- Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- Current tax items are recognised in correlation to the underlying transaction either in profit or loss, Other Comprehensive Income (OCI) or directly in equity.

(b) **Deferred Tax:**

- Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- Deferred tax liabilities are recognised for all taxable temporary differences.
- Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.
- The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- Deferred tax assets and liabilities are measured at the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.
- Deferred tax items are recognised in correlation to the underlying transaction either in profit or loss, OCI or directly in equity.
- Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

6) Property, Plant and Equipment:

(a) Depreciation on tangible assets is provided on "written down value method". Useful life of tangible assets as per following details are different from that prescribed in Schedule II of the Act, which have been arrived at based on technical evaluation. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of deprecation of property, plant and equipment at reasonable intervals. Any revision to these is recognized prospectively in current and future periods.

Asset Class	No. of Years
Furniture, Fixtures and Office Equipment	8 Years
Plant and Machinery	5 Year

(b) Depreciation on additions/disposals of the tangible assets during the reporting period is provided on pro-rata basis according to the period during which the assets are put to use.

(c) Intangible assets are amortized on Straight-line Method over a period of estimated economic life of those assets as per the following table:

Asset Class	No. of Years
Goodwill	10 Years
Trademark	3 Years
Software	3 Years

7) Intangible Assets:

(a) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

(b) Internally generated intangibles are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

(c) Technical Know-how Fees and other similar rights are amortised over their estimated economic life.

(d) Capitalised cost incurred towards purchase/ development of software is amortised using straight line method over its useful life of four years as estimated by the management at the time of capitalisation.

(e) Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

(f) An item of intangible asset initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

8) **Impairment of Non-Financials Assets:**

The Property, Plant and Equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, the assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or Groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment loss are reviewed for possible reversal of impairment at the end of each reporting period. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

9) **Inventories:**

Inventories of Raw Materials, Packing Materials, Finished Goods and Stock-in-Trade are valued at lower of cost and net realisable value.

10) **Cash and Cash Equivalents:**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and short term demand deposits with banks.

11) **Provisions, Contingent Liabilities and Contingent Assets**

(a) Provisions are recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

(b) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

12) **Employee Benefits:**

(a) Short term obligations:

Liabilities for wages and salaries, including leave encashment that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) **Long term employee benefits obligations:**

Leave Wages and Sick Leave

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months period after the end of the period in which the employees render the related service. They are therefore, measured at the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method, as determined by actuarial valuation, performed by an independent actuary. The benefits are discounted using the market yields at the end of reporting period that have the terms approximating to the terms of the related obligation. Gains and losses through re-measurements are recognised in statement of profit and loss.

Defined Benefit Plans:

Gratuity: The Liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit plan obligation at the end of the reporting period less the fair value of the plan assets. The Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to the market yields at the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discounting rate to the net balance of the

defined benefit obligation and the fair value of plan assets. Such costs are included in employee benefit expenses in the statement of Profit and Loss.
Re-measurements gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in the period in which they occur directly in "Other Comprehensive Income" and are included in retained earnings in the Statement of Changes in Equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

(ii) Net interest expense or income.

(c) Defined Contribution Plans - Provident Fund Contribution:

Employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The company has no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employees benefit expenses when they are due in the statement of profit and loss.

13) **Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) **Financial assets:**

(i) **Initial recognition and measurement:** All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

(ii) **Subsequent measurement:** For purposes of subsequent measurement, financial assets are classified in following categories:
Debt instruments at amortised cost: A debt instrument' is measured at the amortised cost if both the following conditions are met:
i. The asset is held with an objective of collecting contractual cash flows
ii. Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the statement of profit or loss.
Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

(iii) **Derecognition:** A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:
i. The rights to receive CASH flows from the asset have expired, or
ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay

to a third party under a pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

iii. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained. When the Company has transferred the risk and rewards of ownership of the financial asset, the same is derecognised.

(iv) **Impairment of financial assets:** In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i. Financial assets that are debt instruments, and are measured at amortised cost

ii. Trade receivables or any contractual right to receive cash or another financial asset

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point b provided above. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss . The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance , i.e., as an integral part of the measurement of those assets in the balance sheet which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics.

(b) Financial Liabilities

(i) **Initial recognition and measurement:** Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(ii) **Subsequent measurement:** Subsequently all financial liabilities are measured as amortised cost, as described below:

Loans and Borrowings

i. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

ii. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) **Derecognition:** A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(c) **Reclassification of financial assets:** The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.

(d) **Offsetting of financial instruments:** Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

14) Fair Value Measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a. In the principal market for the asset or liability, or

b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

15) Earnings per share ('EPS'):

a. **Basic Earnings per share:** Basic EPS is computed by dividing 1) the profit attributable to the owners of the Parent Company for the year 2) by the weighted average number of equity shares outstanding during the financial year.

b. **Diluted earnings per share:** Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

i. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares

ii. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The impact of bonus shares and share split is reflected in EPS computation retrospectively since the earliest period presented regardless of whether such bonus issue or share split occurred during the reporting period or after the end of the reporting period but before the financial statements are authorised for issue.

16) **Current and non-current classification of Assets and Liabilities:**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the companies Act, 2013.

An asset is current when it is:
(a) Expected to be realized or intended to be sold or consumed in normal operating cycle;
(b) Held primarily for the purpose of trading;
(c) Expected to be realized within twelve months after the reporting period; or
(d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is current when:
(a) It is expected to be settled in normal operating cycle;
(b) It is held primarily for the purpose of trading;
(c) It is due to be settled within twelve months after the reporting period; or
(d) There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current. Deferred tax assets/liabilities are classified as non current

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

17) Leases:

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.
The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

Recent Accounting Pronouncements:

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. For the year ended September 30, 2024, there are no new standards or amendments to the existing standards which are notified but not yet effective.

Our Results of Operations

The following table sets forth selective financial data from our restated statement of profit & loss for half year ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of revenue from operations for such periods:

(₹ in Lakhs unless stated otherwise)

Particulars	Restated Results for Six months ended September 30, 2024		Restated Results for Fiscal 2024		Restated Results for Fiscal 2023		Restated Results for Fiscal 2022	
	Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% revenue from operation	Amount	% of revenue from operation
Revenue from operations	**3,137.47**	**100.00%**	**5,401.96**	**100.00%**	**4,324.27**	**100.00%**	**2,588.20**	**100.0%**
Cost of Material Consumed	1,258.67	40.12%	2,234.54	41.37%	2,124.04	49.12%	1,324.39	51.17%
Employee benefits expenses	709.08	22.60%	1,206.26	22.33%	901.25	20.84%	555.60	21.47%
Other expenses	662.83	21.13%	1,139.01	21.09%	867.68	20.07%	465.43	17.98%
Operating Profit	**506.89**	**16.16%**	**822.16**	**15.22%**	**431.30**	**9.97%**	**242.78**	**9.38%**
Depreciation and amortization	440.68	14.05%	747.74	13.84%	416.28	9.63%	282.73	10.92%
Finance cost	139.78	4.46%	234.45	4.34%	145.79	3.37%	90.00	3.48%
Other income	39.11	1.25%	67.31	1.25%	45.02	1.04%	12.21	0.47%
Profit / (Loss) before tax	**(34.47)**	**(1.10%)**	**(92.73)**	**(1.72%)**	**(85.74)**	**(1.98%)**	**(117.75)**	**(4.55%)**
Tax expense	13.87	0.44%	9.13	0.17%	8.77	0.20%	(24.05)	(0.93%)
Profit / (Loss) for the year	**(48.33)**	**(1.54%)**	**(101.86)**	**(1.89%)**	**(94.51)**	**(2.19%)**	**(93.71)**	**(3.62%)**

KEY COMPONENTS OF OUR REVENUE AND EXPENSES

Revenue from operations

Our revenue from operations comprises of:

a. Sales of products, which comprises revenue from (i) Sales of tea and other beverages, snacks and other items through our company-operated tea café, (ii) sale of ingredients, consumables, etc. through our supply centre and vendors to our franchisee-operated tea café network.
b. Sales of services, which comprises of (i) Royalty Income – 5% of franchisee-operated café store sales, (ii) Franchisee Income – one-time fees received by our company for operating a café under our brand name
c. Other Operating Income, which comprises of (i) Store Setup Sales Income – Income received for setting up a franchisee café, (ii) Marketing Income – Fees charged for permitting 3rd parties for branding and marketing at company-operated cafés.

Other Income

Other income primarily includes interest income on financial assets measured at amortized cost, other interest income and miscellaneous income.

Cost of Material Consumed

Our cost of material consumed comprises of opening stock and additional purchases, direct expenses less closing stock.
Our cost material consumed related to preparation of beverages and snacks primarily includes cost related to dairy products, tea, coffee beans, vegetables, frozen food, sauces, bakery items, etc. along with the related transportation and distribution costs for sourcing these products. Additionally, the cost also covers cost of traded goods we purchase for direct supply to our franchisee and other material related to paper/packaging for our products, and related transportation and distribution costs.

Employee Benefit Expenses

Our employee benefits expense includes salaries and wages paid to employees, contributions to provident and other funds (net of government grants)and staff welfare expense.

Finance costs

Our finance costs primarily comprises: (i) interest expense, which includes interest on term loans, interest on working capital loans and others (including interest on lease liabilities) (ii) bank commissions.

Depreciation and amortisation expenses

Property, plant and equipment, right of use assets, intangible assets and goodwill are depreciated and amortised over periods corresponding to their estimated useful lives and, particularly in respect of right-of-use assets, their lease terms.

Other operating expenses

Other operating expenses primarily comprises expenses related to: (i) power and fuel, (ii) rent including lease rentals for leases of less than 1 year, (iii) repairs and maintenance (building, machinery and others), (iv) insurance (v) rates and taxes, (vi) communication, (vii) water charges, (viii) courier charges, (ix) printing and stationary expenses (x) security expenses, (xi) travelling expenses, (xii) legal and professional fees, (xiii) Auditor fess, (xiv) Housekeeping expenses, (xv) commission on sales, (xvi) freight and forwarding on sales, (xvii) advertisement and sales promotion, (xviii) net loss on disposal of property, plant and equipment, (xix) allowance on credit loss, (xx) sundry balance written off and (xxi) miscellaneous expenses.

Tax expense

Our tax expense comprises current tax expense, deferred tax.

RESULTS OF OPERATIONS INFORMATION FOR FISCAL 2024 COMPARED WITH FISCAL 2023

(₹ in Lakhs unless stated otherwise)

Particulars	Fiscal 2024	Fiscal 2023	Change	% Change
Revenue from operations (A)	**5,401.96**	**4,324.27**	**1,077.69**	**24.92%**
Cost of Materials Consumed (B)	2,234.54	2,124.04	110.50	5.20%
Employee benefits expenses (C)	1,206.26	901.25	305.00	33.84%
Other Expenses (D)	1,139.01	867.68	271.32	31.27%
Operating Profit (E = A-B-C-D)	**822.16**	**431.30**	**390.86**	**90.63%**
Depreciation and amortisation (F)	747.74	416.28	331.47	79.63%
Finance Costs (G)	234.45	145.79	88.67	60.82%
Other Income (H)	67.31	45.02	22.28	49.49%
Profit / (Loss) before tax (I = E-F-G+H)	**(92.73)**	**(85.74)**	**(6.99)**	**8.15%**
Net Tax expense (J)	9.13	8.77	0.36	4.10%
Profit / (Loss) for the year (K= I-J)	**(101.86)**	**(94.51)**	**(7.35)**	**7.88%**

Revenue from Operations

Revenue from operations comprises of

- Sale of products includes sales from our company-operated tea café and sale of products from our supply centre to franchisee-operated tea café network. The increase in the sale of product by 32.65% from ₹3,624.54 Lakhs in fiscal year 2023 to ₹4,807.92 lakhs in Fiscal Year 2024 is on account of increase in number of company-operated tea café from 49 to 56 and franchise-operated café from 149 to 162 during the course of fiscal year 2024. Additionally, same store sales growth of 6.39% across company-operated tea café also contributed to this increase in sale of products.
- Sale of services includes royalty income and franchisee income (franchisee fee). Royalty income during the period increased by 11.14% from ₹292.11 lakhs in Fiscal Year 2023 to ₹324.64 lakhs in Fiscal Year 2024 on account of increase in store sales of franchisee-operated tea café driven by same store sales growth of 6.93% as well as sales from new tea café. The franchisee income increased from ₹114.26 lakhs in Fiscal Year 2023 to ₹179.00 lakhs in Fiscal Year 2024 on account of opening of new franchisee-operated tea café 19 opened during the course of the fiscal year.
- Other operating revenue comprises of store setup income and marketing income. Other operating revenue decreased by 69.18% from ₹293.36 lakhs in Fiscal Year 2023 to ₹90.40 lakhs in Fiscal Year 2024. The reduction was majorly on account of reduction in store setup income, since the company has purposely scaled back its participation in setting up tea café for franchisees in order to increase focus on core business activities.

Cost of Material Consumed

Cost of Material consumed represents sum of purchases of stock, changes in inventories and direct expenses. Cost of material consumed has increased by 5.20% from Fiscal Year 2023 to Fiscal Year 2024, however as a percentage of revenue cost of goods sold has decreased from 49.12% in Fiscal Year 2023 to 41.37% in Fiscal Year 2024. This reduction in cost of material consumed is majorly due to decrease in activity related to store set up (which involves higher material costs) and improved terms due to economies of scale.

Employee Benefits Expenses

Employee Benefits Expenses increased by 33.84% from ₹901.25 lakhs in Fiscal Year 2023 to ₹1,206.26 lakhs in Fiscal Year 2024. This increase was primarily attributable to increase number of employees on account of new company operated café and increase in salaries and wages of existing employees.

Other Expenses

Other expenses increased by 31.27% rising to ₹1,139.01 lakhs in Fiscal Year 2024 from ₹867.68 lakhs in Fiscal Year 2023. This was primarily due to increase in communication expenses and commission expenses for online sales from third party platforms that saw an increase during the year. Additionally, the increase in company's rent and power & fuel expenses contributed to the overall increase in total other expenses.

Operating Profit

Operating Profit has significantly improved by 90.63% from ₹431.30 lakhs in Fiscal Year 2023 to ₹822.16 lakhs in Fiscal Year 2024. Operating Profit Margins improved by 525 basis points up from 9.97% in Fiscal Year 2023 to 15.22% in Fiscal Year 2024.

Finance Cost

Finance cost has increased by 60.82% rising to ₹234.45 lakhs in Fiscal Year 2024 from ₹145.79 lakhs in Fiscal Year 2023. This increase was due to increase in interest on lease liabilities and increased interest on account of increase in working capital borrowings during the period.

Depreciation and Amortization Expenses

Depreciation and amortisation expense increased by 79.63%, rising to ₹747.74 lakhs in Fiscal Year 2024 from ₹416.28 lakhs in Fiscal Year 2023. This increase was primarily due to the addition of Property, Plant, and Equipment, particularly the increase in Right-of-Use (ROU) assets resulting from the addition of new company-operated cafés.

Other Income

Other Income increased by 49.49% from ₹45.02 lakhs in Fiscal Year 2023 to ₹67.31 lakhs in Fiscal Year 2024.

Loss before Tax

We recorded an increase in loss before tax by 8.15% from ₹85.74 lakhs in Fiscal Year 2023 to ₹92.73 lakhs in Fiscal Year 2024. Despite an increase in operating profitability, the company registered an increasing loss because of the increase in finance cost and depreciation and amortization expenses.

Net Tax Expenses

Net Tax increased by 4.10% from ₹8.77 lakhs in Fiscal Year 2023 to ₹9.13 lakhs in Fiscal Year 2024.

Loss after Tax

Loss after tax increased by 7.8% from ₹94.51 lakhs in Fiscal Year 2023 to ₹101.86 lakhs in Fiscal Year 2024 because of the reasons mentioned above.

RESULTS OF OPERATIONS INFORMATION FOR THE FISCAL 2023 COMPARED WITH FISCAL 2022

(₹ in Lakhs)

Particulars	Fiscal 2023	Fiscal 2022	Change	Change in %
Revenue from operations (A)	**4,324.27**	**2,588.20**	**1,736.07**	**67.08%**
Cost of Materials Consumed (B)	2,124.04	1,324.39	799.64	60.38%
Employee benefits expenses (C)	901.25	555.60	345.65	62.21%
Other Expenses (D)	867.68	465.43	402.26	86.43%
Operating Profit (E = A-B-C-D)	**431.30**	**242.78**	**188.52**	**77.65%**
Depreciation and amortisation (F)	416.28	282.73	133.54	47.23%
Finance Costs (G)	145.79	90.00	55.78	61.98%
Other Income (H)	45.02	12.21	32.82	268.83%
Profit / (Loss) before tax (I = E-F-G+H)	**(85.74)**	**(117.75)**	**32.01**	**(27.18%)**
Net Tax expense (J)	8.77	(24.05)	32.81	(136.47%)

Particulars	Fiscal 2023	Fiscal 2022	Change	Change in %
Profit / (Loss) for the year (K= I-J)	**(94.51)**	**(93.71)**	**(0.80)**	**(0.86%)**

Revenue from Operations

Revenue from operations comprises of

- Sale of products includes store sale of our company-operated tea café and sale of products from our supply centre to franchisee-operated tea café network. The increase in the sale of product by 64.77% from ₹2,199.75 Lakhs in Fiscal Year 2022 to ₹3,624.54 lakhs in Fiscal Year 2023 is on account of increase in number of company-operated café from 28 to 49 and franchise-operated café from 117 to 149 during the course of Fiscal Year 2023 as the company recovered from COVID-19 pandemic.
- Sale of services includes royalty income and franchisee income (franchisee fee). Royalty income during the period increased by 93.43% from ₹151.01 lakhs in Fiscal Year 2022 to ₹292.11 lakhs in Fiscal Year 2023 on account of increase in store sales of franchisee-operated tea café. The franchisee income increased from ₹36.64 lakhs in Fiscal Year 2022 to ₹114.26 lakhs in Fiscal Year 2023 on account of opening of 39 new franchisee-operated tea café during the course of the fiscal year.
- Other operating revenue comprises of store setup income and marketing income. Other operating revenue increased by 46.09% from ₹200.80 lakhs in Fiscal Year 2022 to ₹293.36 lakhs in Fiscal Year 2023. The increase was majorly on account of increase in store setup income driven by opening of 39 new franchise-operated tea café during the course of the year.

Cost of Material Consumed

Cost of Material consumed represents sum of purchases of stock, changes in inventories and direct expenses. Cost of material consumed has increased by 60.38% from Fiscal Year 2022 to Fiscal Year 2023, however as a percentage of revenue cost of goods sold has decreased from 51.17% in Fiscal Year 2022 to 49.12% in Fiscal Year 2023. This reduction in cost of goods sold is majorly on account of economies of scale, reduction in raw material prices and better supply terms from vendors on account of higher order value.

Employee Benefits Expenses

Employee Benefits Expenses increased by 62.21% from ₹555.60 lakhs in Fiscal Year 2022 to ₹901.25 lakhs in Fiscal Year 2023. This increase was primarily attributable to increase in number of employees on account of new company operated tea café added during the year and increase in salaries and wages of existing employees.

Other Expenses

Other expenses increased by 86.43% rising to ₹867.68 lakhs in Fiscal Year 2023 from ₹465.43 lakhs in Fiscal Year 2022. This was primarily due to increase in commission expenses on company's online sales from third party platforms. Additionally, the increase in company's rent and power, legal and professional fees, advertisement and sales promotion & fuel expenses contributed to the overall increase in total other expenses.

Operating Profit

Operating Profit has significantly improved by 77.65% from ₹242.78 lakhs in Fiscal Year 2022 to ₹431.30 lakhs in Fiscal Year 2023. Operating Profit Margins improved by 59 basis points up from 9.38% in Fiscal Year 2022 to 9.97% in Fiscal Year 2023.

Finance Cost

Finance cost increased by 61.98% rising to ₹145.79 lakhs in Fiscal Year 2023 from ₹90.00 lakhs in Fiscal Year 2022. This increase was due to increase in interest on lease liabilities.

Depreciation and Amortization Expenses

Depreciation and amortisation expense increased by 47.23%, rising to ₹416.28 lakhs in Fiscal Year 2023 from ₹282.73 lakhs in Fiscal Year 2022. This increase was primarily due to the addition of Property, Plant, and Equipment, particularly the increase in Right-of-Use (ROU) assets resulting from the addition of new company-operated cafés.

Other Income

Other Income increased by 268.83% to ₹45.02 lakhs in Fiscal Year 2023 from ₹12.21 lakhs in Fiscal Year ended 2022.

Loss before Tax

We recorded a decrease in loss before tax of 27.18% from ₹117.75 lakhs in Fiscal Year 2022 to ₹85.74 lakhs in Fiscal Year 2023. Improvement in operating level profitability led to this decrease in loss.

Net Tax Expenses

Net Tax Expenses increase to ₹8.77 lakhs in Fiscal Year 2023 from (₹24.05) lakhs in Fiscal Year 2022.

Loss after Tax

Loss after tax increased by 0.86% from ₹93.71 lakhs in Fiscal Year 2022 to ₹94.51 lakhs in Fiscal Year 2023 because of the various reasons mentioned above.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ In lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow generated from/ (utilized in) operating activities (A)	744.42	26.99	314.58
Net cash flow utilized in investing activities (B)	(475.71)	(536.06)	(132.59)
Net cash flow generated from/ (utilized in) financing activities (C)	(225.44)	(146.47)	407.03
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	**43.27**	**(655.54)**	**589.02**
Cash and cash equivalents at the beginning of the year	25.97	681.41	92.42
Cash and cash equivalents at the end of the year	**69.44**	**25.97**	**681.41**

Cash flow from Operating Activities

For the Fiscal Year ended March 31, 2024

Net cash flow from our operating activities was ₹744.42 lakhs for the Fiscal ended March 31, 2024. Our operating profit before working capital changes was ₹885.44 lakhs in the Fiscal Year ended March 31, 2024, which was the result of the loss before tax for the period of ₹105.84 lakhs adjusted primarily for depreciation and amortization of ₹747.74 lakhs, finance costs of ₹234.45 lakhs, interest income of ₹49.68 lakhs and provision for employee benefit expenses of ₹29.45 lakhs. Our movements in working capital primarily consisted of a decrease in inventories of ₹31.00 lakhs, an increase in trade receivables of ₹49.04 lakhs, an increase in other financial assets of ₹66.79 lakhs, decrease in trade payables of ₹56.25 lakhs and an increase in other current liabilities of receivables of ₹34.60 lakhs.

For the Fiscal Year ended March 31, 2023

Net cash flow generated from our operating activities was ₹26.99 lakhs for the Fiscal Year ended March 31, 2023. Our operating profit before working capital changes was ₹563.86 lakhs in the Fiscal Year ended March 31, 2023, which was the result of the loss before tax for the period/year of ₹81.24 lakhs adjusted primarily for depreciation and amortization of ₹416.28 lakhs, finance costs of ₹145.79 lakhs, interest income of ₹33.24 lakhs and provision for employee benefit expenses of ₹23.05 lakhs. Our movements in working capital primarily consisted of increase in inventories of ₹124.29 lakhs, increase in trade receivables of ₹53.40 lakhs, an increase in other financial assets of ₹569.24 lakhs and increase in trade payables of ₹219.36 lakhs.

For the Fiscal Year ended March 31, 2022

Net cash flow generated from our operating activities was ₹314.58 lakhs for the Fiscal Year ended March 31, 2022. Our operating profit before working capital changes was ₹372.59 lakhs in the Fiscal Year ended March 31, 2022, which was the result of the loss before tax for the period of ₹117.23 lakhs adjusted primarily for depreciation and amortization of ₹282.73 lakhs, finance costs of ₹90.00 lakhs , interest income of ₹5.39 lakhs and provision for employee benefit expenses of ₹18.75 Lakhs. Our movements in working capital primarily consisted of increase in inventories of ₹98.73 lakhs, increase in trade receivables of ₹41.05 lakhs, an increase in other current assets of ₹10.21 lakhs, increase in other financial assets of ₹54.42 lakhs and increase in trade payables of ₹58.26 lakhs.

Cash flow from Investing Activities

For the Fiscal Year ended March 31, 2024

Net cash used in investing activities was ₹475.71 lakhs for the Fiscal Year ended March 31, 2024. This reflected the capital expenditure made towards Property, Plant and Equipment for ₹525.79 lakhs, offset by Sale of Property, Plant and Equipment of ₹11.44 lakhs and receipt of interest income of ₹38.64 lakhs.

For the Fiscal Year ended March 31, 2023

Net cash used in investing activities was ₹536.06 lakhs for the Fiscal Year ended March 31, 2023. This reflected the capital expenditure made towards Property, Plant and Equipment for ₹597.58 lakhs, offset by Sale of Property, Plant and Equipment of ₹31.88 lakhs and receipt of interest income of ₹29.64 lakhs.

For the Fiscal Year ended March 31, 2022

Net cash used in investing activities was ₹132.59 lakhs for the Fiscal Year ended March 31, 2022. This reflected the capital expenditure made towards Property, Plant and Equipment for ₹158.94 lakhs, offset by Sale of Property, Plant and Equipment of ₹23.58 lakhs and receipt of interest income of ₹2.77 lakhs.

Cash flow from Financing Activities

For the Fiscal Year ended March 31, 2024

Net cash used in financing activities was ₹225.44 lakhs for the Fiscal Year ended March 31, 2024 consisting of net proceeds from current borrowing of ₹275.97 lakhs, repayment of long-term borrowings of ₹5.14 lakhs, repayment of lease liabilities of ₹544.19 lakhs, proceeds from other current liabilities of ₹85.58 lakhs and interest paid of ₹37.65 lakhs.

For the Fiscal Year ended March 31, 2023

Net cash used in financing activities was ₹146.47 lakhs for the Fiscal Year ended March 31, 2023 consisting of proceeds from issue of shares of ₹29.98 lakhs, net proceeds from current borrowing of ₹120.03 lakhs, net proceeds from long-term borrowings of ₹7.44 lakhs, repayment of lease liabilities of ₹303.20 lakhs, proceeds from other current liabilities of ₹5.92 lakhs and interest paid of ₹6.64 lakhs.

For the Fiscal Year ended March 31, 2022

Net proceeds from financing activities was ₹407.03 lakhs for the Fiscal Year ended March 31, 2022 consisting of Proceeds from issue of shares of ₹554.89 lakhs, repayment of current borrowing of ₹12.82 lakhs, repayment of long-term borrowings of ₹2.24 lakhs, repayment of lease liabilities of ₹191.04 lakhs, proceeds from other current liabilities of ₹61.72 lakhs and interest paid of ₹3.48 lakhs.

Financial Indebtedness

As on March 15, 2025 the total outstanding borrowings of our Company was ₹19.50 lakhs. The following table sets out the details of the total borrowings outstanding as on March 15, 2025.

(₹ in Lakhs)

Nature of Borrowing	Sanctioned Amount	Outstanding Amount as on 15th March, 2025
(I) Fund Based Secured		
Term Loan -Vehicle Loan	38.50	16.21
Working Capital Term Loan	0.00	0.00
Funded Interest Term Loan	0.00	0.00
Overdraft	560.00	0.00
Total Fund Based	**598.50**	**16.21**
(II) Non-Fund Based		
Total Non-Fund Based	9.00	9.00
Total	**607.50**	**25.21**

As on March 15, 2025 the company does not have any unsecured borrowings.

Note: *As certified by the Statutory Auditors through certificate dated March 27, 2025*

Contingent Liabilities and commitments

The following table sets forth our contingent liabilities and commitments as at six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 as per the Restated Financial Information:

(₹ In Lakhs)

Sr. No	PARTICULARS	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
(A)	**Contingent Liabilities:**				
	In respect of guarantees given by Banks and/ or counter guarantees given by the group	9.00	9.00	9.00	9.00
(B)	**Commitments:**				
	Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	-	-	24.50	-

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Effect of Inflation

We are affected by inflation as it has an impact on the material cost, wages, etc. in line with changing inflation rates; we rework our margins so as to absorb the inflationary impact.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "***Restated Financial Information***" on page 251, there have been no reservations, qualifications and adverse remarks.

Qunatitave and Qualitative Analysis of Market Risk

We are exposed to various type of market risks during the normal course of business. For further details, see "***Risk Factors***".

Credit risk: Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from loans and advances to related parties, trade receivables, bank deposits and other financial assets. The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual customer limits are set accordingly. i Bank deposits : The Company maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks Hence, there is no significant credit risk on such deposits. ii Trade Receivable: The Company trades with recognized and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to bad debts is not significant. The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. Financial assets for which loss allowances is measured using the expected credit loss:

(₹ In Lakhs)

Ageing of Trade Receivables	**Six-month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
0-6 Months	211.77	201.23	180.32	133.42
6-12 Months	53.78	28.26	20.06	9.91
Beyond 12 Months	21.96	36.13	12.40	11.67
Total	**287.51**	**265.62**	**212.79**	**155.00**
Allowance for doubtful receivables	**4.19**	**4.19**	**4.19**	**-**
Trade Receivables Carries in Balance Sheet	283.32	261.43	208.60	155.00

Liquidity Risk:
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.
Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities:
The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(₹ In Lakhs)

Ageing of Trade Receivables	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
0-6 Months	211.77	201.23	180.32	133.42
6-12 Months	53.78	28.26	20.06	9.91
Beyond 12 Months	21.96	36.13	12.40	11.67
Total	**287.51**	**265.62**	**212.79**	**155.00**
Allowance for doubtful receivables	**4.19**	**4.19**	**4.19**	**-**
Trade Receivables Carries in Balance Sheet	283.32	261.43	208.60	155.00

(₹ In Lakhs)

	< 1 year	1-2 year	2-3 year	> 3 years	Total
	As at September 30, 2024				
Non-derivative financial liabilities:					
Borrowings (including current maturities and interest)	8.10	6.84	4.56		**19.50**
Lease liabilities					
Trade payables	304.03	7.27	3.83	6.35	**321.48**
Other financial liabilities (excluding interest accrued but not due)	194.95				**194.95**
Total	**507.08**	**14.11**	**8.39**	**6.35**	**535.93**
	Fiscal 2024				
Non-derivative financial liabilities:					
Borrowings (including interest accrued but not due)	399.67	8.48	4.72	2.34	**415.21**
Lease liabilities					
Trade payables	362.96	7.27	3.83	6.35	**380.41**
Other financial liabilities (excluding interest accrued but not due)	123.80				**123.80**
Total	**886.43**	**15.75**	**8.54**	**8.70**	**919.42**
	Fiscal 2023				
Non-derivative financial liabilities:					
Borrowings (including interest accrued but not due)	121.10	7.74	8.48	7.06	**144.38**
Lease liabilities					
Trade payables	425.78	3.83	3.52	3.54	**436.67**
Other financial liabilities (excluding interest accrued but not due)	98.83				**98.83**
Total	**645.71**	**11.57**	**12.00**	**10.60**	**679.87**
	Fiscal 2022				
Non-derivative financial liabilities:					
Borrowings (including current maturities and interest)	3.67	3.96	4.27	5.01	**16.91**
Lease liabilities					
Trade payables	205.24	4.21	1.93	5.93	**217.30**

Other financial liabilities (excluding interest accrued but not due)	69.27				**69.27**
Total	**278.18**	**8.17**	**6.20**	**10.93**	**303.48**

Interest Rate Risks:
Interest rate risk is the risk that the fair value of future cash flow of the financial instrument may fluctuate because of the change in market interest rates. The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing.

Price risk:
The Company has no significant exposure to price risk arising from investments in mutual funds, as the investments are usually in debt funds. Investing in equity shares of companies is based on the concept of value investing. While these investments is subject to various risks, stringent norms for investment decisions are in place for minimising risks associated to such investments.

Foreign currency risk:
The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the AED. Foreign exchange risk arises from recognised liabilities denominated in a currency that is not the Company's functional currency.

Foreign currency risk exposure:
The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ in lakhs are as follows:

(₹ In Lakhs)

	Exposure of AED			
	As at September 30, 2024	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Financial assets:				
Trade Receivables	**27.07**			
Other Receivables	**0.47**	3.81	3.66	
Total exposure to foreign currency risk (assets)	**27.55**	3.81	3.66	
Financial liabilities:				
Expenses Payable		1.19	1.29	
Other Long term liabilities	**3.40**	3.40		
Total exposure to foreign currency risk (liabilities)	**3.40**	4.59	1.29	
Net exposure to foreign currency risk	**24.15**	0.77	2.36	

Senstivity
The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments *:

(₹ In Lakhs)

		As at September 30, 2024		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Movement in Rate	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**
AED	4.00%	0.24	1.20	0.38	0.34	0.44	0.53		

		As at September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Movement in Rate	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**	**Impact on PAT**	**Impact on Other Equity**
AED	-4.00%	(0.24)	(1.20)	(0.38)	(0.34)	(0.44)	(0.53)		

Statement of Material Development

Details of any material development taken place during the period October 01, 2024 up to the date of this Annexure

There are no material development that has taken place during the period beginning from October 01, 2024 up to the March 30, 2024, which materially and adversely affect or is likely to affect the business or profitability of the Company, or the value of its assets, or its ability to pay its liabilities within the next twelve months from the date hereof.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscal Years.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "***Risk Factors***" beginning on page 33. To our knowledge, except as we have described in the Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled "***Risk Factors***" on page 33 and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled "***Risk Factors***" on page 33 and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

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

Our business has been affected and we expect that it will continue to be affected by the trends identified above and the uncertainties described in the section "***Risk Factors***" on page 33. Changes in revenue in the last three Financial Years are as described in, Results of Operations Information for the Fiscal 2024 compared with Fiscal 2023 and Results of Operations Information for the Fiscal 2023 compared with Fiscal 2022 mentioned above.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

We are a organized tea café chain operating under the Indian quick service restaurant segment, serving freshly prepared tea and other beverages along with complementing snacks. Relevant Industry data, as available, has been included in the chapter titled "***Industry Overview***" beginning on page 146.

Status of any Publicly Announced New Products or Business Segments

As on the date of the Draft Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Financial Information – Restated Financial Information***" and "***Risk Factors***" beginning on pages 285, 251 and 33, respectively.

(₹ in Lakhs)

Particulars	Pre-offer as on Septembr 30, 2024	Post Offer*
Borrowings:		
Current borrowings (A)	8.10	[●]
Non-Current borrowings (B)	11.40	[●]
Total Borrowings (C = A + B)	19.50	[●]
Shareholders' fund (Net worth)		
Share capital (D)	77.06	[●]
Other Equity	1942.02	[●]
Less: Revaluation Reserves	-	[●]
Less: Capital Reserves	-	[●]
Total shareholder's' fund (Net worth) (F = D + E)	2019.08	[●]
Non-Current borrowings / shareholder's' fund (Net worth) ratio (B / F)	0.56%	[●]
Total borrowings / shareholder's' fund (Net worth) ratio (C / F)	0.97%	[●]

The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended)

** The corresponding post-Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage and is pending the completion of the Book Building Process and accordingly have not been provided in the above statement. Post Offer capitalisation will be determined after finalization of Offer Price.*

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements with various lenders in the ordinary course of business including borrowings. For details regarding the borrowing powers of our Board, see "***Our Management – Borrowing Powers of Board***" on pages 227.

The summary of borrowings sanctioned to our Company as on March 15, 2025 is stated as under:

(in ₹ Lakhs, unless otherwise specified)

Sr. No.	Nature of Borrowing	Sanctioned Amount	Outstanding amount as on March 15, 2025
Tea Post Limited			
I.	**Fund based**		
	Term Loan [Vehicle Loan]	38.50	16.21
	Working Capital Term Loan	0.00	0.00
	Funded Interest Term Loan	0.00	0.00
	Overdraft	560.00	0.00
	Total fund based	598.50	16.21
II	**Non-fund based**		
	Bank Guarantee / Corporate Guarantee*	9.00	9.00
	Total non-fund based	9.00	9.00
	Total (I+II) (A)	607.50	25.21

As certified by M/s. Mukesh M Shah & Co, Chartered Accountants, pursuant to their certificate dated March 15, 2025.
**Bank Guarantee against Fixed Deposit is given for Tea Café at Science City, Ahmedabad.*

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; or (d) Material Litigation (as defined below); involving our Company, its Directors, the Promoters, its Kmps , Smps and Group Company ("**Relevant Parties**"). Further, there are no disciplinary actions (including penalties) imposed by SEBI or the Stock Exchanges against our Promoters in the last five (5) FYs, including any outstanding action.*

*For the purpose of material litigation in (d) above, our Board in its meeting held on March 27, 2025 has considered and adopted the following policy on materiality for identification of material outstanding litigation involving the Relevant Parties ("**Materiality Policy**"). In accordance with the Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings and actions by regulatory authorities and statutory authorities, will be considered material if: (i) the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e., (a. two percent of turnover, as per the last restated financial statements of the Company; or b. two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last Audited Financial Statements of the Company; or c. five percent of the average of absolute value of profit or loss after tax, as per the last three Restated Audited Financial statements of the Company). Accordingly, any transaction exceeding the lower of i, ii or iii herein mentioned i.e. ₹40.38 Lakhs, will be considered for the herein mentioned purpose.; or (ii) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) herein mentioned, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) herein mentioned; and (iii) any such litigation which does not meet the criteria set out in (a) herein mentioned and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.*
It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated March 21, 2025. In terms of the materiality policy, creditors of our Company to whom amounts outstanding are owed by our Company exceeding 5% as per the Restated Financial Statements of our Company disclosed in this Draft Red Herring Prospectus, would be considered as material creditors. The trade payables of our Company as on September 30, 2025 were ₹321.48 Lakhs .Details of outstanding dues to micro, small, and medium enterprises and other creditors separately giving details of a number of cases and the amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only

I. Litigation involving our Company..

A. *Litigation filed against our Company.*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

i. Rajesh Madhusudan Rajyaguru and ors. vs. Darshan Anilbhai Dashani and ors. – Company Petition 62/2018 and Interlocutory Application 87 of 2024.

Rajesh Madhusudan Rajyaguru ("**Applicant 1**"), Harish Madhusudan Rajyaguru ("**Applicant 2**") and Tushar Madhusudan Rajyaguru ("**Applicant 3**") (collectively "**Applicants**") filed a Company Petition bearing number 62 of 2018 ("**Petition**") before the Hon'ble National Company Law Tribunal, Ahmedabad ("**NCLT**") against Darshan Anilbhai Dashani ("**Respondent 1**"), Hasit Anilbhai Dashani ("**Respondent 2**"), Samir Anilbhai Dashani ("**Respondent 3**"), Lalitkumar Bhudhadeo ("**Respondent 4**"), Paresh Joshi ("**Respondent 5**"), Nilesh Joshi ("**Respondent 6**"), Haresh Tank ("**Respondent 7**"), Manoj Tank("**Respondent 8**"), Tea Station Private Limited ("**Respondent 9**") and Tea Post Private Limited ("**Respondent 10**" or "**Company**") (collectively "**Respondents**"). The Applicants and Respondents 1 to 8 had incorporated Respondent 9 company and Respondent 1 and 4 were appointed as directors of Respondent 9 and was engaged in the business of production and trading of tea and franchising of tea outlets known as 'Tea Post' and had more than 80 franchisees under the brand 'Tea Post' in the year 2015 all over India. Further, the Applicants state that Applicant 1 was the pioneer of business of 'Tea Post' and Respondent 9 was the owner of the Trademark of 'Tea Post' and Respondent 9 was a closely held company between four groups, namely, Rajyaguru Group, Dashani Group, Tank Group and Joshi Group and Respondent 4. Further, The Applicants state that the Respondent 1 and Respondent 4 proposed to incorporate Respondent 10, however, ROC raised an objection as 'Tea Post' was too general in nature and Respondent 1 issued a clarification letter dated November 03, 2015 stating that Respondent 9 was owner of trademark 'Tea Post' and no objection was obtained from Respondent 9 for using the words 'Tea Post' and that Respondent 9 was a group company of Respondent 10, thereafter ROC permitted use of words 'Tea Post'. Further, The Applicants state that Respondents 1 and 4 had sent notice dated January 07, 2016 for convening Extra Ordinary General Meeting on February 04, 2016 to Applicants to transfer the entire business of 'Tea Post' along with all its assets and liabilities from Respondent 9 to Respondent 10. Further, the Applicants state that Respondent 10 had passed a special resolution dated January 28, 2016 for acquiring the brand 'Tea Post' along with all its assets and liabilities from Respondent 9 for ₹ 35,00,000. The Applicants state that they had agreed to transfer of 'Tea Post brand' from Respondent 9 to 10 because Respondent 10 was to be a subsidiary of Respondent 9, further, it was agreed that Respondent 9 will hold the shares of Respondent 10 and it was impressed, upon the Applicants that it would lead to better management and administration of the business and will not be prejudicial to the interest of the Respondent 9. Further the Applicants contend that relying on above mentioned representations, the Applicants had agreed for the transfer. The Applicants state that after the said transfer the Respondent 1 and 4 refused to transfer shareholding. The Applicants contend that the Respondents with mala fide intention of taking control over the Respondent 9's asset had devised the fraudulent scheme of incorporating Respondent 10 and to transfer business. Therefore, the Applicants filed the present Petition before the Hon'ble NCLT praying to: (a) hold that the Respondents 1 to 8 have caused oppression of the Applicants, by way of manipulation, (b) set aside the sale/transfer of entire undertaking/ business and trademark of 'Tea Post' was fraudulently separated from Respondent 9 and transferred to Respondent 10 or direct the Respondent 10 to re-transfer the entire undertaking/business and trademark of 'Tea Post' along with all its assets and liabilities back to Respondent 9 or direct the Respondents to transfer their entire shareholding, that is, around 90.47% in Respondent 10 to Respondent 9 or direct the Respondents to transfer the proportionate shareholding, that is, 20.80% in Respondent 10 to the Applicants. Our Company has filed reply to the said Petition and denied the claims made in the said petition. Thereafter, The Applicant has filed Interlocutory Application 87 of 2024("**IA**") for amendment of its prayers in the Petition, as and by way of the IA the Petitioner has asked for damages of Rs. 15,75,59,747/-, The IA is reserved for orders. The next date of IA is not yet notified. The Petition is presently pending, and the next date of hearing is not yet notified.

B. *Litigation filed by our Company.*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ lakhs*)^
Direct Tax	5	1.31
Indirect Tax	Nil	Nil
Total	**5**	**1.31**

**TDS demands amounting to (i) ₹ 24,060 for Fiscal 2025, (ii) ₹ 2,380 for Fiscal 2020 (iii) ₹ 1,00,210 for Fiscal 2017 (iv) ₹ 2,140 for Fiscal 2017 (v) ₹ 2,370 for Fiscal 2017.*

II. Litigation involving our Directors (other than Promoters)

A. *Litigation filed against our Directors (other than Promoters)*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Directors (other than Promoters)*

1. Criminal proceedings

2. Material civil proceedings

Nil

C. *Tax proceeding*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ lakhs*)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

III. Litigation involving our Promoters

A. *Litigation filed against our Promoters*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

i. Rajesh Madhusudan Rajyaguru and ors. vs. Darshan Anilbhai Dashani and ors. – Company Petition 62/2018 and Interlocutory Application 87 of 2024

Rajesh Madhusudan Rajyaguru ("**Applicant 1**"), Harish Madhusudan Rajyaguru ("**Applicant 2**") and Tushar Madhusudan Rajyaguru ("**Applicant 3**") (collectively "**Applicants**") filed a Company Petition bearing number 62 of 2018 ("**Petition**") before the Hon'ble National Company Law Tribunal, Ahmedabad ("**NCLT**") against Darshan Anilbhai Dashani ("**Respondent 1**"), Hasit Anilbhai Dashani ("**Respondent 2**"), Samir Anilbhai Dashani ("**Respondent 3**"), Lalitkumar Bhudhadeo ("**Respondent 4**"), Paresh Joshi ("**Respondent 5**"), Nilesh Joshi ("**Respondent 6**"), Haresh Tank ("**Respondent 7**"), Manoj Tank("**Respondent 8**"), Tea Station Private Limited ("**Respondent 9**") and Tea Post Private Limited ("**Respondent 10**") (collectively "**Respondents**"). For further details, please see "***Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Material Civil Proceedings***" on page 315.

B. *Litigation filed by our Promoters*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. *Tax proceedings* [

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*in ₹ lakhs*)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

IV. Litigation filed by our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoters)

1. Criminal proceedings

Nil

A. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax	1	0.006
Indirect Tax	Nil	Nil
Total	**1**	**0.006**

Outstanding dues to creditors

Our Board, in its meeting held on March 24, 2025 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company, to whom an amount 213.70 Lakhs as on the date of the latest period in the Restated Financial Statements was outstanding, were considered material creditors.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at six-month period ended September 30, 2024, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved *(in ₹ Lakhs)*
Outstanding dues to Micro & Small Enterprises	8	19.52
Outstanding dues to Material Creditors - Micro & Small Enterprises	1	24.79
Outstanding dues to Material Creditors – Others	3	63.47
Outstanding dues to Other Creditors	305	213.70
Total Outstanding Dues	**317**	**321.48**

The details pertaining to net outstanding dues towards our material creditors as on September 30, 2025(along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.teapost.in It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in the section entitled "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after September 30, 2025,***", there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking this Issue and carrying on our present business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section "***Risk Factors***" *beginning on page 33 these material approvals are valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see* "***Key Regulations and Policies***" *on page 210.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its present business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

I. Material approvals obtained in relation to the Issue

a. The Board of Directors has, pursuant to a resolution passed at its meeting held on February 28, 2025, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.

b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on March 25, 2025, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary

c. The Company has obtained the in-principle listing approval from BSE and NSE on [●] and [●] respectively..

II. Material approvals obtained by our Company in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

A. Incorporation details of our Company

a. Our Company was originally incorporated as a private limited company in the name of '*Tea Post Private Limited'* vide Certificate of Incorporation dated November 05, 2015, issued by the Registrar of Companies, Gujarat.

b. Fresh Certificate of Incorporation dated December 05, 2024 issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from '*Tea Post Private Limited'* to '*Tea Post Limited'.*

c. The Corporate Identity Number of the Company is U15491GJ2015PTC085010.

B. Tax related approvals obtained by our Company

a. Permanent account number AAFCT5415L issued by the Income Tax Department under the Income Tax Act, 1961;

b. Tax Deduction Account Number RKTT01530E issued by the Income Tax Department under the Income

Tax Act, 1961;

c. Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 in the State of Gujarat;

d. Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 in the State of Maharashtra;

e. Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 in the State of Rajasthan;

f. Professional Tax Enrolment and Registration certificate issued under Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976;and

g. Professional Tax Enrolment and Registration certificate issued under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975; and

C. Regulatory & Labour / employment related approvals obtained by our Company:

a. Registrations for employees' provident fund issued by the Employees' Provident Fund Organization under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

b. Registrations for employees' insurance issued by the Employees State Insurance Corporation under the Employees State Insurance Act, 1948.

D. Key business related approvals

a. Udyam Registration Certificate issued by Ministry of Micro, Small and Medium Enterprises, Government of India.

b. In order to operate our Tea Cafes in India, our Company requires various approvals and/ or licenses under various applicable state and central laws, rules and regulations. These approvals and/ or licenses, inter alia, include licenses under the FSSAI, Shops and Establishments and no objection certificate from the fire department, Eating House License of the respective state, as applicable. We have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our restaurants. Certain approvals may have lapsed in their normal course, and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such applications.In relation to some of our operating restaurants, we have applied for the Shops and Establishments to the relevant state municipal corporation, we are yet to receive such approval.

c. Registration Certificate for carrying on business as a buyer of tea in bulk, packet tea, tea bags, instant tea, quick brewing black tea or any other tea under the provisions of the Tea (Marketing) Control Order, 2003 issued by the Tea Board India.

d. Certificate of Recognition as a 'Start up' issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry.

e. Legal Entity Identifier (LEI) code issued by the Legal Entity Identifier India Limited.

III. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

IV. Material approvals expired and renewal yet to be applied for

Nil

V. Material approvals required but not obtained or applied for

Nil

VI. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has registered total 24 Trademarks as device marks and word marks under classes 16, 21, 29, 30, 32, 35, 40, 42, and 43 of the Trademarks Act, 1999. These include registrations in respect of certain of our key products and our logo, including '*Tea Post', 'a place to talk', 'Apni Chai ki dukan'* etc.

For risk associated with our intellectual property please see, "***Risk Factors***" beginning on page 33.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

1. The Board of Directors of our Company has authorised the Offer including the Fresh Issue by a resolution passed at its meeting held on February 28, 2025.

2. The Shareholders of our Company have authorised the Fresh Issue, pursuant to a special resolution passed in the Extraordinary General Meeting held on March 25, 2025 under Section 23 and 62(1) (c) of the Companies Act 2013.

   Our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated March 27, 2025.

3. The Board of Directors of our Company has, on March 30, 2025 approved the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders have, severally and not jointly, confirmed the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholder	Date of consent letter	Aggregate amount of Offer for Sale (up to) (in ₹ Lakhs)	Number of Equity Shares proposed to be offered for sale
1.	M/s. IndiaNivesh Venture Capital Fund	1,42,50,000	[●]	Up to [●]

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to their respective letters, each dated [●] and [●] respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Directors, our Promoters, the members of the Promoter Group, persons in control of our Company and companies or entities with which our Company's Promoters and Directors are associated as Directors / Promoters and each of the Selling Shareholders are not prohibited/debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator in any other jurisdiction or any other authority/court. The listing of any securities of our Company has never been refused at any time by any of the Stock Exchange in India. There are no violations of securities laws committed by them in the past or are pending against them.

None of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding actions initiated by SEBI against any of our Directors, in the past five years preceding the date of this Draft Red Herring Prospectus.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Neither our Company nor our Directors or Promoters have been declared as a Wilful Defaulter.

The Company, its Directors and its Promoters / Promoter Group are not declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

The Selling Shareholders have confirmed that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Further, there have not been any regulatory actions initiated against the Selling Shareholders by SEBI, RBI or any overseas regulator.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018 and amendments thereof

Our Company, our Promoters, member of Promoter Group and the Selling Shareholders, severally and jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(2) of the SEBI ICDR Regulations.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Investor, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable. Each of the Selling Shareholders, severally and not jointly, confirms that its respective portion of the Offered Shares is in compliance with Regulation 8 of the SEBI ICDR Regulations, and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

1. None of our Company, the Selling Shareholders, our Promoters, members of our Promoter Group and our Directors are debarred from accessing the capital markets by SEBI;
2. None of the Promoters or Directors of our Company are promoters or a director of companies which are debarred from accessing the capital market by SEBI;
3. None of our Company, our Promoters or Directors have been categorized as a Wilful Defaulter or a Fraudulent Borrower;
4. None of our Promoters or Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018;
5. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
6. Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated November 27, 2025 and November 8, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
7. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus; and
8. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance` with applicable laws.

Disclaimer Clauses

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, SRUJAN ALPHA CAPITAL ADVISORS LLP HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE, SEVERALLY AND NOT JOINTLY, ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS TO THE EXTENT OF INFORMATION SPECIFICALLY PERTAINING TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES. THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SURJAN APLHA CAPITAL ADVISORS LLP, HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLM

Our Company, the Selling Shareholder, our Directors, and the BRLM 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 our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.teapost.in or the Group Company or any of the Selling Shareholders, would be doing so at his or her own risk.

Each of the Selling Shareholders, its affiliates, accept no responsibility for any statements made or undertakings provided other than those specifically confirmed or undertaken by such Selling Shareholder, and only in relation to itself and/or to the respective Equity Shares offered by such Selling Shareholder through the Offer for Sale and included in this Draft Red Herring Prospectus and anyone placing reliance on any other source of information, including our Company's website at www.teapost.in or any of the websites of any affiliate of our Company or of any of the Selling Shareholders, would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement to be entered into among the Underwriters, and our Company.

All information shall be made available by our Company, each of the Selling Shareholders (with respect to itself and its respective portion of the Offered Shares) and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

None among our Company, the Selling Shareholders, BRLM and any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non- compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Caution

Investors who Bid in the Offer will be required to confirm and would be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, partners, designated partners, trustees, 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.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other applicable trust laws, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, venture capital funds, permitted insurance companies, provident funds and pension funds with a minimum corpus of ₹25,00,00,000/- (Rupees twenty-five crores only), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and to permitted systemically important NBFCs registered with the RBI, non-residents including Eligible NRIs, Alternative Investment Funds. Foreign Portfolio Investors registered with SEBI, venture capital fund, foreign venture capital fund and QIBs.

This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

Each purchaser of the Equity Shares in the Offer in India shall be deemed to:

- represent and warrant to our Company, the BRLM and the Syndicate Members that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- represent and warrant to our Company, the BRLM and the Syndicate Members that it did not purchase the Equity Shares as result of any "directed selling efforts" (as defined in Regulation S).
- represent and warrant to our Company, the BRLM and the Syndicate Members that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- represent and warrant to our Company, the BRLM and the Syndicate Members that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- represent and warrant to our Company, the BRLM and the Syndicate Members that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- agree to indemnify and hold the Company, the BRLM and the Syndicate Members harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- acknowledge that our Company, the BRLM, the Syndicate Members and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for the listing and trading of the Equity Shares being issued and sold in the Offer and [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares are not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds as required under the Companies Act, 2013 and any other applicable law will be reimbursed by such Selling Shareholder as agreed among our Company and the Selling Shareholders in writing, in proportion to its respective portion of the Offered Shares. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and such liability shall be limited to the extent of its respective Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within such time prescribed by SEBI of the Bid/Offered Closing Date or such other period as may be prescribed by the SEBI.

If our Company does not allot Equity Shares pursuant to the Offer such time as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. Each of the Selling Shareholders, severally and not jointly, shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

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***"**

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six (6) months extending up to 10 (ten) years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the legal counsels, the BRLM, the Bankers to our Company, D&B India, Statutory Auditors and Registrar to the Offer, have been obtained and consents in writing of, the Syndicate Members, Bankers to the Offer (Escrow Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank) and Monitoring Agency, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Companies Act, 2013.

Our Company has received consent of our Statutory Auditors, who holds a valid peer review certificate, to include their name as required under Section 26(5) of the Companies Act 2013 in this Draft Red Herring Prospectus.

The said consents will be filed along with a copy of this Draft Red Herring Prospectus with the Registrar of Companies, as required under the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, for filing with the RoC.

Experts

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

Our Company has received written consent dated March 27, 2025 from our Statutory Auditors M/s. Mukesh M Shah & Co., Chartered Accountants, to include its name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination reports on the Restated Financial Statement and their examination report dated March 27, 2025; and (ii) the Statement of Special tax benefits dated March 27, 2025, included in this Draft Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning under the U.S. Securities Act, as amended (the **"U.S. Securities Act"**).

The above-mentioned consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last 5 (five) years

Our Company has not made any public issue in the last 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus. The Company has not undertaken rights issues of its equity shares in the last 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus. For details, see "***Capital Structure***" on page 89 of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous issues in the last 5 (five) years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 (five) years preceding the date of this Draft Red Herring Prospectus.

Capital Issues in the Preceding Three Years by our Company, our listed group companies, Subsidiary and associates of our Company

Our Company has not made any capital issue during the three years preceding the date of this Draft Red Herring Prospectus.

As on date of this Draft Red herring Prospectus, our Company does not have any listed group company or any listed subsidiary or a listed associate entity.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues, including any rights issues to the public in the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis- à-vis Objects: Last Issue of Subsidiaries/Promoters

Our Company does not have any listed promoters neither any subsidiaries which have made any public issues, including rights issues to the public in the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

The price information of past issues handled by the BRLM is as follows:

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by the BRLM, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer the table below and the website of the BRLM at [●].

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED By SRUJAN ALPHA CAPITAL ADVISORS LLP

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*
MAINBOARD IPO								
-								
SME IPO								
1.	Dharni Capital Services Limited	10.74	20.00	January 31, 2023	21.00	+1.50% [-0.23%]	+3.45% [+2.62%]	+20.00% [+11.28%]
2.	Kontor Space Limited	15.62	93.00	October 10,2023	122.00	-10% [-1.25%]	-16.77% [+10.26%]	-14.73% [+14.34%]
3.	Esprit Stones Limited	50.42	87.00	August 02,2024	93.15	+26.78 % [-0.17%]	+9.94% [-1.52%]	+49.43% [-7.12%]
4.	Sodhani Academy of Fintech Enablers Limited	6.12	40.00	September 23, 2024	53.00	+97.50% [-5.54%]	+297.50% [-8.11%]	+457.63%[-9.45%]
5.	Popular Foundation Limited	19.87	37.00	September 24, 2024	37.00	-8.78% [-5.69%]	-6.08% [-8.09%]	-28.97%[-9.43%]
6.	Nexxus Petro Industries Limited	19.43	105.00	October 4 , 2024	126.00	+46.67% [-2.40%]	+19.42% [-4.46%]	-

Source: www.nseindia.com and www.bseindia.com

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SUMMARY STATEMENT OF DISCLOSURE

Fiscal	Total no. of IPO	Total funds Raised (₹Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date*			Nos of IPOs trading at premium on 30th Calendar Day from listing date*			Nos of IPOs trading at discount on 180th Calendar Day from listing date*			Nos of IPOs trading at premium on 180th 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%
2021 - 2022	4[3,4,5,6]	95.77	-	-	1	1	2	-	-	1	-	1	1	-
2022 - 2023	1[2]	15.62	-	-	1	-	-	-	-	-	1	-	-	-
2023 - 2024	1[1]	10.74	-	-	-	-	-	1	-	-	-	-	-	1
2024 - 2025	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Break -up of past issues handled by Srujan Alpha Capital Advisors LLP:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2022	-	-
2023	1	-
2024	1	-
2025	4	-

Notes:

1. *In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
2. *Source: www.bseindia.com and www.nseindia.com*

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager as set forth in the table below:

Track record of past issues handled by the BRLM

For details regarding the track record of the Managers, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of the BRLM, as set forth in the table below:

Sr. No.	Name of the BRLM	Website
1.	Srujan Alpha Capital Advisors LLP	www.srujanalpha.com

Stock Market Data of the Equity Shares

This being the initial public issuing of the Equity Shares of our Company, the Equity Shares is not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer and our Company March 30, 2024 provides for retention of records with the Registrar to the Offer for a minimum period of 8 (eight) years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All Bidders can contact the Company Secretary and Compliance Officer, the BRLM 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLM. All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the Sole Bidder or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount for the period of such delay, which period shall start from the day following the receipt of a complaint from the investor. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is	From the date on which the request for cancellation / withdrawal /

Scenario	Compensation amount	Compensation period
	higher	deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock.
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher.	From the date on which multiple amounts were blocked till the date of actual unblock.
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher.	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock.
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock.

Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLM, the Selling Shareholders and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of any SCSB, Registered broker, Syndicate member, RTA or CDP including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Daisy Mehta, Company Secretary as the Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related problems, at the address set forth hereunder.

D-0001, Elanza Crest, near Sigma House,
Sindhu Bhavan Road, Bodakdev,
Thaltej, Ahmedabad-380059,
Gujarat, India
E-mail: complaince@teapost.in

Each of the Selling Shareholders, severally and not jointly, have authorised Daisy Mehta, the Company Secretary and Compliance Officer of our Company and the Registrar to the offer to redress any complaints received from Bidders solely to the extent of the statements specifically made, confirmed or undertaken by Selling Shareholders in the Offer Documents in respect of themselves and their respective Offered Shares.

Our Company has obtained authentication on the SCORES in compliance with the SEBI circular SEBI circular bearing number SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 read with SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019 and the SEBI circular read with the SEBI circular

(CIR/OIAE/1/2014) dated December 18, 2014 and SEBI Circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 and SEBI circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For details, see "***Our Management***" on page 221. Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Outstanding Debentures, Bonds or Redeemable Preference Shares

Our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Draft Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement. For details of the Offer expenses, see "***Objects of the Offer*"** on page 116 of this Draft Red Herring Prospectus.

Commission payable to SCSBs, Registered Brokers, CRTAs and CDPs

For details of the commission payable to SCBS, Registered Brokers, CRTAs and CDPs, please see "***Objects of the Offer***" on page 116 of this Draft Red Herring Prospectus.

Disposal of investor grievances by listed Group Companies

Our Company does not have any listed group companies.

Capitalization of Reserves or Profits

Our Company has not capitalized its reserves or profits at any time during the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued any assets since incorporation.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not made any application under the SEBI ICDR Regulations for seeking exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer consists of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "***Objects of the Offer***" on page 116.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "***Main Provisions of Articles of Association***" beginning on page 367.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "***Dividend Policy***" and "***Main Provisions of Articles of Association***" beginning on pages 250. and 367, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and the minimum Bid Lot size for the Offer and Employee Discount, if any, will be decided by our Company in consultation with the BRLM, and advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●] a Hindi national daily newspaper and [●] editions of [●] Gujarati newspaper (Gujarati being the regional language of Ahmedabad wherein our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Cap Price shall be at least 105% of the Floor Price. At any given point of time, there shall be only one denomination for the Equity Shares. There are no outstanding equity shares of the Company having superior voting rights compared to Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "***Main Provisions of Articles of Association***" beginning on page 367.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. Hence, the Equity Shares offered through this Offer can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 27, 2024, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated November 08, 2024, amongst our Company, CDSL and Registrar to the Offer.

Employee Discount

Employee discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion respectively. Eligible Employees bidding in the Employee Reservation Portion respectively at a price within the Price Band can make payment based on, Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares to QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-Institutional application size..For further details, see "***Offer Procedure***" beginning on page 346.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered 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, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 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 Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON	**[●]**(1)

**Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. 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.*
(1)UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Book Running Lead Manager shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021 and April 20, 2022 and master circular dated June 21, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholder or the BRLM.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within the time prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholder confirm that they shall provide all required information, support and cooperation as may be required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within the time period as may be prescribed by SEBI.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“**IST**”)
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders categories and modification/cancellation of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion #	Only between 10.00 a.m. and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

On the Bid/ Offer Closing Date:

(i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the upward revisions in Bids shall be accepted only until 4.00 p.m. IST, and

(ii) In case of Bids by RIBs and Eligible Employees, the Bids and the revisions in Bids shall be accepted only until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to 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 Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Banks on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company in consultation with the BRLM reserve 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, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, 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 terminals of the Syndicate Members and by intimation to the intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR), including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date on the date of closure of the Offer or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company, to the extent applicable, shall forthwith refund the entire subscription amount received in accordance with applicable law including the master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards Equity Shares offered by the Selling Shareholder in proportion to the Offered Shares being offered by the Selling Shareholder and then, towards the balance Fresh Issue.

The Selling Shareholder shall, severally and not jointly, reimburse, in proportion to the respective portion of its Offered Shares, any expenses and interest incurred by our Company on behalf of it for any delays in making refunds as required under the Companies Act and any other applicable law, provided that any Selling Shareholder shall not be responsible or liable for payment and/ or reimbursement of such expenses towards refund or interest thereon for any delay, unless such delay has been caused by any act or omission solely and directly attributable to such Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of a Selling Shareholder shall be limited to the extent of its respective portion of the Offered Shares.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "***Capital Structure***" on page 89 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "***Main Provisions of Articles of Association***" beginning on page 367.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLM, reserve the right not to proceed with the Fresh Issue and the Selling Shareholder, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraws the Offer at any stage and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to (i) the filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

OFFER STRUCTURE

The Offer is of upto 2,85,00,000 Equity Shares of face value of ₹ 1 each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs comprising of a Fresh Issue of upto 1,42,50,000 Equity Shares aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to upto 1,42,50,000 Equity Shares aggregating to ₹ [●] lakhs by the Selling Shareholders.

The Offer is being made through the Book Building Process.

Particulars	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* (2)	Not more than [●] Equity Shares or Offer less allocation to Non-Institutional Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not less than 75% of the Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall 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 Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs.	Not more than 15% of the Offer or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation out of which a) one third of such portion shall be reserved for NIIs with application size of more than ₹2.00 lakhs and up to ₹10.00 lakhs; and b) two third of such portion shall be reserved for NIIs with application size of more than ₹10.00 lakhs, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not more than 10% of the Net Offer.
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the 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 Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Not more than **[●]** Equity Shares may be allocated on a discretionary basis to Anchor Investors of	The allocation to each Non-Institutional Investor shall not be less than the minimum application size viz. ₹2.00 lakhs Equity Shares subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Offer Price, in accordance with the SEBI ICDR Regulations. Further, (a) one third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹2.00 lakhs and up	Proportionate, subject to the minimum Bid lot. The 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, "***Offer Procedure***" on page 346.

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
	which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	to ₹10.00 lakhs; and (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹10.00 lakhs, provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors. For details, see "***Offer Procedure***" on page 346.	
Minimum Bid	Such number of Equity Shares in multiples of **[●]** Equity Shares, that the Bid Amount exceeds ₹20.00 lakhs and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹2.00 lakhs and in multiples of **[●]** Equity Shares thereafter	**[●]** Equity Shares and in multiples of **[●]** Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of **[●]** Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of **[●]** Equity Shares so that the Bid Amount does not exceed ₹2.00 lakhs
Bid Lot	**[●]** Equity Shares and in multiples of **[●]** Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	A minimum of **[●]** Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹2,500 lakhs, pension funds with minimum corpus of ₹2,500 lakhs, National Investment Fund set up by the Government of India, the insurance funds set	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are categorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the *karta*).

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
	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 and Systemically Important Non-Banking Financial Companies.		
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) by the SCSBs or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form		
^Mode of Bidding	ASBA only (excluding UPI Mechanism)[(5)] except for Anchor Investors	ASBA only (including the UPI Mechanism for an application size of upto ₹5.00 lakhs)[(6)]	ASBA only (including UPI Mechanism) [(6)]

**Assuming full subscription in the Offer.*

^SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 1,000 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 lakhs but up to ₹25,000 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹500 lakhs per Anchor Investor, and (iii) in case of allocation above ₹25,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 lakhs, and an additional 10 Anchor Investors for every additional ₹25,000 lakhs or part thereof will be permitted, subject to minimum allotment of ₹500 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹1,000 lakhs. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

*(2) Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer 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 all QIBs. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders of which one-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹2.00 lakhs and up to ₹10.00 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹10.00 lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to applicants in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made, in the first instance, towards subscription for 90% of the Fresh Issue. For details, please see "**Terms of the Offer**" on page 335.*

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(4) Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

(5) Anchor Investors are not permitted to use the ASBA process.

(6) In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(7) UPI Bidders are advised to confirm the availability of the UPI Mechanism with their respective brokers, prior to submission of Bids.

Bids by FPIs with certain structures as described under "***Offer Procedure***" on page 346 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire Equity Shares under the Offer.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 (ten) Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

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 Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers 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 (**General Information Document**) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section. For details of filing of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, see "**General Information – Filing of this Draft Red Herring Prospectus**" on page 81.*

Additionally, 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) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

*SEBI through the UPI Circulars 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. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior 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 6, 2019 for applications by UPI Bidders through Designated Intermediaries (other than SCSBs), as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), 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**). Subsequently, however, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, extended the timeline for implementation of UPI Phase II till further notice. However, given the uncertainty due to the COVID19 pandemic, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI decided to continue with the UPI Phase II till further notice. Thereafter, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (**UPI Phase III**).*

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any further circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This Circular is applicable for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), and the provisions of this.Circular, are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI Circular.no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings.(opening on or after May 1, 2022) whose application sizes are up to ₹5,00,000 shall use the UPI

Mechanism.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at.a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Selling Shareholders and the BRLMs 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 Draft Red Herring 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 Equity Shares that can be held.by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may 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 them at or above the Anchor Investor Allocation Price. Further, 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 to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price and the remainder of the Net QIB Category 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. If at least 75% of the Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) 1/3rdof such portion shall be reserved for applicants with application size of more than ₹2.00 Lakhs and up to ₹ 10.00 Lakhs ; and (b) 2/3rd of such portion shall be reserved for applicants with application size of more than ₹ 10.00 Lakhs , provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not more than 10% 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.

Under-subscription, if any, in any category, except in the QIB Portion would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account,.including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being.Allotted Equity Shares in physical form.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated.February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

Phased implementation of UPI

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 Working Days to up to 3 Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in 3 phases in the following manner:

a. **Phase I**: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of 5 main board.public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended.until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA Form with any of the.intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public.issue closure to listing would continue to be 6 Working Days..

b. **Phase II**: This.phase.has.become.applicable.from.July.1,.2019..SEBI.through its Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) decided to extend.the timeline for implementation of UPI Phase II until March 31, 2020. Further, SEBI through its Circular no..SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (as superseded by SEBI Master Circular no..SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) decided to continue.Phase II of UPI with ASBA until further notice. Under this phase, submission of the physical ASBA Form.by an RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been.discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue.closure to listing continues to be 6 Working Days during this phase.

c. **Phase III**: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase.III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public.issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for.all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023.(T+3 Circular). The Offer shall be undertaken pursuant to the processes and procedures as notified in the.T+3 Circular as applicable, subject to any circulars, clarification or notification issued by SEBI from time to.time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for.applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include,.appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for.SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the.Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank.accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which.the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the.SCSBs being penalised under the applicable law. Additionally, if there is any delay in the redressal of.investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate.the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed,.and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application.using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit.between the Stock Exchanges and NPCI in order to facilitate collection of requests and /

or payment instructions.of the UPI Bidders using the UPI.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders.applying in public issues where the application amount is up to ₹ 5.00 Lakhs shall use the UPI Mechanism and.shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

1. a Syndicate Member;.
2. a stockbroker registered with a recognised stock exchanges (and whose name is mentioned on the website of the stock exchanges as eligible for this activity);
3. a Depository Participant (whose name is mentioned on the website of the stock exchanges as eligible for this activity);
4. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchanges as eligible for this activity).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be.available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least 1 day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Anchor Investor the Bid cum Application Form will be available at the offices of the.BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer..UPI Bidders shall Bid in the Offer through the UPI Mechanism. Anchor Investors are not permitted to participate.in this Offer through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective.ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders),.as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such.details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using.third party linked bank account UPI ID are liable for rejection. UPI Bidders may also apply through the SCSBs.and mobile applications using the UPI handles as provided on the website of SEBI.

Retail Individual Investors submitting their Bid cum Application Form to any Designated Intermediary (other.than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space.provided in the Bid cum Application Form. Bids submitted by Retail Individual Investors with any Designated.Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders using the.UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided.on the website of SEBI.

ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the.stamp of the 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. UPI Bidders, shall.submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. UPI.Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with.the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount.equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of.submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to.investors intimating them about Bid Amounts blocked/ unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall.accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on.the application monies blocked. The circular shall be applicable for all categories of investors viz. QIBs, Non- Institutional Investors and Retain Individual Investors, and also for all modes through which the applications are.processed.

Since the Offer is made under Phase III, ASBA Bidders may submit the ASBA form in the manner below:

a. RIBs (other than the UPI Bidders using the 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.
b. UPI Bidders 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.
c. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
d. 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 or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

1. *Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com.and www.bseindia.com)*
2. *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.*

The Equity Shares offered in the Offer have not been and will not be registered, listed, or otherwise.qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except.in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not.been and will not be registered under the U.S. Securities Act or any other applicable law of the United.States and, unless so registered, may not be offered or sold within the United States, except pursuant to an.exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside.the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S..Securities Act and the applicable laws of the jurisdictions where those offer and sales occur.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Bid details in the electronic bidding.system of the Stock Exchanges

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application.Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder.has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock.Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real.time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and.re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either.DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

Subsequently, for ASBA Forms (other than UPI Bidders using 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. Stock Exchanges shall.validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and.bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission.within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client.ID or PAN ID, bank code and location code in the Bid details already uploaded.

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 through API integration to enable the Sponsor Bank to initiate UPI.Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate a 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. The NPCI shall maintain an audit.trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders.(Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the.Sponsor Bank, NPCI or the issuer bank) 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 issuer bank..The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same.and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform.with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid.requests and responses throughout their lifecycle on a daily basis and share reports with the BRLMs in the format.and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI.settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way.reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks.and Sponsor Bank on a continuous basis.

In accordance with BSE Circular no: 20220803-40 dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 p.m. on the Bid/Offer Closing Date (Cut- Off Time). Accordingly, UPI Bidders Bidding using the UPI Mechanism 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. For ensuring timely information to investors, SCSBs shall send alerts as specified in SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD- 1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after.such banks.provide.a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable)..

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

ELECTRONIC REGISTRATION OF BIDS

1) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
2) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as will be disclosed in the Red Herring Prospectus.
3) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The.Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the.Bid/Offer Period till 5:00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid.information to the Registrar to the Offer for further processing.

Participation by the Promoter, the members of our Promoter Group, the BRLMs, associates and affiliates.of the BRLMs and the Syndicate Members and the persons related to the Promoters, the members of our.Promoter Group, BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs.and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion 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. All categories of investors, including.respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose.of allocation to be made on a proportionate basis..

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices which are.associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs or insurance.companies promoted by entities which are associates of the BRLMs, neither the BRLMs nor its respective.associates can apply in the Offer under the Anchor Investor Portion..
Further, an Anchor Investor shall be deemed to be an ‘associate of the Lead Manager’ if: (i) either of them controls,.directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other;.or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over.the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the.BRLMs..
Further, the Promoters and the members of our Promoter Group shall not participate by applying for Equity Shares.in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the.members of our Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that.a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into.with any of the Promoters or the members of our Promoter Group of our Company, veto rights or a right to appoint.any nominee director on our Board, shall be deemed to be a person related to the Promoters or the members of.our Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

In case of multiple Bids, bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any company, provided that the limit of 10% shall not be applicable for investments in case of index fund or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] colour).

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investments by NRIs, please see *"**Restrictions on Foreign Ownership of Indian Securities**"* on page 366.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the karta. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

(i) FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
(ii) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
(iii) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
(iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
(v) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
(vi) Government and Government related investors registered as Category 1 FPIs; and
(vii) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the **"FPI Group"**) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Issue Equity Share capital shall be liable to be rejected.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months period from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof..

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company subject to compliance with applicable requirements.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(i) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(ii) 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 health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(iii) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer 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 (i), (ii) and (iii) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹50,00,000 Lakhs or more but less than ₹ 2,50,00,000 Lakhs.*

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI; (ii) certified copy of its last audited financial statements on a standalone basis; (iii) a net worth certificate from its statutory auditor; and (iv) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be prescribed by RBI from time to time.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of ₹2,500 Lakhs and pension funds with a minimum corpus of ₹2,500 Lakhs, in each case, subject to applicable law and in accordance with their respective constitutional documents a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws as applicable must be lodged along with the 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 reason thereof.

Our Company in consultation with the BRLM, in their absolute discretion, reserve 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, in consultation with the BRLM, may deem fit, without assigning any reasons thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹1,000 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 ₹1,000 Lakhs.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLM may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹1,000 Lakhs;

    (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 Lakhs but up to ₹25,000 Lakhs, subject to a minimum Allotment of ₹500 Lakhs per Anchor Investor; and

    (c) in case of allocation above ₹25,000 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 Lakhs, and an additional 10 Anchor Investors for every additional ₹25,000 Lakhs, subject to minimum

Allotment of ₹500 Lakhs per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLM or pension funds sponsored by entities which are associates of the BRLM) nor any person related to the Promoter or member of our Promoter Group shall apply in the Issue under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 Lakhs, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding 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 BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this

Draft Red Herring Prospectus or Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Issue Period and withdraw or lower the size of their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Issue Period.

Do's:

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021 and CBDT Circular No.7 of 2022 dated March 30, 2022 read with press release dated March 28, 2023.;
2. Check if you are eligible to apply as per the terms of the Draft 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;
3. Ensure that you have Bid within the Price Band;
4. Ensure that (other than Anchor Investors) you have mentioned correct details of ASBA Account (i.e., bank account or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder 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. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. Retail Individual Investors Bidding using the UPI Mechanism shall make Bids only through the SCSBs, Mobile Applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
8. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, sub-Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
10. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
11. In case of joint Bids, ensure that 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;
12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms. PAN of the First Bidder is required to be specified in case of joint Bids;
13. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
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 SEBI circular dated June 30, 2008, may be exempt from specifying their

PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial 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 the Demographic Details are updated, true and correct in all respects;
18. 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;
19. 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;
20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;
21. Ensure that Bids submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
22. Retail Individual Investors Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
23. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
24. However, 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;
25. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;
26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;
27. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
28. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI (at www.sebi.gov.in) or such other websites as updated from time to time;
29. 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 at the time of submission of the Bid;
30. Retail Individual Investors Bidding using 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 UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;
31. Retail Individual Investors 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;

32. Retail Individual Investors Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner and;
33. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.
34. Ensure that the Anchor Investors submit their Bid cum Application Forms only to the BRLM;
35. The ASBA Bidders shall ensure that bids above ₹500,000 are uploaded only to the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
8. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
14. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
15. If you are a RIB and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID
16. Do not submit the General Index Register (GIR) number instead of the PAN;
17. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors)
18. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
19. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Investors Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
20. 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 Investor. Retail Individual Investors revise or withdraw their Bids until the Bid/Issue Closing Date;
21. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
22. 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 Retail Individual Investors using the UPI Mechanism;

23. 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;
24. 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);
25. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a Retail Individual Investor Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or Mobile Applications and/or UPI handle that is not listed on the website of SEBI;
26. Do not submit a Bid using UPI ID, if you are not a Retail Individual Investor;
27. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
28. RIIs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected;
29. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism); and
30. Do not Bid if you are an OCB;
31. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
32. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For further details of Company Secretary and Compliance Officer, please see "***General Information- Company Secretary and Compliance Officer***" on page 81.

For helpline details of the BRLM pursuant to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see "***General Information – Book Running Lead Manager***" on page 82.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manners specified in the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares through the Issue Document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis.

The Allotment to each NII shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLM, in their 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. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:
(1) In case of resident Anchor Investors: "[●]"
(2) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Bank and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering this Draft Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all edition of [●] (a widely circulated English national daily newspaper), all edition of [●] (a widely circulated Hindi national daily newspaper), and all edition of [●] (a widely circulated Gujarati Regional Daily newspaper) (Gujarati being the regional language of Gujarat where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of under the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the BRLM and the members of the Syndicate is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares for do not exceed the prescribed limits under applicable laws or regulations.

Allotment Advertisement

Our Company, the BRLM and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) all editions of [●], a widely circulated English national daily newspaper; (ii) all editions of [●], a widely circulated Hindi national daily newspaper; and (iii) all editions of [●], a widely circulated Gujarati national daily newspaper, Gujarati also being the regional language of Gujarat, where our Registered Office is located).

Signing of Underwriting Agreement and filing with the Registrar of Companies

Our Company intends to enter into an Underwriting Agreement after the finalisation of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC, in accordance with applicable law. The Prospectus will contain details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated November 27, 2024.among NSDL, our Company and the Registrar to the Issue.
2. Tripartite Agreement dated November 08, 2024.among CDSL, our Company and Registrar to the Issue.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who—*

A. *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

B. *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

C. *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 Lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months period extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 Lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 Lakhs or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the 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 laws, failing which interest will be due to be paid to the Bidders at the rate prescribed under the applicable laws for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed under the applicable laws;

(iv) the funds required for making refunds/ unblocking (to the extent applicable) to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly

(vii) that if our Company, in consultation with the BRLM, withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft Issue document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter

(viii) Promoter's contribution, if any, shall be brought in advance before the Bid / Issue Opening Date

(ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(x) no further issue of Equity Shares shall be made until the Equity Shares Issued through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Utilisation of Issue Proceeds

Our Company, specifically confirm and declare:

1. That all monies received from the Issue shall be credited / transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
2. Details of all monies utilised out of the proceeds from the Issue shall be disclosed, and continue to be disclosed till all the time any part of the proceeds from the Issue remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised, or the form in which such unutilised monies have been invested; and
   Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and 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. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Circular**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted in the industry in which we operate, under the automatic route, subject to compliance with certain prescribed conditions.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period. Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Issue Procedure – Bids by Eligible NRIs***" and "***Issue Procedure –Bids by FPIs***" on page 353 and 353, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

ARTICLES OF ASSOCIATION*
Of
TEA POST LIMITED

COMPANY LIMITED BY SHARES
(The Companies Act, 2013)

The following regulations comprised in the Articles of Association were adopted pursuant to the member's resolution passed at the Extra Ordinary General Meeting held on September 30, 2024 In substitution for, and to the entire exclusion of , the earlier regulation comprised in the extant Articles of Association of the Company.

PRELIMINARY

1 a) The Regulations Contained in Table "F" in the Schedule I to the Companies Act, 2013, shall apply to this Company, so far as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provisions in these regulations. In case of any conflict between the express provisions herein contained and the incorporated Regulation of 'Table F', the provisions herein shall prevail.

b) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

INTERPRETATION

2 (i) in these Articles:

a)	"Act" means the Companies Act, 2013 and the Rules made there under or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	***Act***
b)	"Articles" means these Articles of Association of the Company or as altered from time to time.	***Articles***
c)	"Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively. The Board of Directors shall include committees of the Board made thereon.	***Board of Directors or Board***
d)	"Beneficial Owner" shall mean beneficial owner of the Shares or Debentures, whose name is recorded as such with a Depository.	***Beneficial Owner***
e)	"By- Laws" means bye-laws made by a Depository the Depository Act, 1996.	***Bye Laws***
f)	"Company" means the Company above named.	***Company***
g)	"Depositories Act, 1996" shall also include any statutory modification or enactment thereof.	***Depositories Act, 1996***
h)	"Depository" shall mean a company formed and registered under the Companies Act, 1956 and the Act, 2013 which has been granted a certificate of registration to act as a depository under the Securities & Exchanges Board of India Act, 1992.	***Depository***

i) “Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or electronic form — ***Document***

Adoption of set of Articles of Association (AOA) vide Special Resolution passed in EGM held on 30th September, 2024

j) "Executor" or "Administrator" means a person who has obtained probate or Letters of Administration, as the case may be, from a competent court, and shall include the holder of a succession Certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased members, and shall also include the holder of a certificate granted by the Administrator General of any State in India. — ***Executor or Administrator***

k) "Global Depository Receipt “means any instrument in the form of a depository receipt, by whatever name.called, created by a foreign depository outside India and authorized by a company making an issue of such depository receipts. — ***Global Depository Receipt***

l) "Indian Depository Receipt" means any instrument in the form of a depository receipt created by a domestic depository in India and authorized by a company incarnated outside India making an issue of such depository receipts. — ***Indian Depository Receipt***

m) "Legal Representative “means a person who in law represent the estate of a deceased Member. — ***Legal Representative***

n) "Office" means the Registered Office for the time being of the Company. — ***Office***

o) "Shareholder(s)" or "Member(s)" means; — ***Shareholder or Member***

- the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration , shall be entered as member in its register of members;
- Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company.
- every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository.

p) "In Writing" or "Written" means and includes words printed, lithographed, represented or reproduced in any mode in a visible form. — ***"In Writing " or "Written"***

q) Word importing the masculine gender shall include the feminine gender and vice-versa — ***Gender***

r) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act — ***Rules***

s) Word importing the singular number include where the context admits or requires the plural number and vice versa — ***Singular number***

(II) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act as the case may be. — ***Expressions in the Articles to bear the same meaning in the Act***

(III) The Company Shall, on being so required by a Member, send to him within seven days of the requirement and subject to the payment of a fees of `. 100/- or such other fee as may be specified in the Rules for each copy of the documents specified in the Act. — ***Copies of the Memorandum and Articles to be furnished***

PUBLIC COMPANY

The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

“Public Company means a Company which

(a) is not a private company

(b) has a minimum paid up share capital as may be prescribed.

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;

SHARE CAPITAL AND VARIATION OF RIGHTS

3 a) The Authorized Share Capital of the Company is as stated in the Memorandum of Association of the Company. Further, Subject to the provisions of the Act, the Company may, by an ordinary resolution: ***Authorized Capital***

- Increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient.
- Consolidate and divide all or any of its share capital into shares or larger amount then its existing shares; provided that any consolidation or division which results in changes in the voting percentage of the members shall require applicable approval under the Act.
- Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.
- Sub-divide its existing shares or any of them into shares of smaller amount then is fixed by the Memorandum of Association.
- Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

b) Except in so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. ***New capital same as existing Capital***

4 Subject to the provision of the Act and these Articles, the shares in the capital (including any shares forming part of any increased 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 term and conditions and either at a premium or at par and at such time as they may from time to time think fit ***Share under control of Directors***

5 The Company may issue Global Depository receipts in any foreign country in accordance with these Articles, the Act, the Rules and other applicable laws after passing a special resolution in its general meeting. ***Global Depository Receipt***

6 Subject to the provisions of the Act and these Articles , the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted or issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up, as the case may be ***Directors may allot shares otherwise than in cash***

7 The Company may issue following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: ***Kinds of Shares Capital***

Equity Share Capital:

(a) with voting rights; and/ or

(b) with differential rights as to dividend , voting or otherwise in accordance with the Rules; and

Preference share Capital

8 a) 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 from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided: ***Issue of Share Certificate***

i. one certificate for all his shares without payment of any charges: or

ii. Several certificates, each for one or more of his shares, upon payment of twenty rupees or such charges as may be fixed by the Board for each certificate after the first.

Provided that notwithstanding what is stated herein above the Board of Directors shall comply with such Rules or Regulation or requirements of Securities Exchange Board of India, any Stock Exchange, where the Companies securities are listed or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

b) Every certificate shall be issued in under the seal and shall specify the shares to which it relates and the amount paid-up thereon. ***Certificate to bear seal***

c) In respect of any shares 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. ***One certificate for shares held jointly***

9 a) A member holding shares shall have the option either to receive certificate for such shares or hold such shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that shares. ***option to receive share certificate or hold shares with depository***

b) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other Security holders with the details of members/ debenture holders/ other security holders holding shares, debentures or other securities both in materialized and dematerialized form in any media as permitted by the Act. ***Company entitled to dematerialize its shares, debentures and other securities***

c) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allotted as the Beneficial Owner of the Security. ***Option to hold Shares in electronic or physical form***

d) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividend or bonus shares, interest/ premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

Beneficial owner deemed as absolute owner

e) In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

Shares, debentures and other securities held in electronic form

f) Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.

information about transfer of securities

g) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

Provisions to apply to shares in electronic form

10 a) 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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees fees for each Certificate or such other fees as may be fixed by the Board.

Issue of new certificate in place of one defaced lost or destroyed

b) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

Issue of new certificate in case of consolidation or sub-division

c) Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued with an option that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by way of a special resolution.

Terms of issue of debentures

Further the Company shall have power to reissue redeemed debentures in certain case in accordance with the provisions of Act,

11 The Provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company. ***Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.***

12 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 shares, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except as absolute right to the entirely thereof in the registered holder. ***Company is not bound to recognize any interest in share other than of registered holder***

13 a) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules, ***Power to pay commission in connection with securities issued***

b) The rate or amount of commission shall not exceed the rate or amount prescribed in the Act. ***Rate of commission in accordance with Rules***

c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other. ***Mode of payment of commission***

14 a) 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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act. ***Variation of members' rights***

b) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply. ***Provisions as to general meetings to apply mutatis mutandis to each meeting***

15 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. ***Issue of further shares not to affect rights of existing members***

16 Subject to provisions of the Act the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act. ***Power to issue redeemable preference shares***

17 a) The Board or the Company, as the case may be, may in accordance with the Act issue further shares to: ***Further issue of share capital***

- persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; or
- employees under any scheme of employees' stock option; or
- any persons, whether or not those persons include the persons referred to in clause (i) or clause (ii) above.

b) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. ***Mode of further issue of shares***

LIEN

18 a) The Company shall have a first and paramount lien; ***Company's lien on shares***

- 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
- on all shares (not being fully paid shares) standing registered in the name of a single member, for all monies presently payable by him or his estate to the company;

The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

b) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. ***Lien to extend to dividends, etc.***

c) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien. ***Waiver of lien in case of registration***

19 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:

- unless a sum in respect of which the lien exists is presently payable; or
- 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 to the person entitled thereto by reason of his death or insolvency or otherwise.

20 a) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. ***Validity of sale***

b) The purchaser shall be registered as the holder of the shares comprised in any such transfer. ***purchaser to be registered holder***

c) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. ***Validity of Company's receipt***

d) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale. ***Purchaser not affected***

21 a) 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. ***Application of proceeds of sale***

b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale. ***Payment of residual money***

	c)	in exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to , or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The company's lien shall prevail notwithstanding that it has received notice of any such claim.	***Outsider's lien not to affect Company's lien***
22		The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	***Provisions as to lien to apply mutatis mutandis to debentures, etc.***

CALLS ON SHARES

23	a)	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 calls 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.	***Board may make calls***
	b)	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.	***Notice of call***
	c)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	***Board may extend time for payment***
	d)	A call may be revoked or postponed at the discretion of the board	***Revocation or postponement of call***
	e)	The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholder in a general meeting of the company.	***Right to call***
	f)	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 installment	***Call to take effect from date of Resolution***
	g)	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	***Liability of joint holders of shares***
24	a)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at ten per cent per annum or at such higher rate, as may be fixed by the Board.	***When interest on call or installment payable***
	b)	The Board shall be at liberty to waive payment of any such interest wholly or in part	***Board may waive interest***
25	a)	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 purpose of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	***Sums deemed to be calls***
	b)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture of otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	***Effect of non payment of sums***

26 a) The Board may, if it thinks fit- ***Payment in anticipation of calls may carry interest***

- 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
- 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 themember paying the sum in advance but shall not confer a right to dividend or to participate in profits..

Noting contained in this clause shall confer on the member;

- any right to participate in profits or dividends; or
- any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

b) if by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder. ***Installments on shares to be duly paid***

27 All calls shall be made on a uniform basis on all shares falling under the same class. ***Calls on shares of same calss to be on uniform basis***

Explanation: Shares of the same nominal values on which different amounts have been paid-up shall not be deemed to fall under the same class.

28 Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. ***Partial payment not to preclude forfeiture***

29 On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives to recover any moneys claimed to be due to the Company for any call or other sum in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, or one of the holders, at or subsequent to the date at which the money sought to be recovered is alleged to have become due, on the shares in respect of which such money is sought to be recovered, and that the amount claimed is not entered as paid in the books of the Company or the Register of Members and that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his legal representatives sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such call, not that a quorum of Directors was present at the meeting of the Board at which such call was made, nor that the meeting at which such call was made duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive or evidence of the debts, and the same shall be recovered by the Company against the member or his ***Poof on trial on suit on money on shares***

representatives from whom the same is sought to be recovered unless it shall be proved, on behalf of such member or his representatives against the Company that the name of such member was improperly inserted in the register, on that the money sought to be recovered has actually been paid.

30 The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company. ***Provisions as to calls to apply mutatis mutandis to debentures, etc.***

FORFEITURE OF SHARES

31 If a member fail to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requesting a payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment ***if call or installment not paid notice must be given***

32 The notice aforesaid shall ***Form of Notice***

- 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
- 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.

33 If the requirement 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. ***In default of payment of shares to be forfeited***

34 Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. ***Receipt of part amount or grant of indulgence not to affect forfeiture***

35 When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid. ***Entry of forfeiture in register of members***

36 The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share. ***Effect of forfeiture***

37 a) A forfeited share may be sold or otherwise disposed on such terms and in such manner as the Board thinks fit. ***Forfeited shares may be sold, etc.***

b) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

38	a)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the company all monies which , at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	***Members still liable to pay money owing at the time of forfeiture***
	b)	All such monies payable shall be paid together with interest thereon at such rate as the board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waiver payment in whole or in part.	***Member still liable to pay money owing at time of forfeiture andinterest***
	c)	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.	***Cease of liability***
39	a)	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 shares.	***Certificate of forfeiture***
	b)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of:;	***Title of purchaser and transferee of forfeited shares***
	c)	The transferee shall thereupon be registered as the holder of the share.	***Transferee to be registered as holder***
	d)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	***Transferee not affected***
40		Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	***Validity of sales***
41		Upon any sale, re-allotment or other disposal under the provisions of the proceeding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s).	***Cancellation of share certificate in respect of forfeited shares***
42		The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrounding those on such terms as they think fit.	***Surrender of share certificates***
43		The provisions of these Articles as to forfeiture shall apply in the case of Non- payment of any sum which, by the terms of issue of a share, becomes payable at 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.	***Sums deemed to be calls***

44 The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at at 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.

Provisions as to forfeiture of shares to apply in case of non-payment of call

TRANSFER OF SHARES

45 The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be duly executed by or on behalf of both the transferor and transferee

Instrument of Transfer to be executed by transferor and transferee

46
- The Board shall not issue or register a transfer of any shares to a minor (except in case when they are fully paid) or insolvent person or person of unsound mind.
- 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.

No transfer to minor

47 a) The board may, subject to the right of appeal conferred by the Act decline to register
- the transfer of a share, not being a fully paid share, to a person of whom they do not approve, or
- any transfer of shares on which the Company has a lien.

b) Subject to the power of the Directors stated in Articles 63 and the provisions of this clause, transfer of shares/ debentures, in whatever lot should not be refused. However the Company may refuse to split a Share Certificate/ Debenture Certificate into several scraps of very small denominations or to consider a proposal for transfer of Shares/ Debentures comprised in a Share Certificate/ Debenture Certificate to several parties, involving such splitting if on the face of its such splitting/ transfer appears to be unreasonable or without a genuine need or a marketable lot.

Directors may refuse any application for split or consolidation of Certificate(s)

48 In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless-

Board may decline to recognize instrument of transfer

- the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act,
- 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
- the instrument of transfer is in respect of only one class of shares.

49 On previous notice of at least seven days or such lesser period in accordance with the Act 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.

50 Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other

person or persons indebted to the Company on any account whatsoever.

51 The Company shall keep a book called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share in the Company. ***Register of Transfer***

52 The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company ***Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.***

TRANSMISSION OF SHARES

53 a) 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. ***Title to shares on death of a member***

b) Nothing in clause (a) 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. ***Estate of deceased member liable***

54 a) 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-

- to be registered himself as holder of the share; or
- to make such transfer of the share as the deceased or insolvent member could have made.

b) 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. ***Board's right unaffected***

c) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer. ***Indemnity to the Company***

55 a) If a 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. ***Right to election of holder of share***

b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share ***Manner of testifying election***

56 All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. ***Limitations applicable notice***

57 A person becoming entitled to a share be 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 ***Claimant to be entitled to same advantage***

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 requirement of the notice have been complied with.

58 The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debenture of the Company. ***Provisions as to transmission ot apply mutatis mutandis to debentures etc.***

59 Where shares are converted into stock; ***Shares may be converted into stock***

a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of sock 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 form 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 these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "shares" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively.

60 where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the company is concerned) to hold the same as joint tenants with benefit of survivorship, subject to the following and other provisions contained in these Articles:

a) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share. ***Liability of Joint holders***

b) on the death of any one or more of such joint- holders, the survivor or survivors shall be the only person or persons recognized by the company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. ***Death of one or more joint-holder***

c) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders. ***Delivery of certificate and giving of notice to first named holder***

d) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if ore than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the ***Vote of joint holders*** register in respect of such shares shall alone be entitled to vote in respect thereof.

CAPITALISATION OF PROFITS

61 a) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve- ***Capitalization of profits***

- 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
- that such sum be accordingly set free for distribution in the manner specified in clause (b) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

b) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (c) below, either in or towards:

- paying up any amounts for the time being unpaid on any shares held by such members respectively
- Paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid:
- partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

c) A securities premium account and a capital redemption reverse account may, for the purpose 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:

d) The Board shall give effect to the resolution passed by the company in pursuance of this Article.

62 a) whenever such a resolution as aforesaid shall have been passed the Board shall ***Power of the Board for capitalization***

- make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any, and
- Generally do all acts and things required to give effect thereto.

b) The Board shall have power ***Board's power to issue fractional certificate/ coupon etc.***

- to make such provisions, by the issue of fractional certificates/ coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
- to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up of any further shares or other securities to which they may be entitled upon such capitalizations, 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.

c) Any agreement made under such authority shall be effective and binding on such members. ***Agreement binding on members***

SHARE WARRANTS

63 a) Subject to the provisions of the Act and the approval of the Company in General Meeting the Company may issue with respect to any fully paid shares, a warrant stating that the bearer of the warrants is entitled to the shares specified therein and may provide coupons or otherwise, for payment of future dividends on the Shares specified in the warrants and may provide conditions for registering membership. ***Issue of Share Warrants***

b) Subject to the provisions of the Act and the approval of the Company in General Meeting , the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and any combination of Equity Shares, Debentures, Preference Shares or any other instruments to such class of persons as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or other instruments to subscribe to the Equity shares or other instruments within such time and at such price as the Board of Directors may decide as per the rules applicable from time to time.

c) The bearer of a share warrant may, at any time, deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of the member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant ***Deposit of Share Warrant***

- Not more than one person shall be recognized as depositor of the share warrant.
- The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

d) subject as herein otherwise expressly provided, no person shall as bearer of a share warrant, sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a member at a meeting of the Company or be entitled to receive any notice from the Company ***Privileges and disabilities of the holders of share warrant***

- The bearer of a share warrant shall be entitled in all other respect to the same privileges and advantages as if he is named in the Register of Members as the holder of the Shares included in the warrant and he shall be a member of the Company.

BUY-BACK OF SHARES

64 Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. ***Buy-back of Shares***

GENERAL MEETINGS

65 All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting. ***Extraordinary General Meeting***

66 - The Board may, whenever it thinks fit, call an extraordinary general meeting. ***Power of Board to call extraordinary general meeting***

- 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

67 a) 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 — ***Presence of Quorum***

b) The quorum for a general meeting shall be as provided in the Act — ***Quorum for general meeting***

c) The Chairperson, of the Company shall preside as Chairperson at every general meeting of the Company — ***Chairperson of the meetings***

d) 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. — ***Directors to elect a chairperson***

e) 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 elect one of themselves to be chairperson of the meeting thereof by show of hands — ***Members to elect a Chairperson***

68 on any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically, the chairperson shall have a second or casting vote. — ***casting vote of Chairperson at general meeting***

69 a) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered. — ***Minutes of proceedings of meetings and resolutions passed by postal ballot***

b) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting — ***Certain matters not to be included in Minutes***

- is, or could reasonably be regarded, as defamatory of any person, or
- is irrelevant or immaterial to the proceedings, or
- is detrimental to the interests of the Company

c) The chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause. — ***Discretion of Chairperson in relation to minutes***

d) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein. — ***Minutes to be evidence***

70 a) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: — ***Inspection of minutes books of general meeting***

- be kept at the registered office of the Company; and
- ii. be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

b) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board or Committee made thereof, with a copy of any minutes referred to in clause (a) above: — ***Members may obtain copy of minutes***

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

c) The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision. ***Powers to arrange security at meetings***

ADJOURNMENT OF MEETING

71 a) 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. ***Chairperson may adjourn the meeting***

b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. ***Business at adjourned meeting***

c) 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 ***Notice of adjourned meeting***

d) Save as aforesaid, and save as provided in 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. ***Notice of Adjourned Meeting not required***

VOTING RIGHTS

72 a) Subject to any rights or restrictions for the time being attached to any class or classes of shares — ***Entitlement to vote on show of hands and on poll***

- on show of hands, every member present in person shall have one vote; and
- one poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

b) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. ***Voting through electronic means***

73 a) 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. ***Vote of joint holders***

b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members. ***Seniority of names***

c) 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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians. ***How members non compos mentis and minor may vote***

74 Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. ***Votes in respect of shares of deceased or insolvent members, etc.***

75 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. ***Business may proceed pending poll***

76 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. ***Restriction on voting rights***

77 a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which vote objected to, is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. ***No Objection can be raised to the qualification of voter***

b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive

78 Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class. ***Equal rights of members***

PROXY

79 a) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. ***Member may vote in person or otherwise***

b) 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 and in default the instrument of proxy shall not be treated as valid. ***Proxies when to be deposited***

c) An instrument appointing a proxy shall be in the form, as prescribed in the Rules. ***Form of Proxy***

d) 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: ***Proxy to be valid notwithstanding death of the principal***

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

80 The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

1. Darshan Dashani
2. Lalitkumar Budhadeo

81 Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three and not more than fifteen. ***Board of Directors***

82 Subject to the provisions of the Act and these Articles, the Managing Director or Whole- time Director shall not while he continues to hold that office, be subject to retirement by rotation but he shall be subject to the same provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be Managing Director or Whole-time Director if he chooses to hold office of Director for any cause provided that if at any time the number of Directors (including Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation to the extent that the number of Directors not liable to retirement by rotation shall not exceed one- ***Directors not liable to retirement by rotation***

third of the total number of Directors for the time being.

83		The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	***Same individual may be Chairperson and Managing Director/ Chief Executive Officer***
84	a)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	***Remuneration of Directors***
	b)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting	***Remuneration of require members' consent***
	c)	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:	***Travelling and other expenses***
	-	In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or	
	-	In connection with the business of the Company. The Board may pay all expenses incurred in getting up and registering the Company.	
85		All cheques, promissory notes, drafts, hands, 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.	***Execution of negotiable instrument***
86		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	***Attendance at the meeting***
87	a)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	***Appointment of additional directors***
	b)	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.	***Duration of office of additional director***
88	a)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	***Appointment of alternate director***
	b)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	***Duration of office of alternate director***
	c)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	***Re-appointment provisions applicable to Original Director***
89	a)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	***Appointment of director to fill a casual vacancy***

b) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

Duration of office of Director appointed to fill casual vacancy

POWERS OF BOARD

90 a) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

General powers of the Company vested in Board

b) Save as provided by the said Act or by these presents and subject to the restrictions imposed by the Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them.

Power to delegate

c) Subject to restrictions provided in the Act, the Directors may, from time to time at their discretion raise or borrow, or secure the repayment of any loan or advance taken by the Company. Any such moneys may be raised and the payment or repayment of such moneys maybe secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and, in particular by promissory notes, or by opening current accounts or by receiving deposits and advances at interest, with or without security, or by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or other property and securities of the Company, or by such other means as to them may seem expedient.

Borrowing powers of the Board

d) The Board of Directors shall not, except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the borrowing limits as specified in the Act.

Restriction on Powers of Board

\- Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company, shall be under the Control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

PROCEEDINGS OF THE BOARD

91 a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

When meeting to be convened

b) The Chairperson or any one Director with the previous consent of the Chairperson may, on the direction of the Chairperson may, or the company secretary, at any time, summons a meeting of the Board.

Who may summon Board Meeting

c) The quorum for a Board meeting shall be as provided in the Act.

Quorum for Board Meeting

	d)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	***Participation at Board meetings***
92	a)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	***Questions at Board meeting how decided***
	b)	In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.	***Casting vote***
93		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.	***Directors not to act when number falls below minimum***
94	a)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	***who to preside at meetings of the Board***
	b)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.	***Directors to elect a chairperson***
95	a)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	***Delegation of Powers***
	b)	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.	***Committee to conform to Board regulations***
	c)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	***Participation at Committee meetings***
96	a)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	***Chairperson of Committee***
	b)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	***Who to preside at meetings of committee***
97	a)	A Committee may meet and adjourn as it thinks fit.	***Committee to meet***
	b)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	***Questions at Committee meeting how decided***
	c)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	***Casting vote of Chairperson at Committee meeting***
98		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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	***Acts of Board or Committee valid notwithstanding defect of appointment***

99 Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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. ***Passing of resolution by circulation***

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

100 a) Subject to the provisions of the Act,— ***Chief.Executive Officer, Manager, etc.***

A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board, the Board may appoint one or more chief executive officers for its multiple businesses.

b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. ***Director may be chief executive officer, etc.***

REGISTERS

101 a) The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. ***Statutory Register***

b) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. ***foreign register***

- The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

c) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being, under such regulations as the Board may prescribe. ***The Seal, its custody and use affixation of seal***

- The Common Seal of the Company shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any one Director or any other person duly authorized by the Board, who shall sign every instrument to which the Common Seal is affixed, provided further that the certificate of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of share certificates) Rules, 1960 and any statutory modifications for the time being in force.

DIVIDEND AND RESERVE

102 a) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend. ***Company in general meeting may declare dividends***

b) Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit. ***Interim Dividend***

c) 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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. ***Dividends only to be paid out of profits***

d) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. ***Carry forward of profits***

e) 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. ***Division of profits***

f) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. ***Payments in advance***

g) 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. ***Dividends to be apportioned***

h) 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. ***No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom***

i) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares. ***Retention of dividends***

	j)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	***Dividend how remitted***
	k)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	***Instrument of payment***
	l)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	***Discharge to Company***
	m)	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.	***Receipt of one holder sufficient***
	n)	No dividend shall bear interest against the Company	***No interest on dividends***
	o)	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	***Waiver of dividends***
	p)	No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act	***Forfeiture of Unclaimed Dividend***

ACCOUNTS

103	a)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	***Inspection by Directors***
	b)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorized by the Board.	***Restriction on inspection by members***

WINDING UP

104	a)	Subject to the applicable provisions of the Chapter XX of the Act and the Rules made thereunder —	***Winding up of Company***
	-	If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.	
	-	For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	
	-	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	

INDEMNITY AND INSURANCE

105 Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

Directors and officers right to indemnity

GENERAL POWER

106 Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

General Power

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date. These contracts and documents will also be available at the following web-link – www.teapost.in.

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 the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated March 29, 2025 entered into between our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated March 29, 2025 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into between our Company, the Selling Shareholders, the BRLM, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Issue.
4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into between the BRLM, members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.
6. Monitoring Agency Agreement dated [●] entered into between the Company and the Monitoring Agency.
7. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar and the Underwriters.
8. Tripartite Agreement dated November 27, 2024 among our Company, NSDL and the Registrar to the Offer.
9. Tripartite Agreement dated November 8, 2024 among our Company, CDSL and the Registrar to the Offer.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.
2. Certificate of incorporation dated Novermber 5, 2024 issued pursuant to incorporation as a private limited company.
3. Fresh certificate of incorporation dated December 05, 2024, consequent upon conversion from private company to public company and consequent upon change in the name of the Company from “Tea Post Private Limited” to “Tea Post Limited”.
4. Resolution of the Board of Directors of the Company dated February 28, 2025 approving the Offer and other related matters.
5. Resolution of the Shareholders of the Company dated March March 25, 2025 approving the Fresh Issue and other related matters.
6. Resolution of the Board of Directors of our Company dated March 30, 2025 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
7. Resolution of our Board of Directors dated March 27, 2025, taking on record the approval for the Offer for Sale by the Selling Shareholders.
8. Consent letters dated March 27, 2025 from the Selling Shareholders consenting to participate in the Offer for Sale.
9. Copies of annual reports of our Company for the last three Fiscals, i.e., 2024, 2023 and 2022.

10. Statement of special tax benefits dated March 27, 2025 from the Statutory Auditors included in this Draft Red Herring Prospectus.
11. Consent of the Statutory Auditors dated March 27, 2025 to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and referred to as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor, and for inclusion of their examination report dated March 27, 2025 on examination of our Restated Financial Statement and the statement of possible special tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus.
12. Certificate dated March 27, 2025, from M/s. Mukesh M Shah & Co, Chartered Accountants, Statutory Auditors verifying the Key Performance Indicators (KPIs).
13. Resolution dated March 27, 2024 passed by the Audit Committee approving the Key Performance Indicators.
14. Consents of our Directors, Bankers to our Company, the BRLM, Registrar to the Issue, legal counsels, lenders to the Company (where such consent is required), Company Secretary and Compliance Officer of our Company, Chief Financial Officer, as referred to, in their respective capacities.
15. Industry report titled "***QSR Industry in India***" dated March 27, 2025 prepared and issued Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on November 29, 2024, and exclusively commissioned and paid for by us in connection with the Offer
16. Business Transfer Agreement dated February 27, 2016, by and among Dashani Darshan Anilbhai, Paresh Joshi, Rajesh Madhusudan Rajyaguru, Haresh Bhanjibhai Tank, Lalitkumar Buddhdeo, and Tea Station Private Limited.
17. Share Subscription cum Shareholders' Agreement dated January 4, 2016 ("**Shareholders Agreement" or "SHA**"), entered into between; (i) our Company; (ii) our Promoters namely, Dashani Darshan Anilbhai, Paresh Pravinchandra Joshi, and Acclaim Enterprise LLP; and (iii) IndiaNivesh Venture Capital Fund (IndiaNivesh) ("**Parties**") setting out their respective inter se rights and obligations vis-à-vis our Company in connection with the investments received by our Company from IndiaNivesh.
18. Business Takeover Agreement dated February 27, 2016 entered into by our Company.
19. In-principle listing approvals each dated [●] from BSE and NSE.
20. Due diligence certificate to SEBI from the BRLM, dated [●].
21. SEBI final observation letter number [●] dated [●].

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 the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Dashani Darshan Anilbhai
Chairman and Managing Director
DIN: 00519928

Place: Ahmedabad
Date: March 30, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Raminder Singh Rekhi
Whole Time Director and Chief Operations Officer
DIN: 02073312

Place: Ahmedabad
Date: March 30, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY WHOLE TIME DIRECTOR AND CFO OF OUR COMPANY

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Puneet Tibrewala
Whole Time Director Director & CFO
DIN:.08015082

Place: Ahmedabad
Date: March 30, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Jaison A Manjaly
Independent Director
DIN: 10881354

Place: Ahmedabad
Date: March 30, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Arun Vijaykumar Gupta
Independent Director
DIN: 05131228

Place: Ahmedabad
Date: March 30, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Vyas Ami Sunilbhai
Independent Director
DIN: 09253886

Place: Ahmedabad
Date: March 30, 2025

DECLARATION BY INDIANIVESH VENTURE CAPITAL FUND, AS A SELLING SHAREHOLDER

We, IndiaNivesh Venture Capital Fund, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to us, as the Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company, or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of
IndiaNivesh Venture Capital Fund

Authorised Signatory
Place: Ahmedabad
Date: March 30, 2024