



Red Herring Prospectus

Dated: August 18, 2024

100% Book Built Issue

Please read Section 28 and 32 of the Companies Act, 2013
(This Red Herring Prospectus will be updated upon filing with RoC)



INDIAN PHOSPHATE LIMITED

Corporate Identity Numbers: U24142RJ1998PLC015271

REGISTERED OFFICE & CORPORATE OFFICE		CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan- 313001, India		Ms. Khushboo Sharma	Telephone No: 0294-2946959 E-mail ID: investor@indianphosphate.com	www.indianphosphate.com
PROMOTERS OF OUR COMPANY: MR. RAVINDRA SINGH, MRS. MAMTA ARORA, AND MR. RUSHIL ARORA				
DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	6804000 Equity Shares of ₹10/- each aggregating to ₹ [●] Lakhs	Nil	6804000 Equity Shares ₹10/- each aggregating to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES				
RISK IN RELATION TO THE FIRST ISSUE				
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 ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI (ICDR) Regulations, 2018 and on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 107 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Hindi regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
GENERAL RISKS				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" appearing on page 30 of this Red Herring Prospectus.				
ISSUER'S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
The Equity Shares will be issued through Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE)				
BOOK RUNNING LEAD MANAGER TO THE ISSUE				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
 BEELINE CAPITAL ADVISORS PRIVATE LIMITED	Mr. Nikhil Shah		Email: mb@beelinemb.com Tel. No: 079 4918 5784	
REGISTRAR TO THE ISSUE				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
 BIGSHARE SERVICES PRIVATE LIMITED	Mr. Vinayak Morbale		Email: ipo@bigshareonline.com Tel. No: +91 022-6263 8200	
BID/ISSUE PERIOD				
BID/ISSUE OPENS ON: MONDAY, AUGUST 26, 2024*			BID/ISSUE CLOSES ON: THURSDAY, AUGUST 29, 2024**	

*Our Company and the Selling Shareholder have in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period was open one Working Day prior to the Bid/Issue Opening Date.

**Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

^UPI mandate end time and date shall be 5:00 pm on the Bid/Issue Closing Date.



INDIAN PHOSPHATE LIMITED

Corporate Identity Numbers: U24142RJ1998PLC015271

Our Company was incorporated as "Indian Phosphate Limited" on December 14, 1998, as a public limited company vide Registration No. 015271 under the Companies Act, 1956 with a certificate of incorporation granted by the Registrar of Companies, Rajasthan, Jaipur ("RoC") and was granted a certificate of commencement of business dated December 28, 1998 by Assistant Registrar of Companies, Rajasthan, Jaipur. The Corporate Identification Number of our Company is U24142RJ1998PLC015271. For details of change in name, registered office and Object of our Company, please refer to chapter titled "History and Corporate Matters" beginning on page no. 178 of this Red Herring Prospectus.

Registered Office & Corporate Office: Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan- 313001, India

Website: www.indianphosphate.com; E-Mail: investor@indianphosphate.com; Telephone No: 0294-2946959

Company Secretary and Compliance Officer: Ms. Khushboo Sharma

PROMOTERS OF OUR COMPANY: MR. RAVINDRA SINGH, MRS MAMTA ARORA, AND MR. RUSHIL ARORA

THE ISSUE

INITIAL PUBLIC ISSUE OF 6804000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF INDIAN PHOSPHATE LIMITED ("IPL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 10/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 10/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 10 LAKHS ("THE ISSUE"), OF WHICH 373200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 10/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 10/- PER EQUITY SHARE AGGREGATING TO ₹ 10 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 6430800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 10/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 10/- PER EQUITY SHARE AGGREGATING TO ₹ 10 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.23% AND 25.73%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITION OF JANSATTA WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND UDAIPUR EDITION OF PRATAHKAL REGIONAL DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF UDAIPUR, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 261 OF THIS RED HERRING PROSPECTUS.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 272.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 272 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

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

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 30 of this Red Herring Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated June 18, 2024 from National Stock Exchange of India Limited ("NSE") for using its name in Issue document for listing our shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For this Issue, the designated Stock Exchange is the National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER



BEELINE CAPITAL ADVISORS PRIVATE LIMITED

SEBI Registration Number: INM000012917

Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej,

Ahmedabad- 380054, Gujarat, India.

Telephone Number: 079 4918 5784

Email Id: mb@beelinemb.com

Investors Grievance Id: ig@beelinemb.com

Website: www.beelinemb.com

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

SEBI Registration Number: INR000001385

Address: S6-2, 06th Floor, Pinnacle Business Park, Nest to Ahura Centre, Mahakali Caves Road,

Andheri (East), Mumbai 400093, India

Tel. Number: +91 22-62638200, Fax No.: +91 -022- 6263 8299

Contact Person: Mr. Vinayak Morbale

Email Id: ipo@bigshareonline.com

Investors Grievance Id: investor@bigshareonline.com

Website: www.bigshareonline.com

CIN:U99999MH1994PTC076534

BID/ISSUE PERIOD

BID/ISSUE OPENS ON: MONDAY, AUGUST 26, 2024*

BID/ISSUE CLOSES ON: THURSDAY, AUGUST 29, 2024**

*Our Company and the Selling Shareholder have in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period was open one Working Day prior to the Bid/Issue Opening Date.

**Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

^UPI mandate end time and date shall be 5:00 pm on the Bid/ Issue Closing Date.



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SECTION I – DEFINITIONS AND ABBREVIATIONS

This 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, circular, notification, direction, clarification or policy shall be to such legislation, act, regulation, rule, guideline, circular, notification, direction, clarification or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, terms defined in “Basis for the Issue Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Restriction on Foreign Ownership of Indian Securities” and “Description of Equity Shares and Terms of the Articles of Association” on pages 89, 118, 121, 167, 211, 228, 272, and 301 respectively will have the meaning ascribed to such terms in those respective sections.

GENERAL AND COMPANY RELATED TERMS

Term	Description
“IPL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Indian Phosphate Limited a public limited company vide Registration No. 015271 under the Companies Act, 1956 and having its registered office at Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan- 313001, India
Our Promoters	Mr. Ravindra Singh, Mrs. Mamta Arora and Mr. Rushil Arora
Promoter’s Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 186 of this Red Herring Prospectus.
Bankers to the Company	Punjab National Bank Limited and Indian Overseas Bank Limited
Board of Directors / Board/BOD	The Board of Directors of Indian Phosphate Limited unless otherwise specified.
Companies Act	The Companies Act, 1956 and/or the Companies Act, 2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U24142RJ1998PLC015271
CMD (Chairman cum Managing Director)	Chairman cum Managing Director of our company, being Mr. Ravindra Singh
Chief Financial Officer (CFO)	The Chief Financial officer and Executive Director of our Company, being Mr. Rohit Paragbhai Parmar
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer being Ms. Khushboo Sharma
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Director(s)	Director(s) on the board of our Company, as appointed from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof



Term	Description
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as disclosed in “ <i>Information with respect to Group Companies</i> ” on page 247 of this Red Herring Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0DHF01018
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page 186 of this Red Herring Prospectus.
LLP	LLP incorporated under the Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of material creditors and material litigation, adopted by our Board on July 8, 2023 and policy on identification of group companies, adopted by our Board on November 27, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 186 of this Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Peer Reviewed Auditor	The Peer Reviewed Auditors who has audited the restated financial statements of our company, is SVJK and Associates, Chartered Accountants, holding a valid peer review certificate, as mentioned in the section titled “ <i>General Information</i> ” beginning on page 61 of this Red Herring Prospectus.
Registered Office	Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan, India, 313001.
Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Standalone Statement of assets and liabilities, Statement of profit and loss, cash flows for the year ended on March 31, 2024, 2023, 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto and Restated Consolidated Statement of assets and liabilities, profit and loss, cash flows for the year ended on March 31, 2024 along with the summary statement of significant accounting policies read together with the annexures and prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Rajasthan, Jaipur.
Statutory Auditors	The Statutory Auditors of our Company, being K.L. Vyas and Company, Chartered Accountants, holding a valid peer review certificate, as mentioned in the section titled “ <i>General Information</i> ” beginning on page 61 of this Red Herring Prospectus.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section



Term	Description
	titled “ <i>Our Management</i> ” on page 186 of this Red Herring Prospectus.
WTD	Whole-Time Director

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bid/Issue Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers.
Anchor Investor Application Form	Form used by an Anchor Investor to 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	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Managers.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the Book Running Lead Managers, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bidder	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



Terms	Description
	the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
Bankers to the Issue and Refund Banker	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled ‘Basis of allotment’ under chapter titled “ <i>Issue Procedure</i> ” starting from page no. 272 of this Red Herring Prospectus.
BCAPL	Beeline Capital Advisors Private Limited
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form 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 RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	<p>The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days</p>
Bid/Issue Closing Date	<p>The date after which the Designated Intermediaries will not accept any Bids, being Thursday, August 29, 2024, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Udaipur Edition of Pratahkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located).</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p>



Terms	Description
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being Monday, August 26, 2024, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Udaipur Edition of Pratahkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located).
Bidder or Applicant	Any prospective investor who makes a bid for Equity Shares in terms of 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 Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
CAN or Confirmation of Allocation Note	The note or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Banks Agreement	Agreement dated May 27, 2024 amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for inter alia, the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	Issue Price, finalised by our Company in consultation with the Book Running Lead



Terms	Description
	Managers, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion 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.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries/ Collecting Agent	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue. In relation to ASBA Forms submitted by RIBs (not using the 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, 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 bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&inmId=34 & https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”)
DP ID	Depository Participant’s Identity Number



Terms	Description
Draft Red Herring Prospectus	This Draft Red Herring Prospectus dated March 29, 2024, filed with SEBI and Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are issued and the size of the Issue, and includes any addenda or corrigenda thereto
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
Engagement Letter	The Engagement letter dated July 25, 2023 executed between Issuer and BRLM.
Escrow Account	Accounts to be opened with the Banker to the Issue
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue	The Fresh Issue of 6804000 Equity Shares of ₹ 10/- each aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The general information document for investing in public issues, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and the UPI Circulars and any subsequent circulars or notifications issued by SEBI, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs.
GIR Number	General Index Registry Number



Terms	Description
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue document	Includes Red Herring Prospectus and Prospectus filed with Registrar of Companies.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application
Issue Price	The price at which the Equity Shares are being issued by our Company through this Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●]/- per Equity Share).
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” page 89 of this Red Herring Prospectus
Issue/ Issue Size/ Initial Public Issue/ Initial Public Issue/ Initial Public Offering/ IPO	The initial public offering of 6804000 Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs comprising the Fresh Issue.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	The Market Maker to the Issue, in this case being Spread X Securities Private Limited.
Market Maker Reservation Portion	The reserved portion of 373200 Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated August 06, 2024 between our Company, Book Running Lead Manager and Market Maker.
Memorandum of Understanding	The Memorandum of Understanding dated March 04, 2024 entered amongst our Company and the Book Running Lead Managers and includes any supplementary agreement thereto, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue excluding the Market Maker Reservation Portion of 373200 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 964800 Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability



Terms	Description
	company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Udaipur Edition of Pratahkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located), at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective website.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
QIB Bidders	QIBs who Bid in the Issue
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue, consisting of 3214800 Equity Shares which shall be Allotted to QIBs, including the Anchor Investors on a proportionate basis, including the Anchor Investor Portion (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Managers up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors), as applicable
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.
Registered Broker	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registered Broker	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in



Terms	Description
	terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Registrar Agreement	The agreement dated March 16, 2024, entered into amongst our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	<p>The banks registered with SEBI, offering services: (a) in relation to ASBA (other than 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=34 & https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and</p> <p>(b) in relation to ASBA (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 from time to time.</p> <p>Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43 , as updated from time to time</p>
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Book Running Lead Managers, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Managers) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.



Terms	Description
Syndicate or members of the Syndicate	Together, the Book Running Lead Managers and the Syndicate Members
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated August 06, 2024.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual Bidders applying as Retail Individual Bidders in the Retail Portion, and individual Bidders applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion by using the UPI Mechanism.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
WACA	Weighted Average Cost of Acquisition
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business:- However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays, and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular



Terms	Description
	issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Return
EBITDA	Earning Before Interest, Tax, Depreciation and Amortization
ECLGS	Emergency Credit Linked Guarantee Scheme
EMI	Equal Monthly Instalments
EPCG	Export Promotion Capital Goods
ERP	Enterprise Resource Planning
FDI	Foreign Direct Investment
FMCG	Fast Moving Consumer Goods
FY	Financial Year
GDP	Gross Domestic Product
GECL	Guaranteed Emergency Credit Line
ICI	Index of Eight Core Industries
IDAP	Imported Di-Ammonium Phosphate
IFG	International Finance Group
iFMS	Integrated Fertilizer Management System
IMF	International Monetary Fund
IOCL	Indian Oil Corporation Ltd.
ISO	International Organization for Standardization
ITR	Income Tax Return
KG	Kilo Gram
LABSA	Linear Alkyl Benzene Sulphonic Acid
LC	Letter of Credit
LLP	Limited Liability Partnership
Mandis	Agricultural markets
MDB	Multilateral Development Banks
MFMS	Mobile fertilizer and management system
MM	Millimetre
MSME	Micro, Small, and Medium Enterprises
MTR	Meter
MW	Mega Watt
NBS POLICY	Nutrient-based Subsidy Policy
NITI	National Institution for Transforming India
NPG	Network Planning Group
NPK	Nitrogen-Phosphorous-Potassium
NSO	National Statistical Office
PAT	Profit After Tax
PM	Prime Minister
PMAY	Pradhan Mantri Aawas Yojna
RBI	Reserve Bank of India
ROCK PHOSPHATE	Raw material which is processed to produce Single Super Phosphate, Fertilizer
SO3	Sulphur Trioxide



Term	Description
SSP	Single Super Phosphate
UDAY	Ujwal Discoms Assurance Yojana
US/USA	United States of America
WCDL	Working Capital Demand Loan
WCTL	Working Capital Term Loan

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
&	And
₹ or Rs. or Rupees or INR	Indian Rupees, the official currency of the Republic of India.
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBITDA	Earnings before interest, taxes, depreciation, and amortization
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EOGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional



Term	Description
	Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/Gol	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KMP	Key Managerial Personnel
LIC	Low-Income Country
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NSE	National Stock Exchanges of India Limited
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax



Term	Description
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoE	Return on equity
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may



Term	Description
	seek re-registration under the SEBI AIF Regulations.



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” in this Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references in the Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

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

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus. Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in IST.

Use of Financial Data

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

Unless stated otherwise, the financial information, financial ratios and any percentage amounts in the Red Herring Prospectus is derived from restated financial statements prepared for the year ended on March 31, 2024, 2023 and 2022 in accordance with Indian GAAP, the Companies Act, SEBI (ICDR) Regulations and the guidance note on reports in company prospectuses (revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time.

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

For additional definitions used in this Red Herring Prospectus, please refer to the section titled “Definitions and Abbreviations” beginning from page no. 1 of this Red Herring Prospectus. In the chapter titled “Description of Equity Shares and Terms of the Articles of Association”, beginning from page no. 301 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

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

Currency and Units of Presentation

All references to:

“Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India; and

“USD” or “US\$” are to United States Dollar, the official currency of the United States.



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

Currency and Units of Presentation

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency*	For the period/year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.37	83.12	75.81

*Source: <https://www.fbil.org.in/#/home>

Note: Exchange rate is rounded off to two decimal point

Use of Industry & Market Data

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

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

The extent to which industry and market data set forth in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in section titled “Risk Factors” beginning from page no. 30.

In accordance with the SEBI (ICDR) Regulations, the chapter titled “Basis for Issue Price” beginning from page no. 107 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.



FORWARD – LOOKING STATEMENTS

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

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

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

For further discussion of factors that could cause our actual results to differ, please refer to the section titled “Risk Factors”; “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning from page no. 30, 142 and 213 respectively of the Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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



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



SECTION II - SUMMARY OF RED HERRING PROSPECTUS

This section is a general summary of the terms of the Issue, certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 Red Herring Prospectus, including the sections titled “Risk Factors”, “Industry Overview”, “Business Overview”, “Capital Structure”, “The Issue”, “Restated Financial Information”, “Objects of the Issue” “Our Promoters and Promoter Group”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments” and “Issue Procedure” on pages 29, 121, 142, 74, 55, 211, 89, 205, 213, 228 and 272, respectively.

SUMMARY OF PRIMARY BUSINESS OF THE COMPANY

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of “Single Super Phosphate” (SSP) fertilizer and “Granules Single Super Phosphate” (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

Our company furthermore also produces Zincated Single Super Phosphate - "Powder/Granules" and Zincated and boronated Single Super Phosphate - "Granules" by formulating zinc and boron into the granulator and powder hopper along with Single Super Phosphate powder in required proportion. The Department of Fertiliser and the Government of India encouraged the SSP sector to create value-added fortified SSP with zinc and boron content due to the deficiency of these elements in the soil. Since last 5 years our focus is to produce fortified SSP with Zinc and Boron. We have educated farmers over the past five years, encouraging them to use fortified SSP with boron and zinc according to soil deficiencies. As a result, we are currently generating more than 80% of SSP as fortified SSP.

For further details kindly refer to chapter titled “Business Overview” beginning on page 142 of this Red Herring Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

Our company is mainly engaged in the production of Linear Alkylbenzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of “Single Super Phosphate” (SSP) fertilizer and “Granules Single Super Phosphate” (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry.

For further details kindly refer to chapter titled “Industry Overview” beginning on page 121 of this Red Herring Prospectus.

NAME OF PROMOTERS

Promoters of Our Company are Mr. Ravindra Singh, Mrs Mamta Arora and Mr. Rushil Arora. For detailed information on our Promoters and Promoter’s Group, please refer to the chapter titled “Our Promoters and Promoter’s Group” beginning from page no. 205 of this Red Herring Prospectus.

SIZE OF THE ISSUE

Our Company is Proposing the public issue of 6804000 equity shares of face value of ₹ 10/- each of Indian Phosphate Limited (“IPL” Or The “Company” Or The “Issuer”) for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●] lakhs (“the issue”), of which 373200 equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). The issue less the market maker reservation portion i.e. net issue of 6430800 equity shares of face



value of ₹ 10/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the “net issue”. The issue and the net issue will constitute 27.23% and 25.73%, respectively, of the post issue paid up equity share capital of our company.

For further details kindly refer to chapters titled “The Issue” and “Terms of the Issue” beginning on page 55 and 261 of this Red Herring Prospectus.

OBJECT OF THE ISSUE

Particulars	Total Estimated Amount*
Setting up a new facility at SIPCOT Industrial Park, Phase – I, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A, Tamil Nadu for manufacturing of LABSA 90%, Sulphuric Acid and Magnesium Sulphate.	3,318.16
Working Capital Requirement	2,490.00
General Corporate Purpose**	[●]
Issue 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.

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds
1.	Setting up a new facility at SIPCOT Industrial Park, Phase – I, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A, Tamil Nadu for manufacturing of LABSA 90%, Sulphuric Acid and Magnesium Sulphate.	3,318.16	[●]
2.	To Meet Working Capital Requirements	2,490.00	[●]
2.	General Corporate Purposes^	[●]	[●]
Net Issue Proceeds		[●]	[●]

^To be finalized on determination of the Issue 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 of the Issue.

AGGREGATE PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER'S GROUP

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

Sr. No.	Name of shareholders	Pre issue	
		No. of equity shares	As a % of Pre-Issued Capital*
Promoter			
1.	Ravindra Singh	14344700	78.88%
2.	Mamta Arora	1829770	10.06%
3.	Rushil Arora	1005737	5.53%
Total - A		1,71,80,207	94.47%
Promoter's Group			
1.	Rushita Arora	1005000	5.53%
Total - B		1005000	5.53%
Total Promoter & Promoter Group Shareholding		1,81,85,207	100.00%
Public			
1.	Prithipal Singh	67	Negligible
2.	Dimple Singh	67	Negligible



Sr. No.	Name of shareholders	Pre issue	
		No. of equity shares	As a % of Pre-Issued Capital*
3.	Mahesh Mandawat	67	Negligible
4.	Gagan deep Singh Chaddha	67	Negligible
5.	Manish Murdia	67	Negligible
6.	Chirag Nagpal	67	Negligible
7.	Public in IPO	0	00.00
Total - C		402	Negligible
Total (A+B+C)		18185609	100.00%

*Rounded off

FINANCIAL DETAILS

Based on Restated Standalone Financial Statements for the year ended as on March 31, 2024, 2023 and 2022:

(₹ in Lakhs except stated otherwise)

Particulars	For the Period/ Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital	1,818.56	271.43	271.43
Net worth	8,099.06	6,751.80	5,092.27
Total Income ⁽¹⁾	70,625.53	77,093.20	55,838.56
Restated Profit/(Loss) After Tax	1,347.32	1,659.53	1,616.61
Earnings per share of face value of ₹ 10 each attributable to equity holders (Post Bonus)			
Basic (In ₹)	7.41	9.13	8.89
Diluted (In ₹)	7.41	9.13	8.89
Restated net asset value per Equity Share (Basic) (Post Bonus) (In ₹)	44.54	37.13	28.00
Restated net asset value per Equity Share (Diluted) (Post Bonus) (In ₹)	44.54	37.13	28.00
Total Borrowings	4,023.17	1535.48	1830.58

Notes:

(1) Total income includes revenue from operations and other income.

For further details, see "Summary of Financial Information", "Other Financial Information" and "Basis for the Issue Price" on pages 57, 212 and 89.

QUALIFICATIONS OF THE STATUTORY AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

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

SUMMARY OF OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company, our Group Companies, Subsidiary companies, our Promoters or Directors of the company except mentioned below:

Cases against our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	5	amount unascertainable
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		



(Income Tax)	1	109.64
(e-Proceedings)	Nil	Nil
(TDS)	1	3.09
(GST)	2	197.00
Other Litigation	Nil	Nil

Cases against our Directors and Promoter:

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

Cases against our Subsidiary Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	5	amount unascertainable
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		
(TDS)	1	0.95
Other Litigation	Nil	Nil

Cases against our Group Companies:

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

For further details, see “Outstanding Litigations And Material Developments” on page no. 228 of this Red Herring Prospectus.

RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Issue Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Issue Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 29 of this Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There are no contingent liabilities and capital commitments of our company as on March 31, 2024 of the company except as disclosed below:

Particulars	For the Period/ Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
(a) Contingent Liabilities			



a. Claims against the company not acknowledged as debts		-	-
Guarantees given by Company's Banker on behalf of Company*	296.72	296.75	NIL
Letter of credits outstanding	467.86	1026.34	545.00
Corporate guarantee given by company to Banker of M/s Elysian Hotels Pvt Ltd (Related Party)	10,500.00	NIL	NIL
Outstanding Demand of Income Tax for the AY 2011-12	109.64	109.64	109.64
Outstanding Interest Liability of Income Tax for the AY 21-22	-	0.23	-
Show-cause Notice u/s 73 of CGST Act, 2017 for the FY 18-19	196.73	196.73	196.73
Demand of TDS	3.09	3.09	3.09
Total	11,574.07	1632.78	854.46
(b) Capital Commitments	-	-	-
Total	11,574.07	1632.78	854.46

For further details of the contingent liabilities of our Company as on March 31, 2024, please refer **Annexure-XII** in the chapter titled “*Restated Standalone Financial Information*” beginning from page no. 211.

FINANCING ARRANGEMENTS

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

COST OF ACQUISITION & WEIGHTED AVERAGE COST

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

Sr. No.	Name of promoter	No. of equity shares acquired	Average cost of acquisition of equity shares (in ₹) **	Average cost of acquisition per equity share in last one year (in ₹) #
1.	Ravindra Singh	1,19,22,710	NIL	NIL
2.	Mamta Arora	15,56,670	NIL	NIL
3.	Rushil Arora	10,05,737	NIL	NIL

The average cost of acquisition of equity shares in last one year by our promoter has been calculated by taking into account the amount paid by him to acquire shares by way of allotment and transfer as reduced by amount received on sell of shares in last one year i.e., net of sale consideration is divided by net quantity of shares acquired.

WEIGHTED AVERAGE COST OF ACQUISITION BY OUR PROMOTERS

Average cost of acquisition of Equity Shares held by our Promoters:

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Ravindra Singh	1,43,44,700	1.05
2.	Mrs. Mamta Arora	18,29,770	1.49
3.	Mrs. Rushil Arora	10,05,737	0.00

*As certified by our peer review Auditor, M/s. S V J K and associates., Chartered Accountants, by way of their certificate dated March 21, 2024.

PRE-IPO PLACEMENT



Our Company has not made any allotment under Pre-IPO placement.

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

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash:

- i. The details of allotment of 15471339 Equity Shares made on February 13, 2024 in ratio of 57:10 i.e., 57 (Fifty Seven) fully paid-up Equity Shares for every 10 (Ten) Equity Share are as follows:

Sr. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Prithipal Singh	57	10	Nil
2.	Dimple Singh	57	10	Nil
3.	Mahesh Mandawat	57	10	Nil
4.	Gagan Deep Singh Chaddha	57	10	Nil
5.	Manish Murdia	57	10	Nil
6.	Chirag Nagpal	57	10	Nil
7.	Mamta Arora	1556670	10	Nil
8.	Devendra Singh	108357	10	Nil
9.	Ravindra Singh	12095343	10	Nil
10.	Rushil Ravindra Arora	855627	10	Nil
11.	Rushita Arora	855000	10	Nil
Total		15471339		

SPLIT / CONSOLIDATION

Our Company has not undertaken a split or consolidation of Equity Shares in the one year preceding the date of this Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

Our Company has not applied for an exemption from complying with any provisions of securities laws by SEBI, as on the date of this Red Herring Prospectus.

RELATED PARTY TRANSACTION

List of Related Parties where Control exists and Relationships:

Name of the Related Party	Relationship
Ravindra Singh	Chairman cum Managing Director
Rushil Arora	Executive Director
Rohit Paragbhai Parmar	Director/CFO
Surjeet Kaur	Relative of KMP
Mamta Arora	Relative of KMP
Rushita Arora	Relative of KMP
S.K. Chemicals (proprietary concern of Mrs. Surjeet Kaur)	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence
Udaipur Poly Sacks Limited	
Adheeshaa Carriers (Partnership Firm)	
Avantika Phosphates Limited	
Conic Metal & Mining private Limited	
Elysian Hotels private Limited	
Indian Surfactants Limited	



Consolidated Earth Movers Private Limited	
Consolidated Mines Private Limited	
Arora Mining Exploration Private Limited	
Drill Well Cement Private Limited	
Satguru Mining Private Limited	
Earth Mover (Partnership Firm)	
Step by Step Sansthan-Trust	

Related Party Transaction

(₹ in Lakhs)

Transactions during the year:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Sale of Goods			
Udaipur Poly Sacks Limited	791.47	1,001.01	665.31
Elysian Hotels private Limited	18.90	-	-
Purchase of Goods			
S.K. Chemicals	21,929.74	47,596.87	19,449.72
Udaipur Poly Sacks Limited	-	31.73	7.16
Investment (Purchase of Shares/Securities)			
Udaipur Poly Sacks Limited	819.00	-	-
Loan received from Related Parties			
S.K. Chemicals	2,413.71	10,385.31	12,136.43
Udaipur Poly Sacks Limited	866.21	6,500.62	4,048.33
Rushita Arora	-	25.00	-
Step By Step Sansthan	20.00	-	-
Ravindra Singh	-	1.50	8.00
Loan Repaid to Related Parties			
S.K. Chemicals	2,413.71	10,385.31	12,136.43
Udaipur Poly Sacks Limited	857.95	6,500.62	4,048.33
Rushita Arora	-	25.00	-
Step By Step Sansthan	20.00	-	-
Ravindra Singh	-	9.50	-
Loan/Advances given to Related Party-Individual/Firm			
Rushil Arora	77.57	130.93	-
Ravindra Singh	921.55	116.50	40.00
Smt. Mamta Arora	9.94	-	-



Loan/Advances received back from Related Party-Individual/Firm			
Rushil Arora	83.45	125.05	-
Ravindra Singh	921.55	116.50	40.00
S.K. Chemicals	-	-	-
Smt. Mamta Arora	9.94	-	-
Advances given to associate body corporate			
Indian Surfactants Limited	-	-	0.38
Advances received back from associate body corporate			
Indian Surfactants Limited	-	-	0.38
Facility Usage Charges			
S.K. Chemicals	0.40	-	-
Adheeshaa Carriers	1,631.25	1,923.70	1,776.69
Ravindra Singh	-	-	-
Smt. Mamta Arora	1.08	1.27	1.17
Commission Paid			
Ravindra Singh	-	-	195.00
Remuneration			
Ravindra Singh	42.00	42.00	42.00
Rushil Arora	31.20	31.20	10.84
Rohit Parmar	19.44	-	-

(₹ in Lakhs)

Closing Balances at the year end:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Trade receivables			
Udaipur Poly Sacks Limited	420.04	93.42	3.49
Trade payable			
S.K. Chemicals	631.00	5,512.32	-
Adheeshaa Carriers	6.43	6.60	-
Mamta Arora		-	0.16
Remuneration/Salary Payable			
Ravindra Singh	2.43	7.53	195.24
Rushil Arora	-	-	1.82
Advance given to Suppliers			
S.K. Chemicals	-	-	1,372.57
Drill Well Cement private Limited	72.34	72.34	72.34



Adheeshaa Carriers	0.51	-	63.47
Outstanding Business Advances/Loans			
Rushil Arora	-	5.88	-
Outstanding Loans			
Ravindra Singh	-	-	8.00

For further details of the related party transaction, please refer Annexure-IX in the chapter titled “*Restated Financial Information*” beginning from page no. 211.



SECTION III - RISK FACTOR

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “Business Overview”, “The Issue”, “Industry Overview”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 142, 55, 121, 211, 228, and 213 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.

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

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

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

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

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

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

INTERNAL RISK FACTORS:

1. We have extended Corporate Guarantee on behalf of one of our Group Companies.

We have given Corporate Guarantee to the extent of Rs. 10500.00 Lakhs on behalf of one of our Group Companies i.e. Elysian Hotels Private Limited (“Borrower Company”) in favour of Canara Bank. In case the borrower Company does not pay its debt in due time, the Lender Bank may enforce the Corporate Guarantee against our Company which will adversely effect on our financial position, Result of our operation, reputation and cash-flow.

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

Our top ten customers contribute 93.50%, 88.70% and 81.38% of our total sales for the financial year ended on March 31, 2024, 2023 and 2022, respectively. The Revenue from operation from our group companies/Entities are constituting 1.15%, 1.30% and 1.19% of our total Revenue from operation for the financial year ended on March 31, 2024, 2023 and 2022 respectively. Our Top 10 Customers exclude Subsidy income received from Government of India i.e. ₹ 1,870.12 Lakhs in FY 2023-24, ₹ 4,384.35 lakhs in FY 2022-23 and ₹ 6,531.62 in FY 2021-22. Our Company is engaged in the business of fertiliser and chemical sector. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our



business and results of operations. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

While our existing customers contribute significantly to our revenue. This evolution is a natural outcome as we continually onboard new customers in the ordinary course of business. Although we are optimistic about our ability to sustain positive business relationships with our current customers and attract new ones, it's important to acknowledge that there is no guarantee that we can maintain these relationships over the long term or secure new customers promptly. The dynamic nature of the business environment poses uncertainties, and while we strive to expand and diversify our customer base, the outcome is subject to various factors beyond our control.

3. We have certain contingent liabilities, which, if they materialize, may affect our results of operations, financial condition, and cash flows.

The following table sets forth our contingent liabilities for the financial year ended March 31, 2024, 2023 and 2022, as per the Restated Financial Information:

(in ₹ Lakhs)

Particulars	For the Period/ Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
(a) Contingent Liabilities			
a. Claims against the company not acknowledged as debts	-	-	-
Guarantees given by Company's Banker on behalf of Company*	296.75	296.75	NIL
Letter of credits outstanding	467.86	1026.34	545.00
Corporate guarantee given by company to Banker of M/s Elysian Hotels Pvt Ltd (Related Party)	10,500.00	NIL	NIL
Outstanding Demand of Income Tax for the AY 2011-12	109.64	109.64	109.64
Outstanding Interest Liability of Income Tax for the AY 21-22	-	0.23	-
Show-cause Notice u/s 73 of CGST Act, 2017 for the FY 18-19	196.73	196.73	196.73
Demand of TDS	3.09	3.09	3.09
Total	11,574.07	1632.78	854.46
(b) Capital Commitments	-	-	-
Total	11,574.07	1632.78	854.46

Furthermore, the relevant authorities have the discretion to impose penalties and/or interest for any defaults on a case-by-case basis. Non-compliance with statutory obligations may lead to penalties, potentially causing a material adverse effect on our business, financial condition, and results of operations. If a significant portion of these liabilities materializes, it could have an adverse effect on our business, financial condition, and results of operations. For further information, please refer to Annexure –XII under chapter titled “Restated Financial Information” beginning from page 211.



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

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

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

Cases by our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	3#	amount unascertainable
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters	Nil	Nil
Other Litigation	1	amount unascertainable

#Summary: All the 3 complaints filed by the company are against some former employees and unknown persons for theft of various chemicals from the factory premises and transportation vehicles.

Cases against our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	5*	amount unascertainable
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		
(Income Tax)	1	109.64
(e-Proceedings)	Nil	Nil
(TDS)	1	3.09
(GST)	2	197.00
Other Litigation	Nil	Nil

*Summary: All the 5 criminal complaints filed against the Company are under the section 3/7 of Essential Commodities Act, 1955 and Fertilizer Control Order, 1985. The criminal complaints have been filed as the samples taken by the Fertilizer Inspectors were found to be deficient in quality as per the extant requirements of the law. The Company has already submitted their clarifications. Though the Company is taking utmost care in meeting the standards of the Essential Commodities Act, 1955 and Fertilizer Control Order, 1985, we may not be able to assure that such complaints will not be filed against the Company in the future.

Cases against our Directors and Promoter:

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

Cases by our Subsidiary Company (Udaipur Poly Sacks Limited):

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	2##	4.68
Statutory/ Regulatory Authorities	Nil	Nil
Other Litigation	Nil	Nil

##Summary: Both the complaints are under section 138 of Negotiable Instrument Act, 1881 on account of dishonor of cheques amounting to Rs. 1,72,998 and Rs. 2,94,762. The matters are still pending in the court.



Cases against our Subsidiary Company: Company (Udaipur Poly Sacks Limited):

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	5**	amount unascertainable
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		
(TDS)	1	0.95
Other Litigation	Nil	Nil

**Summary: There is 1 complaint by the Factory and Boilers Department for accidental death of 1 employee in the factory premises. Our Subsidiary, (UPSL) has already paid some compensation in this case and the compounding of the offense is still pending. There are 2 complaints against UPSL for illegal removal of 2 employees for which compensation has been demanded. The cases are still pending in the Industrial Dispute Tribunal and Labour Court, Udaipur. There are 2 complaints filed against our Subsidiary, (UPSL) under section 3/7 of Essential Commodities Act, 1955 and Clause 19(a) of Fertilizer Control Order, 1985. These cases were filed as the samples taken by the Fertilizer Inspectors were found to be deficient in quality as per the extant requirements of the law. UPSL has already submitted their clarifications. Though UPSL is taking utmost care in meeting the standards of the Essential Commodities Act, 1955 and Fertilizer Control Order, 1985, we may not be able to assure that such complaints will not be filed against UPSL in the future.

Cases against our Group Companies:

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

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

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

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 228 of this RHP.

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

Our business requires us to obtain and renew from time-to-time certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. There are few approvals or licenses applied for but not received, For details, please refer under Section titled “**Government Approvals**” appearing on Page No. 233 of Red Herring Prospectus.

Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.



Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “**Government Approvals**” on page 233 of this Red Herring Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

6. ***We derive 78.66%, 67.96% and 62.29% of our revenue from operation from one customer during the fiscal ending on March 31, 2024, 2023 and 2022. If such customer choose not to source their requirement from us, our business, financial condition and result of operation may be adversely affected.***

We are significantly dependent on only single customer namely Hindustan Unilever Limited (HUL) for our revenues. The details of Revenue earned from such single Customer is given here below:

(₹ in Lakh)			
Particular	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Revenue from Operations	70,417.94	76,869.36	55,715.20
Revenue from Hindustan Unilever Limited (HUL)	55,393.19	52,236.73	34,705.19
% of Revenue from HUL	78.66	67.96	62.29

The loss of such customer or a reduction in the amount of business we obtain from such customer, could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with such customer or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain such customer. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from such customer may adversely affect our revenues and results of operations.

7. ***We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business and results of operations.***

Our business depends on the availability of reasonably priced, high quality raw materials in the quantities required by us and we depend on a few suppliers for procurement of raw materials, required for manufacturing our products. Top ten suppliers of our company for March 31, 2024, March 31, 2023 and March 31, 2022 contributed for 99.29%, 99.53% and 98.77%, respectively of our purchases. The purchase from our group companies/Entities are constituting 33.80%, 65.97% and 40.43% of our total purchases for the financial year ended on March 31, 2024, 2023, and 2022 respectively.

We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Nonavailability or inadequate quantity of raw material or use of substandard quality of the raw materials in the manufacture of our products, could have a material adverse effect on our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us.



- 8. *We do not own our Registered Office and Production Unit. A failure to renew our existing lease arrangements at commercially favourable terms or at all may have a material adverse effect on our business, financial condition, and results of operations.***

The Company does not possess ownership of its Registered Office and Production Unit. These premises are owned by the Promoter and relative of the Promoter of the Company. Presently, the Promoter and relative of promoter has granted a No Objection Certificate (NOC) for the Company's utilization of these premises. This arrangement, while currently permissible, presents a risk factor for investors, as the Company is reliant on the goodwill and continued cooperation of the Promoter and relative of promoter for the use of these critical facilities.

Any unforeseen changes in this arrangement, such as the withdrawal of the NOC or alterations in the terms, could potentially have a material adverse effect on the Company's operations, financial condition, and overall performance. Investors should be cognizant of this risk when considering their investment decisions.

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

The Restated Financial Statements of our Company for the financial year ended March 31, 2024, 2023 and 2022 respectively are prepared and signed by M/s S V J K & Associates, Chartered Accountants, the Peer Review Auditor of our Company who is not statutory auditor of our Company.

- 10. *Out of total cost of Plant & Machinery worth ₹ 2817.40 lakhs, we have not yet placed order for any of such Plant & Machinery.***

Out of total cost of Plant & Machinery worth ₹ 2817.40 lakhs, we are yet to place an order for such Plant and machinery. Although the validity of the quotations are valid as on the date of filing this Red Herring Prospectus or going to expired in due course of time. Promoter and management are confident that such plant and machineries will be available at the price as per the quotation given by various suppliers. In case, at the time of placing the order, our company would not be able to acquire such plant and machinery at the expected price, we are subject to risks on account of inflation in the price of machineries, for further details of plant and machinery please refer the section "Object of the Issue" on page no. 89 of this Red Herring Prospectus. In case of increase in price of such plant and machinery our company shall require to arrange the additional fund for completion of the project. If we are not able to arrange such additional funds in due time which may results in delay in implementation of our project and which may result into adversely affects the profitability and financial results of the company.

- 11. *If we are unable to obtain or maintain regulatory approvals for our products, we may be unable to sell such products, which could adversely affect our business and results of operations.***

We are engaged in the manufacturing, storage, marketing, and sale of fertilizers and Chemical products and formulations i.e. Single Super Phosphate (SSP), Linear Alkyl Benzene Sulphonic Acid (LABSA-90%) and formulations. Linear Alkyl Benzene Sulphonic Acid (LABSA) which is primarily used as raw materials for some of Fast-Moving Consumer Goods which necessitates compliance with various regulatory requirements, including obtaining licenses and letters of authorization. These authorizations must be periodically renewed, and we are obligated to demonstrate that our products consistently meet all regulatory standards, which may evolve and become more stringent over time. The renewal of these authorizations is not guaranteed, and certain approvals are set to expire in near future. Timely renewal applications are imperative, and details regarding the expiration of these approvals can be found in the section "Government Approvals – Material approvals obtained in relation to our operations" on page 233 of this Red Herring Prospectus.

Even after obtaining the necessary regulatory pre-approvals and authorizations, our products remain subject to ongoing regulatory oversight. Non-compliance such as failure to meet required standards, may lead to regulatory action, criminal consequences, and prescribed penalties. Further information on this matter can be found in the section "Outstanding Litigation and other Matters - Litigation involving our Company" on page 228 of this Red Herring prospectus.

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

The detailed break up of cash flows based on Restated Financial Statements is summarized in below table and our Company has reported negative cash flow from operating activity in the financial years is as mentioned below,



which could affect our business and growth. However, the company will endeavor to maintain positive net cash flow.

(₹ in Lakhs)

Particulars	For the year ended March 31		
	2024	2023	2022
Net Cashflow from operating Activities	(191.11)	1,707.03	(605.37)

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

Our business demands a significant amount of working capital, with a substantial portion allocated to inventory management and trade receivables. Efficient working capital management is crucial for our operations. If we face challenges in sourcing the necessary working capital, it could impede our ability to meet client demands promptly or, in some cases, at all. Even if we secure the required funds, we cannot guarantee that they will be adequate to cover our cost estimates, and any unforeseen increase in expenses may impact the pricing of our products.

The last three years have seen a continuous increase in our working capital requirements, highlighting the substantial nature of our ongoing financial needs. This emphasizes the importance of securing the necessary financing to ensure the smooth functioning of our business.

(₹ in lakhs)

Particulars	(Restated Basis)		
	March 31, 2024	March 31, 2023	March 31, 2022
Inventories			
Raw Material	1,591.86	2,269.16	947.85
Finished Goods, Traded Goods and Other Consumables	3,562.61	2,596.37	689.24
Trade receivables	5,615.75	8,685.76	5,131.50
Cash and Bank Balance	29.27	4.18	14.07
Loans and Advances	1,238.02	1,236.92	2,259.87
Other Assets	87.75	97.93	223.09
Total Current Assets	12,125.26	14,890.31	9,265.61
Trade payables	2,917.33	7,058.89	1,213.78
Other liabilities (Including Non-Current)	632.69	1,146.92	1,511.05
Short-term provisions	518.64	803.51	1,062.51
Total Current Liabilities	4,068.65	9,009.32	3,787.34
Net Working Capital	8,056.61	5,881.00	5,478.27
Sources of Funds			
Internal Accruals / Borrowing	8,056.61	5,881.00	5,478.27
Proceeds from IPO	0.00	0.00	0.00
Total	8,056.61	5,881.00	5,478.27

For details related to working capital requirement, please refer to chapter titled as “Object of the Issue” on page 89 of this Red Herring Prospectus.

- 14. One of the business verticals of our business is Fertiliser & the same is dependent on the performance of the agricultural sector in which our fertilizers are used. Any developments affecting the performance of the agricultural sector are likely to affect our business, results of operations and financial condition.**

One of our business vertical i.e. fertilizer business is closely tied to the performance of the agricultural sector, where our fertilizers are used. The demand for our products hinges on factors beyond our control, including the extent of land under cultivation, soil quality, climatic conditions such as rainfall and the sufficiency of the monsoon, availability of water, crop prices, and farmers' access to credit. Additionally, the cropping pattern, which can vary annually for major crops, plays a crucial role in determining the demand for our fertilizers. Any decrease in cultivated land, unfavourable cropping patterns, adverse weather conditions, irregular or insufficient monsoons, or other factors impacting the agricultural sector's performance may have adverse effects on our business, financial results, and overall financial condition.

Further, the market demand for our products is influenced by various factors, including agricultural commodity prices, population growth, shifts in dietary preferences, and changes in planted acreage and fertilizer application rates. A decrease in agricultural commodity prices may lead to a reduction in agricultural production, subsequently impacting the demand for fertilizers and exerting downward pressure on fertilizer prices. Additionally, the adoption of alternative products and techniques, such as genetically modified organisms (organisms with altered genetic material through genetic engineering) designed to enhance crop yields with reduced fertilizer requirements, could contribute to a decline in fertilizer demand and prices. Such trends have the potential to negatively impact our business and financial performance.

- 15. The fertilizer Industry in India operates within a regulatory framework. Any shifts in governmental policies related to the agricultural sector or a decrease in the subsidies and incentives extended to farmers have the potential to negatively impact our business and financial performance.**

We anticipate that the financial capacity of farmers to acquire fertilizers will be influenced by the policies of both state and central governments. For Indian fertilizer companies, including us, government subsidies remain a critical factor impacting business operations. In our Restated Financial Information Statement of Profit and Loss, revenue from operations in which subsidy income constitute of ₹ 1,870.12 Lakh, ₹ 4,384.35 Lakh and ₹ 6,531.62 Lakh from the Government of India on fertilizers, constituting 2.66%, 5.70% and 11.72% in March 31, 2024, March 31, 2023 and March 31, 2022 respectively of revenue from operation.

Consequently, any alterations in government policies related to the agricultural sector, such as reduced government spending in agriculture, modifications to incentives and subsidies for farmers, elimination of freight subsidies, imposition of export restrictions on crops, unfavorable changes in commodity prices, or adjustments to minimum support prices, could potentially impact farmers' ability to invest in fertilizers. Such developments, in turn, may have adverse effects on our business and financial results.

- 16. We may not be successful in implementing our growth strategies, particularly in setting up of a new manufacturing unit to expand its current production capabilities as well as expanding our current product portfolio including, Sulphuric Acid, Linear Alkyl Benzene Sulphonic Acid (LABSA) and Magnesium Sulphate, which could have an adverse effect on our business, financial condition, cash flows and results of operations.**

We intend to allocate a portion of the Net Proceeds for the purchase of Plant & Machinery which is required for part financing for establishment of a new manufacturing unit in SIPCOT (State Industries Promotion Corporation of Tamil Nadu Ltd., Industrial Park) Cuddalore, Tamilnadu. Our Company is currently in the process of expanding its business operations through the establishment of a new manufacturing unit in Southern region of India and as well as expanding its current product portfolio including, Sulphuric Acid, Linear Alkyl Benzene Sulphonic Acid (LABSA) and Magnesium Sulphate. There may be risk and challenges, including but not limited to cost overruns and the escalation of associated expenses. In the event of the expansion program's failure or delay, the company may incur significant losses, potentially impacting its overall performance.

- 17. Presently, we have only manufacturing facility in Umarda in Udaipur. Unplanned slowdowns or shutdowns in our manufacturing facility or underutilization of our manufacturing capacities could have an adverse effect on our business, results of operations and financial condition.**



Presently, our products are exclusively manufactured at our facility in Umarda (Udaipur). Any shutdown of this manufacturing facility would hinder our ability to produce our products for the duration of the closure. Effectively responding to and rectifying disruptions during such events in a timely and cost-effective manner is crucial to avoiding adverse impacts on our business, operational results, and financial condition.

The efficient management of our manufacturing facility is essential, and it is exposed to various operational risks. These risks include workforce productivity, power grid failures, compliance with regulatory requirements, and circumstances beyond our control, such as equipment breakdowns, facility obsolescence, labor disputes, industrial accidents, severe weather conditions, natural disasters, leading to unplanned slowdowns or shutdowns. Significant malfunctions or breakdowns in our machinery may result in substantial repair and maintenance costs, especially for capital-intensive machinery.

Moreover, significant social, political, or economic disruptions, natural calamities, civil disruptions in the region where our manufacturing facility is located, or changes in the policies of the state or local governments may necessitate the suspension of our operations, either temporarily or permanently, incurring significant capital expenditure and requiring a change in our business strategy. Our inability to effectively respond to such events, utilize manufacturing facilities optimally, or adapt to technological changes could have adverse effects on our business, operational results, and financial condition.

18. *We have historically derived a significant portion of our revenues from operations from a limited number of states and any adverse developments in these states could adversely affect our business.*

Historically, a substantial portion of our operational revenues has been derived from states especially from Uttar Pradesh, Punjab and Uttarakhand. These states collectively represented about 89.63%, 75.34% and 66.43% of our revenue from operations for the period ended on March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

Changes in state laws implemented by the governments may have implications for our business. Despite this, our management maintains an optimistic outlook and is committed to expanding our operations nationwide.

19. *One of our subsidiary company namely Udaipur Poly Sacks Limited which is in the same line of business i.e. fertilizer as one of the vertical of our Company.*

At present, Udaipur Poly Sacks Limited is our subsidiary company which is engaged in the business of manufacturing of fertilizers as on the date of filling of Red herring Prospectus. Mr. Ravindra Singh is one of the promoters of our company and he, along with other Directors of IPL have interests in Udaipur Poly Sacks Limited, which is currently involved in fertilizer manufacturing. We cannot assure that conflicts of interest will not arise in the future. There is also a possibility that our directors might engage in business competition with us or enter into ventures which are similar to our business. Such conflicts of interest might have the potential to adversely impact our business, operational results, and financial condition.

20. *We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business and the results of operations.*

As of March 31, 2024, we have ₹ 4,014.92 Lakhs of outstanding debt as per restated financials of the Company. Our level of indebtedness has important consequences to us, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

21. *Failure to successfully implement our business strategies may materially and adversely affect our business, prospects, financial condition and results of operations.*

We aim to implement our business strategies to ensure future business growth, which may be subject to various risks and uncertainties, including but not limited to the following:

- Failure to maintain our competitive edge due to cost overruns or failure to execute our work order in a timely manner or according to quality specifications.

- intensified competition, delayed payments or non-payments by our clients and associated litigation or arbitration proceedings and inability to enforce escalation clauses in our contracts.
- inability to make an efficient use of or improve our execution system or fail to maintain or operate our equipment bank, IT/ERP systems and centralized procurement system in an effective and efficient manner.
- lack of ability to properly manage financing resources and unavailability of funds at affordable costs or maintain financial discipline.
- adverse changes in applicable laws, regulations or policies or political or business environments.
- inability to diversify across states or into different business segments.
- lack of ability to recruit or retain skilled employees.
- Failure to manage our expansion of our product grades effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations or track the changing preferences of our customers and other stakeholders.
- increases in costs of raw materials, fuel, labour and equipment and adverse movements in interest rates and foreign exchange rates.
- Corrupt Practices of Fraud or improper conduct

Implementation of our strategies especially Backward Integration may be subject to a number of risks and uncertainties including the ones mentioned above, some of which are beyond our control. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients. In order to manage growth effectively, we must implement and improve operational systems, procedures and controls on a timely basis, which, as we grow and diversify, we may not be able to implement, manage or execute efficiently and in a timely manner or at all, which could result in delays, increased costs and diminished quality and may adversely affect our results of operations and our reputation. Any failure or delay in the implementation of any of our strategies may have a material adverse effect on our business, prospects, financial condition and results of operations.

22. *The improper handling, transportation, processing or storage of raw materials or products, along with spoilage or damage to these materials, as well as the possibility of actual or perceived contamination in our products, may expose us to regulatory and legal consequences. Such incidents have the potential to harm our reputation and negatively impact our business, operational results, and financial condition.*

The products, we manufacture or process are exposed to risks such as contamination, adulteration, and tampering during manufacturing, transportation, or storage. To address the risks associated with potential damage to our raw materials and finished products during transit, we maintain comprehensive insurance coverage. Additionally, we confront inherent business risks related to potential product liability or recall claims should our products fail to meet required quality standards or be alleged to cause harm to consumers.

Any defects in our products or claims from customers could negatively impact our brand's value, leading to a potential decline in sales. Furthermore, our business heavily relies on the trust customers place in the quality of our products. There is a risk of legal proceedings and product liability claims from various entities, including customers, end-users, and government agencies, for reasons such as defective or contaminated products.

In the event of a product recall or involvement in a product liability case, significant expenses may be incurred in litigation. There is no assurance that we will not encounter product recalls or product liability losses in the future. The occurrence of a product recall, product liability claim, or adverse regulatory action has the potential to adversely affect our reputation, brand image, and result in substantial costs, impacting our business, operational results, and financial condition.

23. *We are dependent on third party transportation and logistics service providers. Any increase in the charges of these entities or unavailability of transportation services for our products or transportation strikes could adversely affect our business, results of operations and financial conditions.*

Our company relies on external transportation and logistics providers for the procurement of raw materials and the delivery of finished products to storage units. We do not have long-term contracts with these providers and engage their services as needed. Any disruption in logistics could impact our ability to obtain raw materials and deliver products on time, significantly affecting our business, financial health, and operational results. We face the risk of increased freight costs, which fluctuate with oil and gas prices. Failure to offset these cost increases through product price adjustments.



Additionally, the unavailability of transportation services due to weather-related issues, strikes, lockouts, road infrastructure inadequacies, or other events could hinder our ability to timely procure raw materials and deliver products. While our business has not faced such disruptions in the past, any future unavailability of transportation due to these reasons may significantly and negatively impact our business, financial position, and operational outcomes.

24. *Our Company is in use of trademark, which is under “Objected” Status under the Trademarks Act, 1999 as on date of Red Herring Prospectus. Thus, we may be subject to claims alleging breach of third-party intellectual property rights.*



The logo, which we are using for our business, has been applied for registration under class 1 under the provisions of the Trademarks Act, 1999, the current status of which is “Objected”. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the said trademark and the logo in future or that, third parties who have filed objection will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

For further information please refer “*Intellectual Properties*” under chapter titled “*Business Overview*” beginning from page no. 142 of this Red Herring Prospectus.

25. *Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.*

As a manufacturing entity, a significant portion of our assets is consistently allocated to inventory, comprising both raw materials and finished products. Maintaining an adequate stock of raw materials is crucial for our operations, acting as a safeguard against potential supply disruptions. Failing to efficiently manage our inventory in response to market changes can negatively impact our financial condition and may result in material loss, escalating operational costs.

If we overestimate our raw material needs compared to the demand for our products, it can lead to wastage and increased operating expenses, limiting our ability to serve customers promptly and cost-effectively. Such miscalculations may also heighten our production costs, impacting overall profitability. Conversely, underestimating raw material requirements can hinder our capacity to manufacture products promptly and cost-effectively, potentially leading to a loss of business opportunities and customer service delays. This oversight may also prevent us from acquiring raw materials at favorable costs, increasing operational expenses and negatively affecting our working capital needs.

Moreover, any delays or issues in dispatching finished products, unexpected delivery delays, improper maintenance, or damage can result in the loss of inventory, adversely impacting our production cycle, overall operational results, and financial condition. In essence, effective inventory management is critical to mitigating risks, optimizing costs, and ensuring a smooth production and delivery process.

26. *Non availability or shortage of electricity, fuel, or water could negatively impact our manufacturing operations, potentially causing adverse effects on our business, operational outcomes, and financial status.*

Our manufacturing operations rely on a consistent and substantial supply of electricity, fuel, and water. Any inadequacy or unavailability of these resources could have detrimental effects on our operations. The production processes for specific products and the storage of certain raw materials and products, particularly those requiring controlled temperatures, demand significant power.

Presently, we acquire our water from Government of India, Ministry of Jal Shakti, Department of water Resources, river department & Ganga Rejuvenation, Central Ground Water Authority. The requirement of power for our operations is met through Ajmer Vidyut Vitran Nigam Limited (AVVNL). While we have diesel/furnace oil

generators for emergencies at certain facilities, there is no assurance that our facilities will remain operational during power failures.

Failure to secure alternative sources of electricity, fuel, or water in a timely manner and at a reasonable cost could adversely impact our business, operational outcomes, and financial condition.

27. *Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins.*

In past, Our Company has entered into various transactions with our Directors, Promoters, Promoter Group and group Companies. These transactions, inter-alia includes unsecured loans, remuneration, and Commission. Our Company has entered into such transactions in ordinary course of business. However, there is no assurance that we could not have obtained better and more favourable terms than from transaction with related parties. However, we believe that all our related party transactions are at arm's length basis and in compliance with the Companies Act, 2013, rules made thereunder and any other laws applicable, if any. Our company may continue to enter into such transactions in future and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, under the provisions of Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer "*Annexure-IX Related Party Transactions*" under the chapter titled "*Restated Financial Information*" beginning from page 211 of this Red Herring Prospectus:

28. *Resistance from farmers to crop protection chemicals and the inappropriate application of our products from farmers may adversely affect our business, financial condition and results of operations.*

Some crop protection chemical products, which may include some of our products, are facing increasing resistance from certain groups because of concerns over their alleged effects on food safety and the environment. These groups attempt to influence and try to restrict the use of crop protection chemical products in their jurisdictions. Further, there can be no assurance that such resistance would not continue to spread in the future and any future resistance could adversely affect our business, financial condition and results of operation. It is imperative that the farmers are educated with the latest information on crop management, such as the appropriate kind of pesticide, its dosage and quantity and the frequency of its application, in order to apply pesticides, including our products, appropriately and effectively for a better and quality yield. Although majority of our packaging contains information about the optimum dosage and usage method, lack of education and awareness among farmers may lead to an inappropriate application of our products, which could result in crop damage, and other serious consequences. There can be no assurance that incidents involving inappropriate use of our products will not occur in the future, or that farmers will be adequately educated on the safe use of our products.

Any inappropriate application of our products could result in a potential consumer dispute and adversely affect our brand image, prospects, business, financial condition and results of operations.

29. *Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process such as the breakdown or failure of equipment, industrial accidents, severe weather conditions and natural disasters.*

As on the date of Red Herring Prospectus, we operate from our manufacturing facilities located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur. Further, we are expanding our operations by setting up a new manufacturing facility in Maharashtra for production of SSP fertilizer and in Tamil Nadu to set up manufacturing plant of Sulphuric Acid, LABSA 90% and Magnesium Sulphate respectively. Our business is dependent upon our ability to manage our operations which involves manufacturing, storage and transportation, which are subject to various operating risks, including planned shutdowns of our manufacturing facility for maintenance, statutory inspections and testing and those beyond our control, such as the breakdown or failure of equipment, industrial accidents, severe weather conditions, and natural disasters. Any significant malfunction or breakdown or occurrence of any accident involving any of our machinery, our equipment, our laboratories, our automation systems, our IT systems or any other part of our manufacturing operations or systems (together, our "Manufacturing Assets") may entail significant repair and maintenance costs, cause delays, suspension or full or partial shutdown of our operations. If we are unable to repair or rectify our Manufacturing Assets in a timely manner or at all which could have an adverse effect on our business, financial condition and results of operations. The details of the Repair and Maintenance cost for the period ended March 31, 2024 and for the last three financial years is provided below:



(₹ in Lakhs)

Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Repairs & Maintenance	471.97	721.57	345.81
Total Other Expenses	3,640.77	4,871.78	5,113.96
% of Total Expenses	12.96 %	14.81 %	6.76 %

Although we have not experienced any disruptions other than normal repair and maintenance at our manufacturing facilities in the past, we cannot assure you that we will not experience any disruptions in our operations in the future that could result in liabilities, or adversely affect our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our business, results of operations and financial condition.

30. Our business is subject to seasonal and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.

One of our business vertical i.e. fertilizer which is sensitive to weather conditions and events such as droughts, floods, cyclones, and natural disasters, as well as pest infestations. These factors significantly impact our operations, especially in agricultural regions where our products are used. Adverse weather, particularly droughts, can lead to lower crop plantings and reduced demand for our fertilizer. Weather variations also affect planting timing and pest levels, influencing our sales volume and product mix. Concerns over climate change may lead to stricter regulations, potentially increasing our operational costs.

Additionally, our fertilizer sales in India are seasonal, peaking during the monsoon-dependent crop seasons. While we maintain year-round production, unexpected demand fluctuations can lead to inventory imbalances, impacting sales and profitability. Seasonal variability in our business can change yearly, making quarterly results unreliable indicators of future performance.

31. There are certain delay and discrepancies noticed in our statutory records and/or records relating to filing of returns and statutory expenses with the concerned Registrar of Companies.

In the past, our corporate records have experienced delays in filing of statutory e-forms to the Registrar of Companies (RoC). Instances of such delays necessitated subsequent filings, accompanied by the payment of additional fees as mandated by the RoC.

As of the present, our company has not received any show cause notices related to these instances, and no regulatory authority has imposed penalties or fines. However, it cannot be guaranteed that similar instances will not occur in the future, and our company may encounter further delays or defaults in meeting reporting requirements, potentially resulting in penalties or fines imposed by regulatory authorities. Details of delayed filing of e-forms in last ten years are as follows:

Particulars	Due date	Filing dated	No. of Days Delayed
MGT-7 (2017-2018)	27-10-2018	24-12-2018	58
MGT-7 (2016-2017)	27-11-2017	26-02-2018	91
MGT-7 (2015-2016)	10-11-2016	06-03-2017	116
AOC-4 XBRL (2021-2022)	29-10-2022	14-12-2022	46
AOC-4 XBRL (2017-2018)	27-09-2018	31-12-2018	95
AOC-4 XBRL (2016-2017)	28-10-2017	08-01-2018	72
AOC-4 XBRL (2015-2016)	11-10-2016	06-03-2017	146
ADT-1	14-10-2022	28-10-2022	14
ADT-1	12-09-2018	05-02-2019	146
ADT-1	10-08-2018	22-10-2018	73
MGT-14 approval of Board Report and Financial Statement for Financial Year 2020-2021	02-12-2021	29-12-2021	27
MGT-14-For appointment of Secretarial Auditor	22-09-2019	19-11-2019	58



CRA-4	30-12-2021	06-01-2022	7
MGT-14-For appointment of Internal Auditor	02-01-2020	11-02-2020	40
MGT-14- for Borrowing Limit Increase	27-01-2023	10-04-2023	73
MGT-14- for alteration of Memorandum of association	27-01-2023	21-04-2023	84
MGT-14- Approval for availing the sanctioned Working Capital Limit from Indian Overseas Bank	04-08-2022	12-06-2023	312
MGT-14- Approval for availing the sanctioned Working Capital Limit from Punjab National Bank	23-04-2023	10-06-2023	48
Form 25C- Designation changed to Whole Time Director for 3 Years of Ravindra Singh and Devendra Singh	29-12-2011	12-03-2014	804
Form 23- Designation changed to Whole Time Director for 3 Years of Ravindra Singh and Devendra Singh	30-10-2011	28-02-2014	852
MR-1-Re-appointment or as Whole Time Director w.e.f. 01.10.2014 for 3 years of: 1. Pritam Singh 2. Ravindra Singh 3. Devendra Singh	27-10-2014	28-07-2015	274
MR-1-Reappointment as Whole Time Director w.e.f. 01.10.2017 for 3 years of Mr. Ravindra Singh	12-10-2017	03-04-2018	173
MGT-14- Reappointment as Whole Time Director w.e.f. 01.10.2017 for 3 years of Mr. Ravindra Singh	12-09-2017	02-04-2018	202
DIR-12-Appointed as regular Director- Independent (Non-Executive)-Rohit Paragbhai Parmar	27-09-2018	11-11-2019	410
MGT-14-Terms revised as WTD (Salary revised) on 30.09.2022 of Mr. Ravindra Singh	29-10-2022	28-12-2022	60
DIR-12-Appointment of Company Secretary	30-08-2023	05-09-2023	6

32. Some of our corporate records are not traceable. Non availability of such records may result in regulatory actions against our Company by regulatory or statutory authorities, which may an adverse impact on our financial condition and reputation.

Some of our corporate records are currently untraceable, which could potentially lead to regulatory actions by authorities. In the absence of share transfer deed in company's records, the details of the shares transfer made between the following shareholders:

Date of transfer	Transferor Name	Transferee Name	No. of shares transfer
20-11-2003	Mrs. Deeksha Arora	Mrs. Surjeet Arora	100
20-11-2003	Mrs. Deeksha Arora	Mr. Devendra Singh	900
20-11-2003	Mr. Vinod Kumar Gadiya	Mr. Prithipal Singh	10
20-11-2003	Mr. Naresh Kumar Gadiya	Mrs. Dimple Singh	10
20-11-2003	Mr. Vikas Vora	Mr. Mahesh Mandawat	10
20-11-2003	Mrs. Pratibha Gadiya	Mr. Gagan Deep Chadda	10
20-11-2003	Mrs. Alka Gadiya	Mr. Chirag Nagpal	10
20-11-2003	Mr. Rajendra Kumar Porwal	Mr. Pritam Singh	10
20-11-2003	Mrs. Sudha v Gadia	Mr. Manish Murdia	10

Share transfer deeds for the abovesaid transfers are not available with us alternatively, we have relied on our statutory register of members, register of transfer, Share Certificate and Annual Return.

Accordingly, reliance has been placed on the ROC search certificate dated March 27, 2024 prepared by M/s Mohit Vanawat and Associates ("ROC Search Report") for the disclosures included in this Red Herring Prospectus.

While information in relation to corporate actions has been disclosed in the section “*Capital Structure*” on page 74, based on the available records including the RoC Search Report, resolutions of our Board, minutes of the meetings of our Board and share transfer deeds, to the extent available, we may not be able to furnish any further document evidencing such allotments and/or transfers. We cannot assure you that the abovementioned corporate records will be available in the future. We have not undertaken any compounding actions in respect of the aforesaid missing records and discrepancies in corporate secretarial records.

While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to untraceable secretarial and other corporate records and documents as of the date of this Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

33. *Non-availability/Absence of some historical record including forms filed with Registrar of Companies.*

Our Company was incorporated on December 14, 1998 and we have been unable to trace the following corporate records in our historical records:

- Form-5 filed with the Registrar of Companies in relation to each of the event for Increase in Authorised Share Capital made by our Company prior to Financial year 2004-05, along with the relevant attachments including approvals obtained from the statutory authorities, where applicable;
- Form-32 filed with the Registrar of Companies in relation to Resignation of Mr. Razak D. Dhanani, Mr. Sajid R. Dhanani, Mr. Kayum R. Dhanani and Ms. Anisha R. Dhanani, Mr. Arshad Memon as Additional Director/Director, appointed on January 05, 2004, along with the relevant attachments including approvals obtained from the statutory authorities, where applicable.
- Form 25C and Form 23 filed with the Registrar of Companies in relation to Re-Appointment of Mrs. Mamta Arora as Whole Time Director after the expire of term of 3 years w.e.f April 01, 2002.
- Form 32 filed with the Registrar of Companies in relation to Regularised of Mamta Arora as Director after appointed as additional director on June 21, 2011.
- Form-32 filed with the Registrar of Companies in relation to appointment/regularisation of the Director prior to Financial year 2004-05, along with the relevant attachments including approvals obtained from the statutory authorities, where applicable.

These documents are important for understanding certain transactions or actions. We have used information and confirmations from our company about these missing records. We have also checked other available records like meeting minutes, member registers, and transfer registers and other Statutory register to make sure we are giving correct details. We have also registered a First Information Report (FIR) with the appropriate authorities, highlighting the absence of documents and seeking assistance in the resolution of this matter.

We recommend that potential investors consider this information, along with everything else in the Red Herring prospectus, before deciding to invest.

While no legal proceedings or regulatory action has been initiated against our Company in relation to the unavailable filings as of the date of this Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the missing filings and corporate records.

34. *Reliance has been placed on declarations and affidavits furnished by certain of our promoters and director for details of their profiles included in this Red Herring Prospectus.*

Our Promoter, Mr. Ravindra Singh and Mrs. Mamta Arora have been unable to trace copies of certain documents pertaining to their educational qualifications for which we have taken affidavit for the same. Accordingly, reliance has been placed on undertakings and affidavits furnished by them to disclose details of their educational qualifications in this Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the educational qualifications of our Promoter and Director of this Red Herring Prospectus are complete, true and accurate.

35. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have secured outstanding debt of ₹ 4,014.92 Lakhs as on March 31, 2024 and we have secured our lenders by creating charge over our movable and immovable properties. In the event we default in repayment of the loans



availed by us and any interest thereof, our properties may be forfeited by lenders. It may have a material adverse effect on the business, cash flows and financial condition of our company. For further information on the financing and loan agreements along with the total amounts outstanding, please refer to section titled “Restated Standalone Financial Information” on page 211 of this Red Herring Prospectus.

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

Our Promoter, members of promoter group have provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked by promoter, members of Promoter group or third party, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities.

We may not be successful in procuring alternative properties/guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

37. *Our success depends largely on the skill, experience and continued efforts of our Key managerial personnel & senior management personnel, skilled professionals and unskilled workers and our ability to attract and retain skilled and unskilled personnel.*

Our company heavily relies on the expertise, experience, and ongoing contributions of our Key managerial personnel & senior management personnel. The success of our operations is intricately tied to our ability to attract and retain a skilled workforce, particularly individuals like project managers, engineers, and other skilled workers. Ravindra Singh, our Chairman cum Managing Director, holds over two decades of experience in the Fertiliser & Chemical industry and has played a pivotal role in our business's development, contributing technical expertise, industry knowledge, and valuable customer relationships.

Our management team, consisting of qualified and experienced professionals from diverse sectors, plays a crucial role in business development and acquiring new projects. Any potential inability of these key individuals to fulfill their responsibilities could lead to a loss of business opportunities. The departure of our senior management or challenges in recruiting, training, and retaining skilled professionals could significantly impact our operations and profitability.

Competition for top-tier talent in our industry, particularly in Udaipur, Rajasthan, where our registered office is located, is fierce. Despite the growth in the Indian Chemical industry, attracting and retaining skilled professionals and staff remains a challenge. The increased demand for skilled workers in the Chemical and Fertilizer sector could result in a scenario where we lose talent to competitors offering higher wages or are compelled to increase our employee compensation.

If we encounter difficulties in hiring or retaining skilled professionals and workers, it could impair our ability to bid for and execute new projects, hindering the expansion of our business and potentially leading to a decline in revenues. The departure of senior management personnel or skilled professionals could have adverse effects on our business, prospects, financial condition, and operational results.

38. *We operate in a highly competitive environment, and any failure to compete effectively may have adverse effects on our business, prospects, financial condition, and operational results.*

We operate in a highly competitive industry where intense price competition for project acquisition and bidding is commonplace. The nature and size of projects, as well as the geographical region, significantly influence the competitive landscape. Our competition spans both national and local levels, involving major chemical companies operating across various segments. While factors like service quality, technological capabilities, health and safety records, reputation, and experience are crucial in client decision-making, price often plays a predominant role in contract awards. Consequently, we may find ourselves compelled to bid more aggressively than initially anticipated and accept terms and conditions that may not be favorable.

In the event of not securing new projects, our ability to increase or maintain business volume and revenues may be compromised. The dynamics of competition may force us to compete against larger competitors with stronger financial resources, more experienced management teams, and advanced engineering capabilities, potentially impacting our market position. New entrants, driven by the emphasis on experience, may accept lower margins to secure contracts, affecting overall industry margins.

Decisions to abstain from participating in certain projects due to financial viability concerns can also influence our competitiveness for future contracts. There is no assurance that we can consistently compete effectively with current or future competitors. Failure to do so may adversely impact our business, operational results, and financial condition. The competitive landscape may exert downward pressure on contract prices and profit margins, exposing us to non-customary contractual terms and conditions that elevate the risk of losses on such contracts. Continuous intense competition in these markets poses significant challenges, impacting our ability to sustain growth and maintain acceptable profit margins. If we cannot effectively address these competitive challenges, the risk of losing market share to competitors and experiencing an overall reduction in profits becomes a concern.

39. *We are subject to risks associated with expansion into new geographic regions.*

Continuously, we have expanded our geographical presence to meet the growing demand for our products. To facilitate our market presence in southern and western region, we've acquired Plot in Tamilnadu and land at Maharashtra.

These include navigating unfamiliar cultural, legal, and economic landscapes, overcoming language barriers, addressing staffing and operational management complexities, and establishing brand recognition in these regions. The inherent risks in entering new markets and expanding operations may exceed our initial expectations, and we may encounter intense competition in these regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation;
- exposure to expropriation or other government actions; and
- political, economic and social instability.

Expanding into new geographical territories exposes us to additional risks associated with initiating and sustaining operations. These risks encompass potential liabilities, and there exists the possibility of losing some or all of our investment in these regions. Such outcomes could adversely impact our business, financial condition, and operational results.

40. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and declaration of dividend will depend upon financial performance of our Company at the time of declaration. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements (if any) in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the chapter titled "Dividend Policy" on page 210 of this Red Herring Prospectus.

41. *In addition to normal remuneration, other benefits, and reimbursement of expenses to our Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities. Our Company in future may enter in related party transactions subject to necessary compliances.*

The Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel have a vested interest in our company commensurate with their shareholding and entitlement to dividends. In addition to standard remuneration, benefits, and expense reimbursements, their interest extends to transactions between our company and themselves, as well as transactions involving our Group Company/Entity. All prior related-party transactions adhered to the principle of an arm's length basis, complying with the stipulations of the Companies Act, 2013, and other relevant provisions. It is anticipated that future transactions involving our company, promoters, and group companies may or may not be conducted at arm's length prices and within the ordinary course of business. Any deviation from this



norm in future transactions could impact our financial position. The company may engage in related-party transactions in the future, provided all necessary compliances are met in accordance with relevant laws, rules, and regulations. For specific details on transactions over the past three years with the Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel and Group Companies/Entities, please refer to the "Annexure IX– Related Party Transaction" in the section titled "Restated Standalone Financial Information," starting on Page No. 211 of this Red Herring Prospectus.

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

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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Mr. Ravindra Singh	14344700	1.05
2.	Mrs. Mamta Arora	1829770	1.49
3.	Mr. Rushil Arora	1005737	0.00

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

Post this issue, our Promoter and Promoter Group will collectively own 72.77% of our post-issue equity share capital. As a result, our Promoter, along with the members of the Promoter Group, will maintain a substantial level of influence over the company. They will be able to control decisions that require a majority shareholder vote, including the election of board members, in accordance with the Companies Act, 2013, and our Articles of Association. This concentration of ownership might also result in delaying, preventing, or deterring any potential change in control of our company.

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

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

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

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

We intend to use substantial portion of the Net Issue Proceeds towards meeting the working capital requirement. We intend to deploy the Net Issue Proceeds in financial year 2025-2026 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” on page 89 of this Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled “Objects of the Issue” on page 89 of this Red Herring Prospectus, the Management will have significant flexibility in applying the



proceeds received by our Company from the Issue, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Issue.

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

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter titled “*Objects of The Issue*” on Page no. 89 of this Red Herring Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may adversely affect our revenues and results of operations.

47. *We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.*

As on March 31, 2024, we have not made any alternate arrangements for our Objects of the Issue therefore our growth plans and profitability are susceptible to negative impacts in the event of any failure or delay in mobilizing the necessary resources or if there is a shortfall in the proceeds generated from the issue. Such delays or shortfalls could lead to a lack of funds or necessitate borrowing under unfavorable conditions, both of which have the potential to disrupt our business operations and financial performance. It's important to note that the deployment of the funds obtained through the issue will be solely at the discretion of the management. Any adjustments to the estimates may require a rescheduling of our projected expenses, influencing anticipated revenues and earnings.

For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 89 of this Red Herring Prospectus.

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

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

49. *If we fail to convert existing customers into repeat customers or to acquire new customers, our business, financial condition, and results of operations would be harmed.*

Our business continuity and profitability is dependent on ensuring that our existing dealer base is converted to repeat dealers and simultaneously we continue to add new dealers. This is mainly dependent on our products, brand value, goodwill, quality of products, price point, promotions, marketing, word of mouth and various other factors. It is imperative for our business to ensure that we have repeat customers and also reach out to new customers and distributors. We cannot ensure that steps taken by us for our business and the brand will attract repeat customers or new customers. Our failure to achieve this will have an impact on our business, profitability and results of operations

50. *Certain data mentioned in this Red Herring Prospectus has not been independently verified.*

None of the Company, the BRLMs or any other person connected with the Issue has independently verified the third party statistical and financial data in this Red Herring Prospectus which has been sourced from various public and private publications. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates. There is no assurance that such information obtained from third party sources and publications will be current or reflect current trends. Further, such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.



51. Our company has encountered challenges in meeting the designated timelines for filing statutory returns, a circumstance that carries significant implications for our financial standing.

There have been delays in filing GST Returns and EPF returns by our Company, as mentioned in below table, which have all been paid as on the date of this Red Herring Prospectus.

GST returns:

(Amount in Lakhs)

FINANCIAL YEAR	RETURN TYPE	TOTAL NUMBER OF ESTABLISHMENTS	ESTABLISHMENTS WITH DELAYED FILINGS
2023-2024	GSTR 3B	13	0
2022-2023	GSTR 3B	9	1
2021-2022	GSTR 3B	8	6
2020-2021	GSTR 3B	7	1
2019-2020	GSTR 3B	6	2
2018-2019	GSTR 3B	6	3
2017-2018	GSTR 3B	5	3

EPF Returns:

FINANCIAL YEAR	TOTAL AMOUNT OF ALL ESTABLISHMENTS PAID	TOTAL NUMBER OF ESTABLISHMENTS	ESTABLISHMENTS WITH DELAYED FILINGS
2024-2025	0.02	1	0
2023-2024	0.15	1	1
2022-2023	0.12	1	1
2021-2022	0.08	1	1
2020-2021	0.06	1	1
2019-2020	0.06	1	1
2018-2019	0.05	1	1
2017-2018	0.04	1	1
2016-2017	0.02	1	1

EXTERNAL RISK FACTORS

1. Our business and operations are based in India, exposing us to various economic, political, and market conditions in the country. These factors are often outside our control and can significantly impact our business environment.

The Indian economy and capital markets are subject to the influence of economic, political, and market conditions both within India and globally. As we are incorporated in India, with nearly all of our business operations and personnel located in the country, our performance is inherently tied to various macroeconomic and demographic factors in India, many of which are beyond our control. Factors that have the potential to negatively impact the Indian economy, and consequently our operational results, may include:

Our business is intricately connected to the macroeconomic landscape, and various factors beyond our control may impact our operations. These include:

- Changes in Indian interest rates or inflation rates can significantly influence our business environment.
- Exchange rate fluctuations, currency controls, and restrictions on currency conversion or repatriation can affect our financial stability.



- Any scarcity of credit or financing in India may adversely impact economic conditions and our ability to secure financing for expansions.
- Prevailing income conditions among Indian consumers and corporates can impact our business.
- Volatility and trends in trading activity on India's principal stock exchanges can influence our operations.
- Changes in India's tax, trade, fiscal, or monetary policies can have wide-ranging effects on our business.
- Political instability, terrorism, military conflicts, or natural disasters in India or neighboring countries can disrupt operations.
- Epidemics, pandemics, or public health issues, such as the COVID-19 pandemic, can impact our operations and business environment.
- Regional or global economic conditions, especially in India's principal export markets, may affect our business.
- Any downgrading of India's debt rating by domestic or international rating agencies can impact our financial standing.

Specifically, our total income and profitability are linked to consumer discretionary spending in India, influenced by economic conditions, salaries, employment levels, and consumer confidence. Economic downturns, prolonged slowdowns, worsening economic conditions, increased unemployment, rising interest rates, or industry-wide cost pressures could impact consumer behaviour and spending, leading to a decline in our total income and profitability.

While our results may not precisely mirror India's economic growth, the overall performance of the Indian economy shapes the context in which we operate. Any slowdown, real or perceived, in the Indian economy or specific sectors could adversely affect our business, results, financial condition, cash flows, and the price of our Equity Shares.

2. *An outbreak of Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest, and similar occurrences. These events have the potential to materially and adversely affect the business operations.*

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighbouring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

3. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign debt has been rated as Baa3 with a "stable" outlook by Moody's in March 2023, BBB-with a



“stable” outlook by Fitch in May 2023. Any further adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India’s credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business, cash flows and financial performance and the price of the Equity Shares.

4. *Changes in the taxation system in India could adversely affect our business.*

Our business and financial condition are susceptible to adverse effects stemming from alterations in the extensive tax regime imposed by central and state governments in India. The tax structure encompasses various levies such as income tax, turnover tax, goods and service tax (GST), stamp duty, and additional taxes introduced periodically. Interpretation of local tax laws, regulations, and the use of estimates regarding future operations pose challenges in determining our tax liability.

Significant tax reforms, including the Goods and Services Tax (GST) and the General Anti-Avoidance Rules (GAAR), have been implemented by the Government of India (GoI). The GST replaced multiple indirect taxes on goods and services, while GAAR aims to prevent tax avoidance. The newness of these regulations and their subjective interpretation introduce uncertainties.

Recent tax measures proposed in Finance Bill 2022 and Union Budget for Fiscal 2023, such as explaining sources of cash credits and introducing a 30% tax on income from virtual digital assets, could impact our business. The potential effects of these proposed measures on our customers, financial institution partners, and our industry are uncertain.

Companies operating in India may opt for different tax strategies, choosing deductions or exemptions or paying the higher corporate tax rate. Amendments in the Finance Act 2020 and subsequent Finance Acts, such as changes to the direct and indirect tax regime, have introduced complexities, including a simplified alternate direct tax regime and modifications to dividend distribution tax (DDT).

The unpredictability of future tax laws and regulations makes it challenging to anticipate their nature and impact on our business, financial condition, results of operations, and cash flows. Investors are advised to seek guidance from their tax advisors regarding the implications of investing in our Equity Shares. We cannot predict the enactment of tax laws or regulations or their potential material adverse effects on our business.

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

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

6. *A potential scenario of rising inflation in India poses a challenge to our ability to adjust the prices of our products proportionally, thereby impacting our profit margins.*

In recent years, inflation rates in India have demonstrated volatility, a trend that may persist in the future. India has grappled with periods of elevated inflation, which, in turn, could lead to increased interest rates and heightened costs for our business, encompassing transportation, wages, raw materials, and other relevant expenses.

The fluctuating nature of inflation rates adds complexity to our cost estimation and control processes. Managing our costs becomes more challenging with heightened inflationary trends, potentially affecting our ability to accurately predict and control expenses. The consequence of such a scenario is that we may encounter difficulty passing on increased costs entirely or partially to our customers, thus adversely impacting our business and financial health.



Specifically, the challenge lies in the potential inability to offset cost increases with corresponding price adjustments for our products. This inability to align costs and prices may adversely affect our overall business, operational results, cash flows, and financial standing. It is noteworthy that the government has previously taken economic measures to counter high inflation rates. However, the effectiveness of such measures in the future remains uncertain.

Furthermore, uncertainties surround the trajectory of Indian inflation levels, and there is no guarantee that measures to curb inflation will be consistently effective. The potential exacerbation of inflation in the future adds an element of unpredictability to our operating environment, emphasizing the need for prudent risk management practices.

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

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

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

Our operations are subject to various Central and State environmental laws and regulations relating to the control of pollution in the various locations in India where we operate. In particular, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liability to the Government and third parties, and may result in our incurring costs to remedy such discharge or emissions. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of operations, or a material increase in the costs of operations, or otherwise have a material adverse effect on the financial condition and results of our operations. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on us or result in the need for additional investment in pollution control equipment, either of which could adversely affect our business, financial condition or prospects. While as of the date of this Red Herring Prospectus, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business. Such legal proceedings could divert management time and attention and consume financial resources or cause delays in the delivery of the order. No assurance can be given that we will be successful in all, or any, of such proceedings.

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

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

10. *We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.*

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

11. *Holder 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.*

A public company 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 the 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. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. 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 the Equity Shares, your proportional interests in our Company would be diluted.

12. *The requirements of being a publicly listed company may strain our resources.*

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we 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 our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

Any further issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute your shareholding. We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the 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.

13. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.*

After the completion of the Offer, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

PROMINENT NOTES

1. Public Issue of 68,04,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "Issue Price") aggregating to ₹ [●] lakhs ("the issue").



2. The Post Bonus Net Asset Value per Equity Share of our Company as per the Restated Financials for the financial year ended on March 31, 2024, 2023 and 2022 is ₹ 44.54, ₹ 37.13 and ₹ 28.00 per Equity Share, respectively.
3. The net worth of our Company as per Restated Standalone Financials as of March 31, 2024 is ₹ 8,099.12 Lakhs. Average cost of acquisition of equity shares by our promoter is as follows:

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Mr. Ravindra Singh	1,43,44,700	1.05
2.	Mrs. Mamta Arora	18,29,770	1.49
3.	Mr. Rushil Arora	10,05,737	0.00

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

For further details, please refer to chapter titled “Capital Structure” beginning on page no. 74 of this Red Herring Prospectus.

4. There has been no change of name of our Company at any time since Incorporation.
5. There has been no financing arrangement whereby our directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Red Herring Prospectus.
6. Except as stated under the chapter titled “Capital Structure” beginning on page no 74 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
7. Except as disclosed in the chapters titled “Capital Structure”, “Our Promoter and Promoter Group”, “Information with respect to Group Companies/entities” and “Our Management” beginning on page no. 74, 205, 247 and 186 respectively of this Red Herring Prospectus, none of our Promoter, Directors or Key Managerial Personnel has any interest in our Company.
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
9. Investors are advised to refer to the chapter titled “Basis for Issue Price” beginning on page 107 of the Red Herring Prospectus.
10. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled “General Information” beginning on page 61 of this Red Herring Prospectus.

All grievances in relation to the application through ASBA process or UPI Mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form/UPI, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.



SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Red Herring Prospectus:

Particulars	Details
Equity Shares Issued*	Issue of 6804000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which:	
Reserved for Market Makers	373200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Net Issue to the Public	6430800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which	
Allocation to Qualified Institutional Buyers	Not more than 3214800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which:	
(i) Anchor Investor Portion ⁽³⁾	Not more than 1928400 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Not more than 1286400 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which:	
(a) Available for allocation to Mutual Funds	Not less than 64800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Not more than 1221600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Non-Institutional Investors	Not less than 964800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Retail Individual Investors	Not less than 2251200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Equity Shares outstanding prior to the Issue	18185609 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	24989609 Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 89 of this Red Herring Prospectus for information on use of Issue Proceeds.

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

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated February 13, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on February 21, 2024.
- (3) Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 Mutual Funds, subject to valid Bids being received from 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 Net 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, including Mutual Funds, subject to valid Bids being received at or above the Issue 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 Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see “*Issue Procedure*” beginning on page 272.

- (4) Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Issue will be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount (“ASBA”) process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see “*Issue Procedure*” on page 272.
- (5) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- (6) In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh offer by the Issuer.
- (7) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.



SUMMARY OF FINANCIAL INFORMATION

ANNEXURE-I

RESTATED STANDALONE STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹in Lakhs)

	Particulars	Note	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	1,818.56	271.43	271.43
	(b) Reserves and surplus	I.2	6,280.56	6,480.37	4,820.84
	2. non-current liabilities				
	(a) Long-term borrowings	I.3	131.58	317.00	250.91
	(b) Other Non-current liabilities		-	-	-
	(c) Deferred tax liabilities	I.4	128.43	89.43	60.12
	(e) Long-term provisions	I.5	30.44	21.44	19.63
	3. Current liabilities				
	(a) Short-term borrowings	I.6	3,883.34	1,218.48	1,579.67
	(b) Trade payables	I.7			
	i) Due to MSME		37.86	58.86	735.52
	ii) Due to Others		2,879.47	7,000.03	478.26
	(c) Other current liabilities	I.8	632.69	1,146.92	1,511.05
	(d) Short-term provisions	I.9	518.64	803.51	1,062.51
	TOTAL		16,341.56	17,407.45	10,789.93
II.	ASSETS				
	1. Non-current assets				
	(a) Property Plant & Equipments and Intangible Assets				
	(i) Property Plant & Equipments	I.10	2,355.86	1,919.33	837.47
	(ii) Capital work-in-progress		429.67	17.72	325.08
	(b) Non-current investments	I.11	819.06	0.06	0.06
	(c) Long-term loans and advances	I.12	303.07	248.89	371.36
	(d) Other Non Current Assets	I.13	611.71	580.03	361.72
	2. Current assets				
	(a) Inventories	I.14	5,154.48	4,865.53	1,637.09
	(b) Trade receivables	I.15	5,615.75	8,685.76	5,131.50
	(c) Cash and cash equivalents	I.16	29.27	4.18	14.07
	(d) Short-term loans and advances	I.17	934.95	988.03	1,888.51
	(e) Other Current Assets	I.18	87.75	97.93	223.09
	TOTAL		16,341.56	17,407.45	10,789.93



ANNEXURE-II
RESTATED STANDALONE STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹in Lakhs)

	Particulars	Note	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
I	Revenue from operations	II.1	70,417.94	76,869.36	55,715.20
II	Other Income	II.2	207.59	223.84	123.36
III	Total Income(I+II)		70,625.53	77,093.20	55,838.56
	Expenses:				
	(a) Cost of materials consumed	II.3	64,557.97	70,871.97	47,668.48
	(b) Purchases of stock-in-trade	II.4	326.04	5.33	3.99
	(c) Changes in inventories of finished goods and work-in-progress	II.5	(968.44)	(1,893.07)	3.43
	(d) Employee benefits expense	II.6	558.17	536.95	563.19
	(e) Finance costs	II.7	466.55	365.95	252.95
	(f) Depreciation and amortization expense	I.10	144.30	95.29	58.81
	(g) Other expenses	II.8	3,640.77	4,871.78	5,113.96
IV	Total expenses		68,725.37	74,854.20	53,664.80
				-	
V	Profit/(Loss) before tax and Exceptional Items (III-IV)		1,900.16	2,238.99	2,173.75
VI	Exceptional Items		-	-	-
VII	Profit/(Loss) before tax (V-VI)		1,900.16	2,238.99	2,173.75
VIII	Tax expense:				
	(a) Current tax expense		455.24	550.16	552.26
	(b) Deferred tax charge/(credit)		39.01	29.31	4.88
	(c) Previous Year Tax		58.58	-	-
			552.84	579.46	557.14
IX	Profit after tax for the year (VII-VIII)		1,347.32	1,659.53	1,616.61
XII	Earnings per share (face value of ₹10/- each):	II.9			
	(a) Basic(in₹)		7.41	9.13	8.89
	(b) Diluted(in₹)		7.41	9.13	8.89



**ANNEXURE – III
RESTATED STANDALONE STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the period ended	For the period ended	For the year Ended
	31/03/2024	31/03/2023	31/03/2022
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	1,900.16	2,238.99	2,173.75
Adjustment For:			
(a) Depreciation and Amortization	144.30	95.29	58.81
(b) Interest Charges	466.55	365.95	252.95
(C) Interest Received	(37.78)	(30.42)	(19.60)
Operating Profit before Working Capital Changes	2,473.23	2,669.81	2,465.91
Adjustment For :			
(a) (Increase)/Decrease in Inventories	(288.95)	(3,228.44)	(437.35)
(b) (Increase)/Decrease in Trade Receivables	3,070.01	(3,554.26)	(2,179.52)
(c) (Increase)/Decrease in Loans & Advances & Other Assets	9.08	1,148.10	(1,356.33)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(4,940.66)	5,221.98	1,454.18
CASH GENERATED FROM OPERATIONS	322.71	2,257.18	(53.11)
Less : Direct Taxes paid	(513.82)	(550.16)	(552.26)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(191.11)	1,707.03	(605.37)
NET CASH FROM OPERATING ACTIVITIES (A)	(191.11)	1,707.03	(605.37)
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Sales / (Addition) in Fixed Assets & WIP	(992.77)	(869.80)	(424.93)
(b) (Increase) / Decrease in Investment	(819.00)	-	-
(c) (Increase) / Decrease in Non Current Assets	(31.68)	(218.31)	(127.15)
(d) Interest Received	37.78	30.42	19.60
NET CASH FROM INVESTING ACTIVITIES (B)	(1,805.67)	(1,057.68)	(532.48)
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Increase/(Decrease) in Long Term Borrowings	(185.42)	66.09	(141.04)
(b) Increase/(Decrease) in Short Term Borrowings	2,664.86	(361.19)	1,537.58
(c) Issue of Share Capital	-	-	-
(d) Increase / (Decrease) in Long Term Provisions	9.01	1.81	4.01
(e) Interest Paid	(466.55)	(365.95)	(252.95)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	2,021.89	(659.24)	1,147.60
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	25.11	(9.89)	9.75
OPENING BALANCE – CASH & CASH EQUIVALENT	4.18	14.07	4.32



CLOSING BALANCE - CASH & CASH EQUIVALENT	29.28	4.18	14.07
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ANNEXURE-IV

RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹in Lakhs)

	Particulars	Note	As At 31/03/2024
I	EQUITY AND LIABILITIES		
	1.Shareholders' funds		
	(a)Share Capital	I.1	1,818.56
	(b)Reserves and surplus	I.2	6,244.91
	2. Minority Interest	I.3	1,824.47
	3.Non-current liabilities		
	(a)Long-term borrowings	I.4	1,790.12
	(b)Other Non-current liabilities		-
	(c)Deferred tax liabilities	I.5	-
	(e)Long-term provisions	I.6	77.57
	4.Current liabilities		
	(a)Short-term borrowings	I.7	7,013.60
	(b)Trade payables	I.8	
	i)Due to MSME		72.55
	ii)Due to Others		5,107.12
	(c)Other current liabilities	I.9	994.86
	(d)Short-term provisions	I.10	574.84
	TOTAL		25,518.60
II.	ASSETS		
	1.Non-current assets		
	(a)Property Plant & Equipments and Intangible Assets		
	(i)Property Plant & Equipments	I.11	3,950.01
	(ii)Capital work-in-progress		650.02
	(b)Non-current investments	I.12	0.09
	(c) Goodwill on Consolidation	I.12.1	142.32
	(d) Deferred Tax Asset (net)	I.5	133.89
	(e) Long-term loans and advances	I.13	463.33
	(f) Other Non Current Assets	I.14	1,212.59
	2.Current assets		
	(a)Inventories	I.15	8,788.22
	(b)Trade receivables	I.16	7,960.23
	(c)Cash and cash equivalent	I.17	31.92
	(d)Short-term loans and advances	I.18	2,093.44
	(e)Other Current Assets	I.19	92.54
	TOTAL		25,518.60



ANNEXURE-V

RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹in Lakhs)

	Particulars	Note	For the period ended 31/03/2024
I	Revenue from operations	II.1	71,487.02
II	Other Income	II.2	270.79
III	Total Income(I+II)		71,757.81
	Expenses:		
	(a) Cost of materials consumed	II.3	65,368.90
	(b) Purchases of stock-in-trade	II.4	326.04
	(c) Changes in inventories of finished goods and work-in-progress	II.5	(971.32)
	(d) Employee benefits expense	II.6	636.90
	(e) Finance costs	II.7	522.52
	(f) Depreciation and amortization expense	I.10	163.67
	(g) Other expenses	II.8	3,933.42
IV	Total expenses		69,980.13
V	Profit/(Loss) before tax and Exceptional Items (III-IV)		1,777.68
VI	Exceptional Items		-
VII	Profit/(Loss) before tax (V-VI)		1,777.68
VIII	Tax expense:		
	(a) Current tax expense		455.24
	(b) Deferred tax charge /(credit)		53.65
	(c) Previous Year Tax		58.58
			567.47
IX	Profit after tax for the year (VII-VIII)		1,210.21
XII	Earnings per share (face value of ₹10/- each):	II.9	
	(a) Basic(in₹)		6.65
	(b) Diluted(in₹)		6.65



ANNEXURE – VI

RESTATED CONSOLIDATED STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lakhs)

Particulars	For the period ended
	31/03/2024
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before Extraordinary items	1,777.68
Adjustment For:	
(a) Depreciation and Amortization	163.67
(b) Interest Charges	522.52
(C) Interest Received	(53.33)
Operating Profit before Working Capital Changes	2,410.54
Adjustment For :	
(a) (Increase)/Decrease in Inventories	(3,922.69)
(b) (Increase)/Decrease in Trade Receivables	725.53
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(1,291.39)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(2,281.87)
CASH GENERATED FROM OPERATIONS	(4,359.87)
Less : Direct Taxes paid	(567.47)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(4,927.35)
NET CASH FROM OPERATING ACTIVITIES (A)	(4,927.35)
B. CASH FLOW FROM INVESTING ACTIVITIES	
(a) Sales / (Addition) in Fixed Assets & WIP	(2,826.67)
(b) (Increase) / Decrease in Investment	(0.03)
(c) (Increase) / Decrease in Non-Current Assets	(632.56)
(d) Interest Received	53.33
NET CASH FROM INVESTING ACTIVITIES (B)	(3,405.93)
C. CASH FLOW FROM FINANCING ACTIVITIES	
(a) Increase/(Decrease) in Long Term Borrowings	1,473.12
(b) Increase/(Decrease) in Short Term Borrowings	5,795.12
(c) Issue of Share Capital	-
(d) Increase / (Decrease) in Long Term Provisions	56.13
(e) Interest Paid	(522.52)
Consolidated Adjustments for Current Year	1,559.18
NET CASH FLOW IN FINANCING ACTIVITIES (C)	8,361.03
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	27.75
OPENING BALANCE – CASH & CASH EQUIVALENT	4.18
CLOSING BALANCE - CASH & CASH EQUIVALENT	31.92



SECTION V – GENERAL INFORMATION

Our Company was incorporated as “Indian Phosphate Limited” on December 14, 1998, as a public limited company vide Registration No. 015271 under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Registrar of Companies, Rajasthan, Jaipur (“RoC”). Our Company commenced its operation pursuant to a certificate of commencement of business dated December 28, 1998 issued by Assistant Registrar of Companies, Rajasthan, Jaipur. The Corporate Identification Number of our Company is U24142RJ1998PLC015271.

For details of change in registered office of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on page no. 178 of this Red Herring Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
Name of Issuer	Indian Phosphate Limited			
Registered Office/Corporate Office	Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan- 313001, India; Telephone No.: 0294-2946959; Web site: www.indianphosphate.com E-Mail: investor@indianphosphate.com Contact Person: Ms. Khushboo Sharma			
Date of Incorporation	December 14, 1998			
Company Identification Number	U24142RJ1998PLC015271			
Company Registration Number	015271			
Company Category	Company Limited by Shares			
Registrar of Company	ROC- Jaipur			
Address of the RoC	C/6-7, 1st Floor, Residency Area Civil Lines, Jaipur- 302001, Rajasthan Telephone No.: 0141-2981913 Email: roc.jaipur@mca.gov.in Website: www.mca.gov.in			
Company Secretary and Compliance Officer	Ms. Khushboo Sharma Indian Phosphate Limited Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan- 313001, India; Telephone No.: 0294-2946959 E-Mail: investor@indianphosphate.com			
Designated Stock Exchange	National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051 Telephone No.: 022-26598100/8114 Fax No: 022 2659 8120			
Issue Programme	Issue Opens On:	Monday, August 26, 2024	Issue Closes On:	Thursday, August 29, 2024

Note:

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.



BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Ravindra Singh	Chairman cum Managing Director	3, Ambavgrah, Surya Kiran Apartment, Girwa, Uadipur, Rajasthan- 313001, India	01373396
2.	Mr. Rohit Paragbhai Parmar	Executive Director and CFO	3/15, Ghanshyam Park, B/H Sahyog Society, Refinery Road, Gorwa, Industrial Estate, Vadodara, Gujarat- 390016, India	07492000
3.	Mr. Rushil Arora	Executive Director	3, Ambavgrah, Surya Kiran Apartment, Girwa, Uadipur, Rajasthan- 313001, India	09440272
4.	Mr. Purushotam Dass Siwal	Independent Director	House No. 101, Second Floor, Block-C, Near Gurudwara, Naraina Vihar, Naraina Village, Delhi-110028	06888573
5.	Ms. Rohini Avchar	Independent Director	Near BSNL Tower, Char Thamba Partapur, Banswara, Rajasthan- 327024	10044420
6.	Mr. Shailesh Jain	Independent Director	248, Vivek Nagar, Hiran Magri Sector 3, Girwa, Udaipur, Rajasthan- 313001	08531336
7.	Mr. Hatim Hussain Kankroli Wala	Independent Director	18/2, Basti Ram ji ki badi, Udaipur, Rajasthan- 313001	10469364

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled "Our Management" beginning on Page no. 186 of this Red herring Prospectus.

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
BEELINE CAPITAL ADVISORS PRIVATE LIMITED SEBI Registration Number: INM000012917 Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. Telephone Number: +91 79 49185784 Email Id: mb@beelinemb.com Investors Grievance Id: ig@beelinemb.com Website: www.beelinemb.com Contact Person: Mr. Nikhil Shah CIN: U67190GJ2020PTC114322	BIGSHARE SERVICES PRIVATE LIMITED SEBI Registration Number: INR000001385 Address: S6-2, 6 TH Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India Tel. Number: +91 022-6263 8200 Fax: +91 022-6263 8299 Email Id: ipo@bigshareonline.com Investors Grievance Id: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Vinayak Morbale CIN: U99999MH1994PTC076534
STATUTORY AUDITORS	LEGAL ADVISOR TO THE COMPANY
M/S. K L VYAS & COMPANY Chartered Accountants Address: Shop No. 2, IInd Floor, "Parshwanath Dawa Bazaar", 6 Hazareshwar Colony, Udaipur 313001 Tel. No.: 0294-2521088 Email Id: klvyasca@yahoo.co.in Contact Person: CA Himanshu Sharma Membership No.: 402560 Peer Review No.: 015244	ZENITH INDIA LAWYERS Address: D-49, SL-III, Sector-57, Gurugram, Haryana-122003 Telephone: +91 9899016169 Email: raj@zilawyers.com Website: www.zilawyers.com Contact Person: Raj Rani Bhalla



Firm Registration No: 003289C	
PEER REVIEW AUDITOR	
M/S. S V J K AND ASSOCIATES Chartered Accountants Address: 813, I Square Business Park, Near Shukan Mall, Besides CIMS Hospital, Science City Road, Sola, Ahmedabad - 380060 Tel. No.: +91 8160341317 Email Id: info.caadvisors@gmail.com Contact Person: CA Reeturaj Verma Membership No.: 193591 Peer Review No.: 014698 Firm Registration No: 135182W	
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	SYNDICATE MEMBER
Axis Bank Limited Branch Address: Vastrapur Branch, Ground Floor, Abhishree Adroit, Near Swaminarayan Mandir, Ahmedabad, Gujarat-380015 Tel: 9196876580 II Fax: NA E-mail: vastrapur.branchhead@axisbank.com Website: www.axisbank.com Contact Person: Ms. Shilpa Rathod SESI Registration Number: INBI00000017 CIN: L65110GJ1993PLC020769	SPREAD X SECURITIES PRIVATE LIMITED Address: Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India Tel: +91 79 6907 2018 Contact Person: Mrs. Khushbu Nikhilkumar Shah Email Id: info@spreadx.in Website: www.spreadx.in
BANKERS TO THE COMPANY	
Punjab National Bank Limited Branch Address: Mid Corporate Centre Udaipur, 3-4, Ground Floor, Kalpatru Apartment, New Fatehpura, Udaipur- 313001 Tel No.: 0294-2425100 Email: mcc8121@pnb.co.in Contact Person: Mr. Vivek Yadav Website: pnb.co.in	Indian Overseas Bank Limited Branch Address: 10, Panchsheel Marg, First Floor, Opp-Town Hall, Udaipur, Rajasthan-313001 Tel No.: 0294-2422264 Email: iob0645@iob.in Contact Person: Mr. Abhishek Chhabra, Chief Manager, Udaipur Branch Website: www.iob.in

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at

<http://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.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidders), not Bidding through Syndicate/Sub Syndicate or 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=34>, or at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI



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, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the UPI Bidders may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism, is provided in the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at <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>, as updated from time to time.

Brokers To The Issue

Bidders can submit ASBA Forms in the Issue using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/> and <https://www.nseindia.com>, as updated from time to time.

Registrar To Issue And Share Transfer Agents

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> , as updated from time to time.

Designated Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Beeline Capital Advisors Private Limited is only Book Running Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

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

IPO GRADING

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

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus was filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

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

A copy of Draft Red Herring Prospectus was available on website of the company <https://indianphosphate.com>, Book Running Lead Manager www.beelinemb.com and stock exchange www.nseindia.com.

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be filed with the RoC Office situated at C/6-7, 1st Floor, Residency Area



Civil Lines, Jaipur- 302001, Rajasthan and through the electronic portal at <http://www.mca.gov.in/mcafoportal>, and the same will also be available on the website of the company <https://indianphosphate.com>, for inspection.

CHANGES IN AUDITORS IN LAST THREE YEARS

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

Particulars	Date of Change	Reason for change
K L Vyas and Company Chartered Accountants Address: Shop No. 2, II Floor, Parshawanath Dawa Bazar 6, Hazareshwar Colony, Udaipur- 313001 Tel. No.: 0294 2521088 Email Id: klvyasca@yahoo.co.in Membership No.: 402560 Firm Registration No.: 003289C	September 30, 2022	Appointment as statutory auditor of the Company for the period from 01-04-2022 to 31-03-2027

TRUSTEES

As this is an issue of Equity Shares, the appointment of Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

BOOK BUILDING PROCESS

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in regional newspaper where our registered office is situated at least two working days prior to the Bid/Issue Opening date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date. For further details, please refer to the chapter titled "Issue Procedure" beginning from page no. 272.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not



less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

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

All Bidders, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 272 of the Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 272 of this Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

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



Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Issue Procedure” on page 272 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	Monday, August 26, 2024*
Bid/Issue Closing Date	Thursday, August 29, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Friday, August 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Monday, September 02, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Monday, September 02, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, September 03, 2024

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

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



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

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

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. The extent of underwriting obligations and the Bids to be underwritten by each Book Running Lead Manager shall be as per the Underwriting Agreement. It is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, specified therein.

The Underwriting Agreement has been entered on August 06, 2024 and the Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
Beeline Capital Advisors Private Limited	6804000	[●]	100%

**Includes 373200 Equity shares of ₹10.00 each for cash of ₹ [●]/- per equity share the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

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

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated August 06, 2024 with the following Market Maker to fulfil the obligations of Market Making:



Name	Spread X Securities Private Limited
Correspondence Address:	Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India
Tel No.:	+91 79 6907 2018
E-mail:	info@spreadx.in
Website:	www.spreadx.in
Contact Person:	Mrs. Khushbu Nikhilkumar Shah
SEBI Registration No.:	INZ000310930

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

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 373200 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 373200 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
- 8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
- 11) In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws



and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 12) Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- 13) Punitive Action in case of default by Market Makers: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 14) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 15) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- 16) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- 17) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
- 18) Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- 19) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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



SECTION VI - CAPITAL STRUCTURE

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

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	AUTHORIZED SHARE CAPITAL 25000000 Equity Shares of face value of ₹ 10/- each	2,500.00	-
2.	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE 18185609 Equity Shares of face value of ₹ 10/- each	1818.56	-
3.	PRESENT ISSUE IN TERMS OF THE RED HERRING PROSPECTUS*		
	Issue of 6804000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share.	680.40	[●]
	Which comprises		
	Reservation for Market Maker: 373200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share reserved as Market Maker Portion	34.08	[●]
	Net Issue to Public: 6430800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share to the Public	646.32	[●]
	Net Issue to Public consists of		
	Allocation to Qualified Institutional Buyers: Not more than 3214800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Allocation to Non-Institutional Investors: At least 964800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
	Allocation to Retail Individual Investors: At least 2251200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Retail Investors	[●]	[●]
4.	PAID UP EQUITY CAPITAL AFTER THE ISSUE 24989609 Equity Shares of ₹ 10/- each	2498.96	-
5.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		Nil
	After the Issue		[●]

* The Present Issue of 6804000 Equity Shares in terms of this Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 13, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members held on February 21, 2024.

CLASS OF SHARES

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

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

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

NOTES TO THE CAPITAL STRUCTURE:



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

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

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	500000	50.00	N.A.	N.A.
2.	Increase in authorized equity share capital from ₹ 50.00 Lakhs to ₹ 150.00 Lakhs	1500000	150.00	August 23, 2004	EGM*
3.	Increase in authorized equity capital from ₹ 150.00 Lakhs to ₹ 300.00 Lakhs	3000000	300.00	Not Identified*	EGM
4.	Increase in authorized equity capital from ₹ 300.00 Lakhs to ₹ 2500.00 Lakhs	25000000	2500.00	September 30, 2023	AGM

*Note: We are unable to trace complete documents of the resolution passed by the Shareholders of our Company and relevant form filings with ROC for changes in MOA since from the period starting from 2004 to 2005 and therefore details mentioned above are extracted from available Forms & registers in the records of the Company. We have relied on the search report dated March 27, 2024 by Mr. Mohit Vanawat (COP No. 16528) Practising Company Secretary for tracing changes in MOA of the company. For further information, please refer to the Chapter titled "Risk Factors" and Risk No. 32 on the Page No. 30 of this Red Herring Prospectus.

2. History of Paid-up Share Capital:

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

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital	Cumulative Share Premium
December 14, 1998	Subscription to Memorandum of Association ⁽¹⁾	70	10	10	Cash	70	700	NIL
March 31, 2002	Preferential allotment ⁽²⁾	50000	10	10	Cash	50070	500700	NIL
July 29, 2005	Preferential allotment ⁽³⁾	1404000	10	10	Cash	1454070	14540700	NIL
September 26, 2005	Preferential allotment ⁽⁴⁾	1260200	10	10	Cash	2714270	27142700	NIL
February 13, 2024	Bonus Issue ⁽⁵⁾	15471339	10	Nil	-	18185609	181856090	Nil

⁽¹⁾ The details of Initial Subscription to Memorandum of Association of 70 Equity Shares on December 14, 1998, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Vinod Kumar Gadiya	10	10	10



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
2.	Mr. Naresh Kumar Gadiya	10	10	10
3.	Mr. Vikash Vohra	10	10	10
4.	Ms. Pratibha Gadiya	10	10	10
5.	Ms. Sudha V Gadiya	10	10	10
6.	Ms. Alka Gadiya	10	10	10
7.	Mr. Rajendra Kumar Porwal	10	10	10
Total		70		

(2) The details of allotment of 50000 Equity Shares having face value of Rs. 10 each allotted through preferential allotment made on March 31, 2002 are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Ravindra Singh	10000	10	10
2.	Mrs. Mamta Arora	20000		
3.	Mrs. Deeksha Arora	20000		
Total		50000	10	10

(3) The details of allotment of 1404000 Equity Shares having face value of Rs. 10 each allotted through preferential allotment made on July 29, 2005 are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mrs. Mamta Arora	253100	10	10
2.	Mr. Ravindra Singh	442900		
3.	Mr. Devendra Singh	708000		
Total		1404000	10	10

(4) The details of allotment of 1260200 Equity Shares having face value of Rs. 10 each allotted through preferential allotment made on September 26, 2005 are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Ravindra Singh	1060200	10	10
2.	Mr. Devendra Singh	200000		
Total		1260200	10	10

(5) The details of allotment of 1,54,71,339 Bonus Equity Shares made on February 13, 2024 in ratio of 57:10 i.e., 57 (Fifty Seven) fully paid-up Equity Shares for every 10 (Ten) Equity Share held, out of free reserves, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Prithipal Singh	57	10	Nil
2.	Mrs. Dimple Singh	57		
3.	Mr. Mahesh Mandawat	57		
4.	Mr. Gagan Deep Singh Chaddha	57		
5.	Mr. Manish Murdia	57		
6.	Mr. Chirag Nagpal	57		
7.	Mrs. Mamta Arora	1556670		



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
8.	Mr. Devendra Singh	108357		
9.	Mr. Ravindra Singh	12095343		
10.	Mr. Rushil Arora	855627		
11.	Mrs. Rushita Arora	855000		
Total		15471339		

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

i. The details of allotment of 15471339 Equity Shares made on February 13, 2024 in ratio of 57:10 i.e., 57 (Fifty Seven) fully paid-up Equity Shares for every 10 (Ten) Equity Share are as follows:

Date of allotment	Name of Allottees	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Benefits accrued to Company
February 13, 2024	Mr. Prithipal Singh	57*	10.00	Nil	Other than cash	Capitalization of reserves and Surplus
	Mrs. Dimple Singh	57*	10.00	Nil		
	Mr. Mahesh Mandawat	57*	10.00	Nil		
	Mr. Gagan Deep Singh Chaddha	57*	10.00	Nil		
	Mr. Manish Murdia	57*	10.00	Nil		
	Mr. Chirag Nagpal	57*	10.00	Nil		
	Mrs. Mamta Arora	1556670	10.00	Nil		
	Mr. Devendra Singh	108357	10.00	Nil		
	Mr. Ravindra Singh	12095343	10.00	Nil		
	Mr. Rushil Arora	855627	10.00	Nil		
Mrs. Rushita Arora	855000	10.00	Nil			
Total		15471339				

*Corporate Action of the same is under process with NSDL.

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company has not made allotment at price lower than the Issue Price during past one year from the date of the Red Herring Prospectus except mentioned below:

The details of allotment of 15471339 Bonus Equity Shares made on February 13, 2024 in ratio of 57:10 i.e., 57 (Fifty Seven) fully paid-up Equity Shares for every 10 (Ten) Equity Share held are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Reason for allotment Issue Price per share (in ₹)
1.	Mr. Prithipal Singh	57*	10	Capitalization of reserves and Surplus
2.	Mrs. Dimple Singh	57*		
3.	Mr. Mahesh Mandawat	57*		
4.	Mr. Gagan Deep Singh Chaddha	57*		
5.	Mr. Manish Murdia	57*		
6.	Mr. Chirag Nagpal	57*		
7.	Mrs. Mamta Arora	1556670		



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Reason for allotment Issue Price per share (in ₹)
8.	Mr. Devendra Singh	108357		
9.	Mr. Ravindra Singh	12095343		
10.	Mr. Rushil Arora	855627		
11.	Mrs. Rushita Arora	855000		
Total		15471339		

*Corporate Action of the same is under process with NSDL.

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

8. Our Shareholding Pattern:

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

Declaration

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

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

A. Table I - Summary Statement holding of Equity Shares

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VI I)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form *	
								No of Voting (XIV) Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	4	1,81,85,207	0	0	1,81,85,207	99.998	1,81,85,207	0	1,81,85,207	99.998	0	1,81,85,207	0	0	0	0	1,81,85,207
(B)	Public	6	402	0	0	402	0.002	402	0	402	0.002	0	402	0	0	0	0	342
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	Total	10	1,81,85,609	0	0	1,81,85,609	100.00	1,81,85,609	0	1,81,85,609	100.00	0	1,81,85,609	0	0	0	0	1,81,85,549
Note:																		
1.	C=C1+C2																	
2.	Grand Total=A+B+C																	



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

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Pre-Issued Capital*	No. of equity shares	As a % of Post Issued Capital
Promoter					
1.	Mr. Ravindra Singh	14344700	78.88%	14344700	57.40%
2.	Mrs. Mamta Arora	1829770	10.06%	1829770	7.32%
3.	Mr. Rushil Arora	1005737	5.53%	1005737	4.02%
Total - A		17180207	94.47%	17180207	68.75%
Promoter's Group					
1.	Mrs. Rushita Arora	1005000	5.53%	1005000	4.02%
Total - B		1005000	5.53%	1005000	4.02%
Total Promoter & Promoter Group Shareholding		18185207	100.00%	18185207	72.77%
Public					
1.	Mr. Prithipal Singh	67	Negligible	67	Negligible
2.	Mrs. Dimple Singh	67	Negligible	67	Negligible
3.	Mr. Mahesh Mandawat	67	Negligible	67	Negligible
4.	Mr. Gagan deep Singh Chaddha (57 equity shares of his are in Indian Phosphate Limited Suspense Escrow Demat Account)	67	Negligible	67	Negligible
5.	Mr. Manish Murdia (57 equity shares of his are in Indian Phosphate Limited Suspense Escrow Demat Account)	67	Negligible	67	Negligible
6.	Mr. Chirag Nagpal (57 equity shares of his are in Indian Phosphate Limited Suspense Escrow Demat Account)	67	Negligible	67	Negligible
7.	Public in IPO	0	00.00	6804000	27.23%
Total - C		402	Negligible	6804402	27.23%
Total (A+B+C)		18185609	100.00%	24989609	100.00%

10. Details of Major Shareholders:

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid up Capital#
1.	Mr. Ravindra Singh	14344700	78.88%
2.	Mrs. Mamta Arora	1829770	10.06%
3.	Mr. Rushil Arora	1005737	5.53%
4.	Mrs. Rushita Arora	1005000	5.53%
Total		18185207	99.99%

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

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

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital#
1.	Mr. Ravindra Singh	14344700	78.88%
2.	Mrs. Mamta Arora	1829770	10.06%



Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital#
3.	Mr. Rushil Arora	1005737	5.53%
4.	Mrs. Rushita Arora	1005000	5.53%
Total		18185207	99.99%

* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.
the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid up Capital#
1.	Mr. Ravindra Singh	2421990	89.23%
2.	Mrs. Mamta Arora	273100	10.06%
Total		2695090	99.29%

* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.
the % has been calculated based on then existing Paid up Capital of the Company.

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid up Capital#
1.	Mr. Ravindra Singh	2421990	89.23%
2.	Mrs. Mamta Arora	273100	10.06%
Total		2695090	99.29%

* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.
The % has been calculated based on then existing Paid up Capital of the Company.

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

As on the date of filing the Red Herring Prospectus document, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

12. Shareholding of the Promoter of our Company:

As on the date of the Red Herring Prospectus, our Promoters Mr. Ravindra Singh, Mrs Mamta Arora and Mr. Rushil Arora holds total 1,71,80,207 Equity Shares representing 94.47 % of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows:

MR. RAVINDRA SINGH								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
March 31, 2002	Private placement	10000	10000	10	10	100000	0.05%	0.04%
July 29, 2005	Private placement	442900	452900	10	10	4429000	2.44%	1.77%
September 26, 2005	Private placement	1060200	1513100	10	10	10602000	5.83%	4.24%
July 14, 2021	Transfer by way of Gift from Devendra Singh	908890	2421990	10	NA	0.00	5.00%	3.64%
February 01, 2024	Transfer by way of Gift from Mr. Ravindra Singh to Mr. Rushil Arora	-150000	2271990	10	NA	0.00	-0.82%	-0.60%
February 01, 2024	Transfer by way of Gift from Mr. Ravindra Singh to Ms. Rushita Arora	-150000	2121990	10	NA	0.00	-0.82%	-0.60%
February 13, 2024	Bonus Issue	12095343	14217333	10	NA	0.00	66.51%	48.40%
March 01, 2024	Transfer by way of Gift from Mr. Devendra Singh to Mr. Ravindra Singh	127367	14344700	10	NA	0.00	0.70%	0.51%
Total		14344700				15131000	78.88%	57.40%
MRS. MAMTA ARORA								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital



March 31, 2002	Private placement	20000	20000	10	10	200000	0.11%	0.08%
July 29, 2005	Private placement	253100	273100	10	10	2531000	1.39%	1.01%
February 13, 2024	Bonus Issue	1556670	1829770	10	NA	0.00	8.56 %	6.23%
Total		1829770				2731000	10.06%	7.32%
MR. RUSHIL ARORA								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
October 04, 2023	Transfer by way of Gift from Mrs. Surjeet Kaur	100	100	10	N.A	0.00	Negligible	Negligible
October 27, 2023	Transfer by way of Gift from Mr. Pritam Singh	10	110	10	N.A	0.00	Negligible	Negligible
February 01, 2024	Transfer by way of Gift from Mr. Ravindra Singh	150000	150110	10	N.A	0.00	0.82%	0.60%
February 13, 2024	Bonus Issue	855627	1005737	10	NA	0.00	4.70%	3.42%
Total		1005737				0.00	5.53%	4.02%

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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *#
1.	Mr. Ravindra Singh	1,43,44,700	1.05
2.	Mrs. Mamta Arora	18,29,770	1.49
3.	Mrs. Rushil Arora	10,05,737	0.00

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

14. We have 10 (Ten) shareholders as on the date of filing of the Red Herring Prospectus.

15. As on the date of the Red Herring Prospectus, our Promoter and Promoters' Group hold total 1,81,85,207 Equity Shares representing 100.00% of the pre-issue paid up share capital of our Company.

16. Except as mentioned below, there were no shares purchased/sold by the Promoter and Promoter Group, directors of our Company and their relatives during last six months.

Date of allotment / transfer	Name of allottee / transferee	Party category	No. of Equity Shares allotted / transferred	Face Value (₹)	Issue Price (₹)	Nature of transaction
October 04, 2023	Mr. Rushil Arora	Promoter	100	10	N.A.	Transfer by way of Gift from Mrs. Surjeet Kaur
October 27, 2023	Mr. Rushil Arora	Promoter	10			Transfer by way of Gift from Mr. Pritam Singh
November 17, 2023	Mr. Devendra Singh	Promoter Group	19000	10	N.A.	Transfer by way of Gift from Mrs. Deeksha Arora
February 01, 2024	Ms. Rushita Arora	Promoter Group	150000	10	N.A.	Transfer by way of Gift from Mr. Ravindra Singh
	Mr. Rushil Arora	Promoter	150000			Transfer by way of Gift from Mr. Ravindra Singh
February 13, 2024	Mr. Ravindra Singh	Promoter	12095343	10	N.A.	Bonus Issue
	Mr. Devendra Singh	Promoter Group	108357			
	Mrs. Mamta Arora	Promoter	1556670			
	Mr. Rushil Arora	Promoter	855627			
	Ms. Rushita Arora	Promoter Group	855000			
March 01, 2024	Mr. Ravindra Singh	Promoter	127367	10	N.A.	Transfer by way of Gift from Mr. Devendra Singh

N.A. = Not Applicable

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

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

Our Promoters Mr. Ravindra Singh has given written consent to include 5000000 Equity Shares subscribed and held by him as a part of Minimum Promoters' Contribution constituting 20.21% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.

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

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

We further confirm that Minimum Promoter Contribution of 20.21% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

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

The details of the Equity Shares held by our Promoter and Promoter Group, which are locked in for a period of three years from the date of Allotment in the Offer are given below:

Number of Equity Shares locked-in	Nature of Allotment/ Transfer	Date of Allotment and Date when made fully paid-up	Face Value (in ₹)	Offer/ Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash/ other than cash)	% of Pre Issue Capital	% of fully diluted post-Offer paid-up capital	Period of lock-in
5000000	Bonus Issue	13.02.2024	10	NIL	Bonus Issue Allotment	27.49 %	20.01%	3 years

On February 13, 2024 total of 12095343 Bonus Equity Shares were allotted to Mr. Ravindra Singh. However, for the purpose of minimum promoter contribution 5000000 Equity Shares are offered which will be locked in for a period of three years.

All the Equity Shares held by the Promoters and promoters' group are already in dematerialized as on date of this Red Herring Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.01% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
 - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
 - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- The Equity Shares held by the Promoter and offered for Minimum Promoters' contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoter during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- As per Regulation 237 (1) if the Shares are issued to the promoter during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum promoters' contribution.
- However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoter of the issuer and there is no change in the management:

Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible; **Not Applicable**

19. Lock in of Equity Shares held by Promoter in excess of Minimum Promoters' contribution:

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 12180207 Equity Shares held by Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

20. Lock in of Equity Shares held by Persons other than the Promoter:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 1005402 Equity shares held by the Persons other than Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

21. Inscription or recording of non-transferability:

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

22. Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoter and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

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

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

23. Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoter and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

24. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
25. As on date of the Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
26. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Red Herring Prospectus.
27. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
28. There are no safety net arrangements for this public issue.
29. As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
30. As per RBI regulations, OCBs are not allowed to participate in this offer.
31. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
32. There are no Equity Shares against which depository receipts have been issued.
33. As on date of the Red Herring Prospectus, other than the Equity Shares, there are is no other class of securities issued by our Company.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. Since present issue is a Book Built Issue, the allocation in the net offer to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - (a). not less than thirty-five per cent to Retail Individual Investors;



- (b). not less than fifteen per cent to Non-Institutional Investors;
- (c). not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds

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

Provided further that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

37. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
38. Our Promoter and the members of our Promoters' Group will not participate in this Issue.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoters' Group between the date of filing the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
40. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1	Mr. Ravindra Singh	Chairman cum Managing Director	14344700	78.88%	57.40%
2	Mr. Rushil Arora	Executive Director	1005737	5.53%	4.02%
3	Mr. Rohit Paragbhai Parmar	Executive Director and CFO	NIL	NIL	NIL
4	Mr. Purushotam Dass Siwal	Independent Director	NIL	NIL	NIL
5	Ms. Rohini Avchar	Independent Director	NIL	NIL	NIL
6	Mr. Sailesh Kumar Jain	Independent Director	NIL	NIL	NIL
7	Mr. Hatim Hussain Kankroli Wala	Independent Director	NIL	NIL	NIL
8	Ms. Khushboo Sharma	Company Secretary and Compliance Officer	NIL	NIL	NIL



SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of 68,04,000 Equity Shares having face value of ₹ 10 each of our Company at an Issue Price of ₹ [●]/- per Equity Share.

FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. For Setting up a new manufacturing facility at SIPCOT Industrial Park Phase-I, Kudikadu Village, Cuddalore District ('C' District) Plot(s) - Plot No.C-17/A, TamilNadu for manufacturing of Sulphuric Acid, LABSA 90%, and Magnesium Sulphate
2. To Meet Working Capital Requirements.
3. For General Corporate Purposes

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge (“NSE”). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of “Single Super Phosphate” (SSP) fertilizer and “Granules Single Super Phosphate” (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

Our company is further planning to expand into our existing line of business along with addition of new products to our portfolio at our new manufacturing plant proposed to be set up at SIPCOT Industrial Park, Cuddalore, Tamil Nadu. The new facility will have an increased capacity of 100 MT/day for LABSA 90%. In addition to our product offerings, our company is planning to introduce new line of products i.e. 200 MT/day for Sulphuric Acid (backward integration), 60 MT/day for Magnesium Sulphate.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

REQUIREMENT OF FUNDS

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

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in Lakhs)
Gross Issue Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
Net Issue Proceeds	[●]*

*Subject to finalization of Basis of Allotment.



UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds
1.	Setting up a new facility at SIPCOT Industrial Park, Phase-I, Village Kudikadu, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A, Tamil Nadu for manufacturing of LABSA 90%, Sulphuric Acid and Magnesium Sulphate	3,318.16	[●]
2.	To Meet Working Capital Requirements	2,490.00	[●]
2.	General Corporate Purposes [^]	[●]	[●]
Net Issue Proceeds		[●]	[●]

[^]To be finalized on determination of the Issue 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 of the Issue.

MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

(₹ in Lakhs)				
Sr. No.	Particulars	Amount Required	From IPO Proceeds	Internal Accruals / Borrowings
1	Setting up a new facility at SIPCOT Industrial Park, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A, Tamil Nadu for manufacturing of LABSA 90%, Sulphuric Acid and Magnesium Sulphate.			
	Land and Land Development Cost	576.53	0.00	576.53
	Building construction and civil work	500.76	500.76	0.00
	Purchase of Plant and Machinery	2,817.40	2,817.40	0.00
2	To Meet Working Capital Requirements	19,730.08	2,490.00	11,206.18
3	General Corporate Purposes	[●]	[●]	0
4	Public Issue Expenses	[●]	[●]	0
Total		[●]	[●]	11,782.71

* Subject to finalization of Price at the time of filing of Prospectus.

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards

repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of Red Herring Prospectus. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please refer section titled "Risk Factors" beginning on Page 30 of this Red Herring Prospectus.

DETAILS OF USE OF ISSUE PROCEEDS

1. SETTING UP A NEW FACILITY AT SIPCOT INDUSTRIAL PARK, CUDDALORE DISTRICT ('C' DISTRICT) PLOT(S) - PLOT NO.C17/A, TAMIL NADU FOR MANUFACTURING OF LABSA 90%, SULPHURIC ACID AND MAGNESIUM SULPHATE:

As part of our growth strategy and with a view to expanding our capacity of our existing product i.e. Linear Alkyl Benzene Sulphonic Acid (LABSA 90%) and to backward integrate its production by producing Sulphuric Acid. We are setting up a new manufacturing plant at Plot no. C-17/A, State Industries Promotion Corporation of Tamilnadu Limited (SIPCOT), Cuddalore, Tamil Nadu. The same was approved by the board of directors of our company in the meeting held on April 14, 2023. This will facilitate us to serve our existing customers in Southern India with improved service levels and shortest delivery time as well as address their quantity requirements. The total estimated cost of the Proposed Project is ₹3,894.69 Lakhs of which our Company proposes to utilise ₹ 3,318.16 lakhs from the Net Proceeds. Company will produce following products from the New Manufacturing Plant:

Product	Key Raw Materials	Capacity(Per Day)	Brief
Linear Alkyl Benzene Sulphuric Acid (LABSA -90%)	1)Linear Alkyl Benzene, 2)Sulphuric Acid	100 MT	LABSA, is an anionic surfactant & used in the manufacture of all types of detergent powders, cakes, toilet cleaners and liquid detergents. LABSA acts as an active matter in detergents, cakes and liquids. LABSA is also used in pesticides to improve the quality of spray. LABSA is a highly active matter, low salt content and its prompt miscibility with water makes it an apt chemical for a variety of formulations. It is used in textile industry for washing and mercerizing cotton. It is also used for increasing the surface area of distempers. It is used as emulsifier or wetting agent in toilet soaps for foaming.
Sulphuric Acid	Sulphur (Granules)	200 MT	Sulphuric Acid is an inorganic chemical and very basic building block for many organic and inorganic chemical reactions. The major consumption of sulphuric acid is in the manufacture of phosphatic fertilizer (Di Ammonium Phosphate – 52% of total consumption, Single Super Phosphate - 7% of total consumption, Ammonium Sulphate – 7% of total consumption, industrial chemicals-26% of total consumption(including surfactants), and metal (copper, nickel and uranium) leaching – 8% of total consumption.
Magnesium Sulphate	1) Magnesium Oxide OR	60 MT	Magnesium Sulphate (most commonly found in heptahydrate form, also known as Epsom



Product	Key Raw Materials	Capacity(Per Day)	Brief
	Magnesium Carbonate 2) Sulphuric Acid		salt) is basic inorganic chemical finds many household applications including as bath salt. The main use of Magnesium Sulphate is in agriculture to improve soil deficiency of magnesium. Magnesium is essential nutrient facilitating the photosynthesis process of plants and hence crucial for plant's growth. The IP grade Magnesium Sulphate also finds medicinal use for humans to treat the disorders related to asthma, muscular stress and digestive system.

The total estimated cost for setting up the Proposed Project which comprises of the following at Plot no. C-17/A, State Industries Promotion Corporation of Tamilnadu Limited (SIPCOT), Cuddalore, Tamil Nadu, India

Particulars	Estimated Cost	Internal Accruals	IPO Proceeds
Land and Land Development Cost	576.53	576.53	-
Building construction and civil work ^s	500.76	0.00	500.76
Purchase of plant and machinery	2,817.40	0.00	2,817.40
Total	3,894.69	576.53	3,318.16

^s Up to August 16, 2024, Our Company has deployed ₹ 185.07 Lakhs towards Building construction and civil work out of internal accruals/borrowing duly certified by statutory Auditor, K. L. Vyas & Company, Chartered Accountants vide its certificate dated August 17, 2024, bearing UDIN: 24402560BKCDTT6640.

Land and Land Development Cost

The land on which the new facility will be set up is located at Plot no. C-17/A, State Industries Promotion Corporation of Tamilnadu Limited (SIPCOT), Cuddalore, Tamil Nadu, India admeasuring 8.25 acres. The said land is leased for a period of 99 years from the date of allotment i.e. July 06, 2023 vide Lease Deed dated August 07, 2023 which was executed between State Industries Promotion Corporation of Tamil Nadu Limited (“SIPCOT”) and our Company. Our Company has paid total consideration of ₹576.53 lakhs as lease for the proposed manufacturing unit including additional cost i.e. Stamp Duty Cost, Caution Deposit, Cost of Compound wall structure, dumping yard structure including trees value, survey fees and other miscellaneous fees & charges out of internal accruals. Land Development Cost including construction of boundary wall, landfilling, land levelling. Company has utilized Land and Land Development Cost from Internal Accruals.

Building Construction and civil work

Our Company plans to bifurcate buildings into Sulphuric Acid Plant, LABSA Plant and Magnesium Sulphate Plant as a part of the Proposed Project. Building and civil works for the proposed expansion include construction of Plant foundation, Acid Tank Foundation, Equipment Foundations, Process shed, Raw material storage, Sulphur Melting Section, Power Generation, Lab, Store and engineering related work including building the foundation, structure, roof, doors and windows, drainage, and sewerage system. Shree Ram builders is providing us quotation for proposed building construction and civil work which are as mentioned below table. Up to August 16, 2024, Our Company has deployed ₹ 185.07 Lakhs towards Building construction and civil work out of internal accruals/borrowing duly certified by statutory Auditor, K. L. Vyas & Company, Chartered Accountants vide its certificate dated August 17, 2024, bearing UDIN: 24402560BKCDTT6640. A detailed break-up of such estimated cost proposed to be funded from the Net Proceeds is at ₹500.76 lakhs is set forth below:

Sr. No.	Particulars	Estimated Cost (₹ in Lakhs)
	Civil, Structure, roads and ancillary works along with supply of necessary labour, materials, equipment and services for the construction and completion at – SIPCOT Cuddalore, Tamilnadu	
1	Sulphuric Acid Plant Civil work	
	Raw material storage	35.28

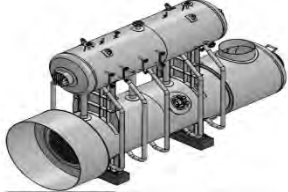
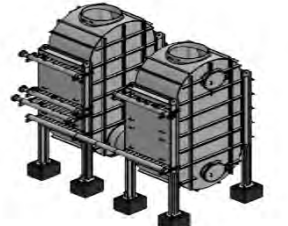
Sr. No.	Particulars	Estimated Cost (₹ in Lakhs)
	Sulphur Melting Section	12.61
	Power Generation	13.30
	B.F.Wroom	4.28
	Blower Room	8.55
	Power Control Room	5.70
	Plant Foundation	71.50
2	LABSA Plant Civil work	
	Process Shed	33.60
	Equipment Foundations	15.60
	Lab, Store, Rest Room etc.	14.25
	Brick Lining	9.00
	Acid Tank Foundation	24.30
3	Magnesium Sulphate Plant Civil Work	
	Raw Material Storage	32.00
	Process Shed	76.00
	Finish Goods Storage Shed	48.00
	Equipment Foundation	10.40
	Lab, Store, Rest Room etc	10.00
Total Estimated Cost (Basic)		424.37
Government Taxes extra as applicable		76.39
Total Estimated Cost (including taxes)		500.76

Purchase of Plant and Machinery

Our Company has identified the plant and machinery it intends to purchase and install at the Proposed Project, which include Process pump (metallic and non metallic), vessels and reactor, Electrical control panel, Storage tank ((LAB 500/LABSA 300MT), crystalizer, SULFOMAX@RR- Ribbed Ring-300061, SULFOMAX@HV- Ribbed Ring-300070, Power Generation T.G. 1.8Mw 1500 Kw power generation and other items. The details of costing of such plant and machinery are set forth below. Estimated Total Cost of Plant and Machinery is ₹ 2,817.40 lakhs.

Sr. No.	Date of Quotation	Validity of Quotation	Name of Vendor	Particulars	Qty	Estimated Cost (₹ in Lakhs)
1	15-06-24	15-09-24	Flourolined Equipment Pvt. Ltd	Process Pumps with Motor (Non-Metallic)	13	16.23
2	24-03-24	24-09-24	Falguni Enterprises JPR	Process Pumps with Motor (Metallic)	12	8.62
3	03-04-24	03-10-24	Equipex system pvt. Ltd, Delhi	Capacitive Level Sensor	2	0.46
4	14-06-24	14-09-24	Saad Automation Engineers	Actuator operated Butterfly valve	1	0.39
5	20-06-24	20-09-24	Baumer Tehnologies India Private Limited	Pressure Gauge	15	0.47
6	10-03-24	12-09-24	Revathi Electronics and controls	Control Instruments	18	4.54

Sr. No.	Date of Quotation	Validity of Quotation	Name of Vendor	Particulars	Qty	Estimated Cost (₹ in Lakhs)
7	15-03-24	11-09-24	Flow line Valves AMD	Process Valves	70	7.05
8	12-04-24	09-10-24	Pantech Instruments	RTD	16	4.27
9	06-03-24	06-09-24	Paltech cooling towers & Equipments Ltd.	Cooling Tower	1	6.09
10	10-03-24	10-09-24	Lubi Electronics Vadodara	Electrical Control Panels	2	11.21
11	29-06-24	27-09-24	Texfab Machinery Pvt ltd	Vessels & Reactors	40.3 MT	41.95
12	12-06-24	13-09-24	Artech steel Engineering co	MS pipe & Fittings	396 Mtr. 249 Nos.	8.61
13	19-06-24	19-09-24	Industrial Electricals	Electric Cables& Cable trays	765 Mtr., 105 Pcs.	2
14	15-06-24	15-09-24	Jai Shree Krishna Irrigation System	HDPE pipes	380 Mtr.	1.02
15	01-04-24	01-10-24	Raj Engineering Company	Fabrication & Erection of Platform& ladder	1	5
16	14-06-24	14-09-24	Raj Engineering Company	Storage Tank(LAB 500/LABSA 300MT)	53 MT	49.95
17	24-06-24	24-09-24	Hitech Machino Fab	Reactor (Site Fabrication)-	4	45.00
				Crystalizer	10	85.00
				Centrifugal Machine	5	10.00
				Filter Press	2	30.00
				Mother Liquor Tank (Site Fabrication)	6	18.00
				Acid Measuring Tank (Site Fabrication)	6	6.00
				Mud Washer (Site Fabrication)	2	18.00
				Rotary Drum Drier	1	15.00
18	14-06-24	14-09-24	Vadke Engineers and Consultants	Sulfur Agitator	1	2.40
				Gas Bypass Valve	1	7.50
19	17-06-24	15-09-24	Heat Cool Fin Industries	Sulphur Spray Gun	2	0.88
	21-03-24	21-09-24	Emerald Enviro Systems LLP	Hot Gas Filter	1	15.45
20	14-06-24	12-09-24	Priaesha Marines & Casting	Columns & Grid Plate Casting- Alloy Cast Iron Equivalent to Mehanite	8400 Kgs (02 Sets)	11.76

Sr. No.	Date of Quotation	Validity of Quotation	Name of Vendor	Particulars	Qty	Estimated Cost (₹ in Lakhs)
				Columns & Grid Plate Casting-Cast Iron	8400 Kgs (02 Sets)	10.92
21	26-06-24	24-09-24	Sud-Chemie India Private Limited	SULFOMAX@RR- Ribbed Ring-300061	29000 Ltrs (consist 145 Drums)	87.87
				SULFOMAX@HV- Ribbed Ring-300070	11200 Ltrs (consist 56 Drums)	35.05
22	15-06-24	13-09-24	Heat Cool Fin Industries	Hot Heat Exchanger (CHE) 2410ID Surface area-655.0 M2 Plant Sulphuric Acid (200 TPD)	1.00	33.21
				Hot Heat Exchanger (HHE) 1710ID Surface area-270.0 M2 Plant Sulphuric Acid (200 TPD)	1.00	19.80
23	24-06-24	22-09-24	Enmax Engineering (India) Private Limited, Hyderabad	  W.H.R. System for 200 TPD SAP	6.00	421.30
24	09-06-24	07-09-24	Evergreen Technologies Private Limited	Fibre Bed Candle Filter & Demister Pad With Grids	9.00	14.80
25	22-03-24	22-09-24	Madya Bharat Ceramics	Intalox Saddles - 25 MM	9 m3	2.34
				Intalox Saddles - 50 MM	50 m3	12.00
				Intalox Saddles - 75 MM	50 m3	11.75
				Cross Partition Rings - 80*80 MM	4,200 nos.	1.05
				Cross Partition Rings - 150*150 MM	1,500	1.65
26	22-07-24	22-09-24	Kelvion India	Acid Cooling 200 TPD Acid	2.00	130.80

Sr. No.	Date of Quotation	Validity of Quotation	Name of Vendor	Particulars	Qty	Estimated Cost (₹ in Lakhs)
			Private Limited	Plant		
27	29-03-24	29-09-24	Emerald Enviro Systems LLP	Bellows & Butterfly Valves	36.00	19.69
28	22-06-24	20-09-24	Kay International Private Limited	Main Air Blower	2.00	28.70
				Accoustic Hood	2.00	6.71
				Spares- Kay Premium Oil EP-330	210 Ltr.	0.48
29	14-03-24	10-09-24	Chemlin Pumps & Valves Private Limited	Pumps	6.00	43.56
30	21-06-24	21-09-24	URSS Technologies Private Limited, Jaipur	Pumps	1.00	20.37
31	08-03-24	08-09-24	Shree Insulation	Insulation Of Eqpt. & Lines	1.00	54.00
32	09-02-24	31-08-24	Armec Cooling Tower Pvt. Ltd	Cooling Tower F.R.P. Cooling Tower	4.00	30.58
33	05-07-24	05-10-24	Electromech Engineers	Electricals	MCC Panel – 1, MCC Panel – 7 (with relevant accessories)12.00	49.00
34	15-06-24	15-09-24	Matrix India	Electricals	23.00	30.34
35	15-06-24	15-09-24	Distinct Techno Concept Pvt. Ltd.	Instrumentation for 200TPD Sulphuric Acid Plant	2.00	48.37

Sr. No.	Date of Quotation	Validity of Quotation	Name of Vendor	Particulars	Qty	Estimated Cost (₹ in Lakhs)
36	22-07-24	20-10-24	Triveni Turbines Limited	  Power Generation T.G. 1.8Mw 1500 Kw power generation	1.00	415.00
37	21-06-24	21-09-24	Crown Ceramics	Refractory Bricks	68750	28.22
38	05-06-24	05-09-24	Raj Engineering Company	Sulphurmelter	17.42	18.71
				Sulphur furnace	34.5	32.79
				Converter 1 & 2	52.4	49.78
				W.H.R. System (B.O.)	16.26	15.50
				Air drying Tower	15.45	14.68
				Interpass abs. tower	24.3	23.09
				Final Absorption tower	21.1	20.05
				Acid pump tank	20.4	19.38
				Ducting	47.3	44.94
				Stack	35.6	33.82
				Start up heating system	5.4	5.13
				Acid storage & despatch tanks	116.75	119.35
Total Estimated Cost (Basic)						2387.63
Government Taxes extra as applicable						429.77
Total Estimated Cost (including taxes)						2817.40

Government Approvals:

In relation to the Proposed Project, we are required to obtain approvals, which are routine in nature, from certain governmental or local authorities as provided in the table below:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
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1.	Consent to Establish Factory under RED/LSI Category for its Unit at S.F. No.98(part), 99 (part), 112 /1 (part) and 113 (part) Kudikadu Village, Cuddalore Taluk and District falling in CRZ Area, Plot No.: C-17A at SIPCOT Industrial Park, Tamil Nadu.	2301154736172	Section 25 of the Water (Prevention and control of pollution) Act, 1974	Tamil Nadu Pollution Control Board, Chennai	November 08, 2023	March 31, 2028
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Utilities:

The Proposed Facility is located at SIPCOT Industrial Park, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A, Tamil Nadu. The requirements for water supply and power for the Proposed Facility will be provided by State Industries Promotion Corporation of Tamilnadu Limited (SIPCOT).

Other Confirmation:

In relation to the purchase of machinery as set out above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery or at the same costs. The quantity of machinery to be purchased will be based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such machinery according to the business requirements of our Company and based on estimates of our management.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. Each of the units of machinery mentioned above is proposed to be acquired in a ready-to-use condition, post installation and commissioning requirement. Further, the Promoters, Directors, Key Managerial Personnel and the Group Company do not have any interest in the proposed acquisition of the machinery or in the entity from which we have obtained quotations in relation to such proposed acquisition of the machinery and our Company has confirmed that such entities do not form part of our Promoter Group or Group Company.

2. TO MEET WORKING CAPITAL REQUIREMENTS:

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of "Single Super Phosphate" (SSP) fertilizer and "Granules Single Super Phosphate" (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

Our business is working capital-intensive and we fund our working capital requirements in the ordinary course of business from our internal accruals and financing from various banks and financial institutions. Net Working Capital requirement of our Company as on March 31, 2024 on restated standalone basis was ₹ 8,056.56 Lakhs as against that of ₹ 5,881.00 Lakhs, and ₹ 5,478.27 Lakhs as on March 31, 2023, and March 31, 2022 respectively. The Net Working capital requirements for the FY 2024-25 is estimated to be ₹ 14,462.68 Lakhs, and ₹ 19,465.61 lakhs in FY 2025-26. The Company will meet the requirement to the extent of ₹ 2,645.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Reasons for raising additional working capital.

We are mainly engaged in the production of Linear Alkylbenzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of "Single Super Phosphate" fertilizer which is manufactured and supplied as



per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. We are operating from our manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan is in close proximity of supply of both the raw materials (a) Rock Phosphate (b) Sulphuric Acid 98%.

With Proposed Project, Company will increase its manufacturing capability by 100 MT/day for LABSA 90%, 200 MT/day for Sulphuric Acid and 60 MT/day for Magnesium Sulphate. In order to support the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in FY 2024-25 and FY 2025-26. In FY 2023-24, Net working capital was 11.44% of Total Revenue from operation i.e. ₹ 8,056.61 lakhs working capital against ₹ 70,417.94 lakhs Revenue from Operation. We expect that our working capital requirement will correspondingly increase in line with increase in our revenue from operations and would be around 15-18% to our revenue from operations.

Basis of estimation of working capital requirement and estimated working capital requirement

(₹ in lakhs)

Particulars	(Projected)		(Restated Basis)		
	31-Mar-26	31-Mar-25	31-Mar-24	31-Mar-23	31-Mar-22
Inventories					
Raw Material	3,571.68	2,416.69	1,591.86	2,269.16	947.85
Finished Goods, Traded Goods and Other Consumables	5,777.21	4,096.61	3,562.61	2,596.37	689.24
Trade receivables	15,396.26	10,530.61	5,615.75	8,685.76	5,131.50
Cash and Bank Balance	48.87	38.10	29.27	4.18	14.07
Loans and Advances	2,641.72	2,201.43	1,238.02	1,236.92	2,259.87
Other Assets	136.88	105.29	87.75	97.93	223.09
Total Current Assets	27,572.63	19,388.74	12,125.26	14,890.31	9,265.61
Trade payables	5,764.48	3,242.95	2,917.33	7,058.89	1,213.78
Other liabilities (Including Non-Current)	1,020.00	720.00	632.69	1,146.92	1,511.05
Short-term provisions	1,058.07	543.64	518.64	803.51	1,062.51
Total Current Liabilities	7,842.55	4,506.59	4,068.65	9,009.32	3,787.34
Net Working Capital	19,730.08	14,882.15	8,056.61	5,881.00	5,478.27
Sources of Funds*					
Internal Accruals / Borrowing ^[1]	17,240.08	14,382.15	8,056.61	5,881.00	5,478.27
Proceeds from IPO	2,490.00	500.00	0.00	0.00	0.00
Total	19,730.08	14,882.15	8,056.61	5,881.00	5,478.27

^[1] As on March 31, 2024, Company has outstanding amount of ₹ 4,014.92 lakhs as Working Capital, Business loan and Cash Credit limit from Bank and Other Institution.

**The estimates of incremental working capital requirements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024.*

(₹ in lakhs)

Particulars	31-Mar-26	31-Mar-25	31-Mar-24
Incremental Working Capital	4,847.93	6,825.54	2,175.61
Funding Pattern			
From Internal Accruals / Borrowing	2,857.93	6,325.54	2,175.61
From IPO Proceeds	1,990.00	500.00	0.00

Assumptions for working capital requirements:

Particulars	Holding level (in Months/Days)				
	(Projected)		(Restated Basis)		
	31-Mar-26	31-Mar-25	31-Mar-24	31-Mar-23	31-Mar-22
Trade Receivables (A)					
Number of months of Trade Receivables	1.56	1.57	0.96	1.36	1.11
Number of Days of Trade Receivables	47.00	47.00	29.00	41.00	33.00
Inventories (B)					
Number of months for Raw-material	0.41	0.39	0.30	0.38	0.24
Number of Days for Raw-material	12.00	12.00	9.00	11.00	7.00
Number of months for Finished Goods, Traded Goods and Other Consumables	0.66	0.68	0.66	0.44	0.17
Number of Days for Finished Goods, Traded Goods and Other Consumables	20.00	20.00	20.00	13.00	5.00
Current Liabilities (C)					
Number of months of Trade Payable	0.65	0.53	0.55	1.17	0.30
Number of days of Trade Payable	20.00	16.00	16.00	35.00	9.00

Note:

1. Holding period level (in months/days) of Trade Receivables is calculated by dividing trade receivables by revenue from operations multiplied by number of months/days in the year/period.
2. Holding period level (in months/days) of stock of Raw-material is calculated by dividing Raw-material purchased/Direct expenses by number of months/days in the year/period.
3. Holding period level (in months/days) of stock of Finished goods, traded goods and other consumables is calculated by dividing Cost of goods sold by number of months/days in the year/period
4. Holding period level (in months/days) of Trade Payables is calculated by dividing trade payables by Raw-material purchased/Direct expenses multiplied by number of months/days in the year/period.

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Our Company's estimated working capital requirements on a restated basis are based on the following key assumptions:

Sr No	Particulars	Details
Current Assets		
1.	Trade receivables	<p>Trade receivables are amount owed to Company by customers following sale of goods and services i.e. Sale of Linear Alkyl Benzene Sulphonic Acid (LABSA), Sulphuric Acid (Spent), Single Super Phosphate (Powdered/Granulated), Magnesium Sulphate and Traded Goods on credit</p> <p>Our trade receivables holding period has witnessed an increasing trend with increase in our Revenue from operation i.e. from 33 days in FY 2021-22 to 41 days in FY 2022-23. Trade Receivable days for the FY 2023-24 of 29 days is not comparable due to receipt of payment at the reporting date i.e. March 31, 2024.</p> <p>Company expects to maintain Trade Receivables Holding period of 47 days in FY 2024-25 and FY 2025-26.</p>
2.	Raw Material	<p>The principal item required for production mainly consists of Rock Phosphate, Sulphuric acid, Zinc sulphate, and Boron from various vendors.</p> <p>Company was able to maintain Raw Material holding period level in the range of 7-12 days for all the Restated years i.e. FY 2021-22, FY 2022-23 and FY 2023-24.</p> <p>Company expects to maintain Raw Material Holding period of 10-12 days in FY 2024-25 and FY 2025-26 which meets the requirements of business activities projected for the FY 2024-25 to FY2025-26.</p>
3.	Finished Goods, Traded Goods and Other Consumables	<p>Finished Goods, Traded Goods and Other Consumables includes our products Linear Alkyl Benzene Sulphuric Acid (LABSA), Single Super Phosphate (Powdered/Granulated), Sulphuric Acid (Spent), Chicory, LAB, Aluminium Hydrate, seeds and other consumables. After Production of the Finished Goods, Goods are inspected, packed and ultimately dispatch to the required locations including a specific lead-time to ensure completion of the required formalities.</p> <p>Our Company's Finished Goods holding period has increased from 5-7 days in FY 2021-22 to 13-15 days in FY 2022-23, to 18-20 days in FY 2023-24.</p> <p>Company expects to maintain Raw Material Holding period in the range of 18-20 days in FY 2024-25 and FY 2025-26 which meets the requirements of business activities projected for the FY 2024-25 to FY 2025-26.</p>
Current Liabilities		
3.	Trade Payables	<p>Trade payables are amount to be paid to suppliers for purchase of Raw material on credit.</p> <p>Our Company's Trade Payable days has increased from 9 days in FY 2021-22 and 35 days in FY 2022-23. Closing balance of trade payable for FY 2022-23 of ₹ 7,058.89 lakhs was on higher side due to payment after the reporting date i.e. March 31, 2023. Trade Payable holding period for the FY 2023-24 was 16 days.</p> <p>Company estimates Trade Payable Holding period on average of 16 days in FY 2024-25 and gradually increasing with increase in quantum of purchase i.e. to 20 days in FY 2025-26.</p>

Apart from above there are other working capital requirements such as Cash and cash equivalents, Other Assets, Loans and advances, short term provisions and other Liabilities. Details of which are given below.

Cash and Cash Equivalents	Cash and cash equivalents include cash in hand and balance in current account excluding Fixed Deposits held under lien. Cash and Cash Equivalent balance is estimated based on amount required for day-to-day Business operation and for expected Business requirement of company.
Loans and Advances	Loans and advances mainly include Balances with Statutory/Government Authorities, advance to suppliers for supply of material, advance to employees, Security Deposits with Govt. & Others, Capital Advances, Other Prepaid Expenses and Inter-corporate Loan. Loans and advances is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Other Assets	Other Assets includes, Advance Income Tax & TDS, Interest Accrued on Security Deposits. Projected Other Assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
Other liabilities	Other Liabilities mainly include Statutory dues, creditors for expenses, Advance from Customers, Due to Employees and advances & deposits received. Other current liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include provision for gratuity, tax and expenses. Short-term provisions are estimated based on previous year outstanding amount and for expected Business requirement of company.

3. GENERAL CORPORATE PURPOSES:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ [●] Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- acquisition/hiring of land/property for building up corporate house,
- hiring human resources including marketing people or technical people in India or abroad,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

4. ISSUE RELATED EXPENSES

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

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Legal Advisors	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00	[●]

Notes:

- Up to August 16, 2024, Our Company has deployed/incurred expense of ₹ 208.81 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by statutory Auditor, K. L. Vyas & Company, Chartered Accountants vide its certificate dated August 17, 2024, bearing UDIN: 24402560BKCDTT6640.
- Any expenses incurred towards aforesaid issue related expenses during the period from September 01, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:
Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)
Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/-



(plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

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

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

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

The schedule of implementation of the Proposed Project is set forth below:

Particulars	Estimated date of commencement	Estimated date of completion
Land Acquisition	Acquired in August 2023	Completed
Civil Work	February, 2024	June, 2024
Plant Erection Work	March, 2024	June, 2024
Electrification Work	May, 2024	November, 2024
Machinery Ordering	June, 2024	December, 2024
Machinery Installation	August, 2024	December, 2024
Final Operation	January, 2025	

In the event the Net Proceeds are not completely utilised for the Objects during the respective periods mentioned in “- Schedule of implementation” above, due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further, capital expenditure towards the stated Objects may also be accelerated, due to early completion of various activities mentioned in this section.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, valid quotations received from third parties, certificates from independent project consultants, other commercial and technical factors, prevailing market conditions, which are subject to change. We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy and other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. See “Risk Factors” on page 30.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth above, such additional fund requirement will be met by way of any means available to us, including from internal accruals and seeking additional debt from existing and/or future lenders.

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost (A)	Amount to be funded from Internal Accruals / Borrowing (B)	Amount to be funded from the Net Issue Proceeds (C) = (A-B)	Amount already deployed	Estimated Utilization of Net Proceeds (In FY 2024-25)*	Estimated Utilization of Net Proceeds (In FY 2025-26)*
1.	Setting up a new facility at SIPCOT Industrial Park, Cuddalore District ('C' District) Plot(s) - Plot No.C17/A,	3,894.69	576.53	3,318.16	185.07	3,318.16	0.00



Sr. No.	Particulars	Total Estimated Cost (A)	Amount to be funded from Internal Accruals / Borrowing (B)	Amount to be funded from the Net Issue Proceeds (C) = (A-B)	Amount already deployed	Estimated Utilization of Net Proceeds (In FY 2024-25)*	Estimated Utilization of Net Proceeds (In FY 2025-26)*
	Tamil Nadu for manufacturing of LABSA 90%, Sulphuric Acid and Magnesium Sulphate.						
2.	Working Capital Requirement	19,730.08	11,206.18	2,490.00	0.00	500.00	1,990.00
3.	General Corporate Purposes	[●]	[●]	[●]	[●]	[●]	[●]
	Total	[●]	[●]	[●]	[●]	[●]	[●]

**To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to general business exigencies, the use of issue proceeds may be interchangeable.*

However, the use of issue proceeds for General Corporate Purposes shall not exceed 25% at any point of time.

APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in 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 utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Hearing Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

VARIATION IN OBJECTS



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

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law

BASIS FOR ISSUE PRICE

The issue price has been determined by the issuer in consultation with the Book Running Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "Risk Factors" and "Restated Financial Information" on page no. 30 and 211, respectively of this Red Herring Prospectus to get a more informed view before making the investment decision.

Our Company was required to prepare Consolidated Financial Statements for the FY 2023-24. Consolidation of financial statement for FY 2022-23, FY 2021-22 was not applicable to the Company. Therefore, Our Company has prepared Restated Consolidated Financial Statements for the FY 2023-24 only. However, in order to have better understanding and comparability, information provided in this chapter is based on Restated Standalone Financial Statement for the respective years i.e. FY 2023-24, FY 2022-23 and FY 2021-22.

QUALITATIVE FACTORS

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

- Cost Effective sourcing and Strategic Location of Manufacturing Unit
- Quality assurance
- Leveraging the expertise of our Promoters and Management Team
- Forward integration and Diversification

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 142 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

1. Basic & Diluted Earnings Per Share (EPS):

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

Weighted Average

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2024	7.41	3
Financial Year ended March 31, 2023	9.13	2
Financial Year ended March 31, 2022	8.89	1
Weighted Average	8.23	

Notes:

1. Earnings per share is computed in accordance with AS 20 with taking the effect of the following:
 - Our Board of Directors in its meeting held on January 23, 2024 approved issue of 57 (Fifty-Seven) bonus shares fully paid for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.
2. Weighted Average = Aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x weight) for each year / Total of weights.
3. The face value of each Equity Share is ₹10.

Simple Average

Financial Year/Period	Basic and Diluted EPS (in ₹)
-----------------------	------------------------------



Financial Year/Period	Basic and Diluted EPS (in ₹)
Financial Year ended March 31, 2024	7.41
Financial Year ended March 31, 2023	9.13
Financial Year ended March 31, 2022	8.89
Simple Average	8.47

Notes:

- Earnings per share is computed in accordance with AS 20 with taking the effect of the following:
 - Our Board of Directors in its meeting held on January 23, 2024 approved issue of 57 (Fifty-Seven) bonus shares fully paid for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.
- Simple average = Aggregate year-wise EPS divided by the aggregate of number of years i.e. sum of EPS for each year/Total of number of years.
- The face value of each Equity Share is ₹10.

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹[●]:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Floor Price/ Cap Price}}{\text{Restated Standalone Earnings Per Share}}$$

Particulars	Basic and Diluted EPS (in ₹)	P/E at the Floor Price (No. of times) **	P/E at the Cap Price (No. of times) **
Based on EPS of Financial Year ended March 31, 2024	7.41	[●]	[●]
Based on Weighted Average EPS	8.23	[●]	[●]
Based on Simple Average EPS	8.47	[●]	[●]

** The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of price band advertisement.

Industry PE:

Particulars	Industry Peer P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	Negative	Rama Phosphates Limited	10.00
Lowest	Negative	Rama Phosphates Limited	10.00
Average	Negative	Rama Phosphates Limited	10.00

3. Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2024	16.63%	3
Financial Year ended March 31, 2023	24.58%	2
Financial Year ended March 31, 2022	31.75%	1
Weighted Average	21.80%	



Note: Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) foreach year/Total of weights.

4. Net Asset Value per Equity Share:

Restated Net Asset Value per equity share (₹) = $\frac{\text{Restated Standalone Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$

Particular	Amount (in ₹)
Financial Year ended March 31, 2024	44.54
Financial Year ended March 31, 2023	37.13
Financial Year ended March 31, 2022	28.00
After the Issue	
-At Floor Price*	[●]
-At Cap Price*	[●]
Issue Price*	[●]

*To be determined after the book-building process

Notes:

1. Number of shares are adjusted by following:

- Our Board of Directors in its meeting held on January 23, 2024 approved issue of 57 (Fifty-Seven) bonus shares fully paid for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.

2. Issue Price per equity share will be determined by our Company, in consultation with the Book Running Book Running Lead Managers.

5. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)@	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Indian Phosphate Limited	Standalone	10.00	[●]	7.41	[●]	16.63%	44.54	70,417.94
Indian Phosphate Limited	Consolidated	10.00	[●]	6.65	[●]	15.01%	44.34	71,487.02
Peer Group*								
Rama Phosphates Limited	Standalone	10.00	160.60	(17.56)	Negative	(8.81%)	199.41	60,316.82

Source: All the financial information for listed industry peer mentioned above is on a standalone basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE/BSE website for the year ended March 31, 2024.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the NSE/BSE on March 28, 2024 divided by the Diluted EPS.
2. RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares adjusted for bonus shares.



4. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.
5. The Issue Price will be determined by our Company in consultation with the Book Running Lead Manager is justified based on the above accounting ratios.

For further details, please refer to the section titled “Risk Factors” and chapters titled “Business Overview” and “Restated Financial Information” beginning on page nos. 30, 142 and 211 respectively of this Red Herring Prospectus.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 13, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. S V J K and Associates, by their certificate dated August 17, 2024.

The KPIs of our Company have been disclosed in the sections “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 142 and 213, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

KPIs OF OUR COMPANY

Particulars	For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	70,417.94	76,869.36	55,715.20
Growth in Revenue from Operations (%)	(8.39) %	37.97%	-
Gross Profit (₹ in Lakhs)	6,502.37	7,885.13	8,039.29
Gross Profit Margin (%)	9.23%	10.26%	14.43%
EBITDA (₹ in Lakhs)	2303.42	2476.39	2362.15
EBITDA Margin (%)	3.27%	3.22%	4.24%
Profit After Tax (₹ in Lakhs)	1,347.32	1659.53	1616.61
PAT Margin (%)	1.91%	2.16%	2.90%
RoE (%)	18.14%	28.02%	37.74%
RoCE (%)	20.93%	31.00%	42.08%
Net Fixed Asset Turnover (In Times)	29.82	49.60	56.88
Operating Cash Flows (₹ in Lakhs)	(191.11)	1707.03	(605.37)

Source: The Figure has been certified by our Peer review auditors M/s. S V J K and Associates Chartered Accountants vide their certificate dated August 17, 2024 having UDIN: 24193591BKAFPA5025.

Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.



- 3) Gross Profit is calculated as Revenue from Operations less Cost of Materials consumed and Changes in inventories of work in progress, Finished goods and traded goods.
- 4) Gross Profit Margin (%) is calculated as Gross Profit divided by Revenue from Operations.
- 5) EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses reduced by other income.
- 6) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 7) Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
- 8) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 9) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 10) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes reduced by other income divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Asset).
- 11) Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment, capital work-in-progress and intangible assets, if any.
- 12) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

OPERATIONAL KPIs OF THE COMPANY:

Particulars	For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
SSP Powder (Green)			
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000
Capacity Utilization in (Ton)	38,970.00	65,050.42	67,718.09
Capacity Utilization in (%)	29.52	49.28	51.30
SSP Granulated (plain, zincated and zincated+boronated)			
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000
Capacity Utilization in (Ton)	19,000.00	48,300.00	55,100.00
Capacity Utilization in (%)	14.39	36.59	41.74
SSP Powder (plain and zincated)			
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000
Capacity Utilization in (Ton)	15,100.00	12,400.00	15,200.00
Capacity Utilization in (%)	11.44	9.39	11.52
LABSA			
Installed Capacity in (Ton)	1,05,000	75,000.00	45,000
Capacity Utilization in (Ton)	58,273	52,413.92	43,809.46
Capacity Utilization in (%)	55.50	69.89	97.35
Workforce Strength	105	95	79
Top 1 Customers (%)	78.66	67.96	62.29
Top 3 Customers (%)	90.21	85.80	77.91
Top 5 Customers (%)	92.57	87.58	79.80
Top 10 Customers (%)	93.50	88.70	81.38
Top 1 Suppliers (%)	34.15	65.92	40.41



Particulars	For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Top 3 Suppliers (%)	88.42	87.78	86.09
Top 5 Suppliers (%)	96.05	96.27	96.05
Top 10 Suppliers (%)	99.29	99.53	98.77

Source: The Figure has been certified by our Peer review auditors M/s. SVJK and Associates Chartered Accountants vide their certificate dated August 17, 2024 having UDIN: 24193591BKAFPA5025.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the profits from manufacturing of products by the Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sale of products manufactured by the Company.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities.
Capacity Utilization	This metric enables us to link Actual Production with Installed Production Capacity.
Contribution to revenue from operations of top 1 / 3 / 5 / 10	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.
Contribution to purchases of top 1 / 3 / 5 / 10 Suppliers	This metric enables us to track the contribution of our key suppliers to our purchases and also assess any concentration risks.



COMPARISON OF KPIs OF OUR COMPANY AND OUR LISTED PEERS:

Particulars	Indian Phosphate Limited			Rama Phosphates Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	70,417.94	76,869.36	55,715.20	60,316.82	87,482.64	87,831.32
Growth in Revenue from Operations (%)	-8.39%	37.97%	-	-31.05%	-0.40%	-
Gross Profit (₹ in Lakhs)	6,502.37	7,885.13	8,039.29	12,142.76	23,381.13	30,605.22
Gross Profit Margin (%)	9.23%	10.26%	14.43%	20.13%	26.73%	34.85%
EBITDA (₹ in Lakhs)	2303.36	2476.39	2362.15	-2,043.32	7,216.92	10,651.67
EBITDA Margin (%)	3.27%	3.22%	4.24%	-3.39%	8.25%	12.13%
Profit After Tax (₹ in Lakhs)	1347.32	1659.53	1616.61	-3,106.71	4,093.44	7,003.71
PAT Margin (%)	1.91%	2.16%	2.90%	-5.15%	4.68%	7.97%
RoE (%)	18.14%	28.02%	37.74%	-9.39%	14.15%	29.56%
RoCE (%)	20.93%	31.00%	42.08%	-6.33%	16.88%	36.22%
Net Fixed Asset Turnover (In Times)	29.82	49.60	56.88	4.20	9.20	10.35
Operating Cash Flows (₹ in Lakhs)	-191.11	1707.03	-605.37	-510.44	-3,624.21	-858.24

Source: The Figure has been certified by our Peer review auditors M/s. SVJK and Associates Chartered Accountants vide their certificate dated August 17, 2024 having UDIN: 24193591BKAFPA5025.

COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:

Particulars	Indian Phosphate Limited			Rama Phosphates Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
SSP Powder (Green)						
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000	N.A.	N.A.	N.A.
Capacity Utilization in (Ton)	38,970.00	65,050.42	67,718.09	N.A.	N.A.	N.A.
Capacity Utilization in (%)	29.52	49.28	51.30	N.A.	N.A.	N.A.
SSP Granulated (plain, zincated and zincated+boronated)						
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000	N.A.	N.A.	N.A.
Capacity Utilization in (Ton)	19,000.00	48,300.00	55,100.00	N.A.	N.A.	N.A.



Particulars	Indian Phosphate Limited			Rama Phosphates Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Capacity Utilization in (%)	14.39	36.59	41.74	N.A.	N.A.	N.A.
SSP Powder (plain and zincated)						
Installed Capacity in (Ton)	1,32,000	1,32,000	1,32,000	N.A.	N.A.	N.A.
Capacity Utilization in (Ton)	15,100.00	12,400.00	15,200.00	N.A.	N.A.	N.A.
Capacity Utilization in (%)	11.44	9.39	11.52	N.A.	N.A.	N.A.
LABSA						
Installed Capacity in (Ton)	1,05,000	75,000	45,000	N.A.	N.A.	N.A.
Capacity Utilization in (Ton)	58,273	52,413.92	43,809.46	N.A.	N.A.	N.A.
Capacity Utilization in (%)	55.50	69.89	97.35	N.A.	N.A.	N.A.
Workforce Strength	105	95	79	N.A.	N.A.	N.A.
Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers						
Top 1 Customers (%)	78.66	67.96	62.29	N.A.	N.A.	N.A.
Top 3 Customers (%)	90.21	85.80	77.91	N.A.	N.A.	N.A.
Top 5 Customers (%)	92.57	87.58	79.80	N.A.	N.A.	N.A.
Top 10 Customers (%)	93.50	88.70	81.38	N.A.	N.A.	N.A.
Contribution to Purchases of top 1 / 3 / 5 / 10 Suppliers						
Top 1 Suppliers (%)	34.15	65.92	40.41	N.A.	N.A.	N.A.
Top 3 Suppliers (%)	88.42	87.78	86.09	N.A.	N.A.	N.A.
Top 5 Suppliers (%)	96.05	96.27	96.05	N.A.	N.A.	N.A.
Top 10 Suppliers (%)	99.29	99.53	98.77	N.A.	N.A.	N.A.

Notes:

1. Contribution to Revenue from Operations of top 1 / 3 / 5 / 10 customers means aggregate revenue from top 1 / 3 / 5 / 10 customers divided by total Revenue from Operations as per Restated financial Statements.
2. Contribution to purchases of top 1 / 3 / 5 / 10 suppliers means aggregate purchases from top 1 / 3 / 5 / 10 suppliers divided by total purchases as per Restated financial Statements.
3. Data of Operational KPI's of the Company's listed peers is either not available in the public domain or the basis and manner of calculation of the figures mentioned is not ascertainable and therefore, may not be an accurate comparison with the Company's information not available in a comparable manner, and hence not mentioned.

Source: The Figure has been certified by our Peer review auditors M/s. SVJK and Associates Chartered Accountants vide their certificate dated August 17, 2024 having UDIN: 24193591BKAFPA5025.

WEIGHTED AVERAGE COST OF ACQUISITION:

- a) **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the 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 30 days (“Primary Issuances”)**

Our Company has not issued any Equity Shares (excluding Equity Shares issued pursuant to a bonus issue undertaken on February 13, 2024) or convertible securities or employee stock options during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- b) **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, the members of the Promoter Group during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the 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 30 days (“Secondary Transactions”).**

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities (excluding gifts), where our Promoters, or Promoter Group are a party to the transaction (excluding gifts) during the 18 months preceding the date of this 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) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) **Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions is applicable and details of the same is provided below:

Primary Transaction:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue price
1.	Prithipal Singh	57	10	Nil
2.	Dimple Singh	57		
3.	Mahesh Mandawat	57		
4.	Gagan Deep Singh Chaddha	57		
5.	Manish Murdia	57		
6.	Chirag Nagpal	57		
7.	Mamta Arora	1556670		
8.	Devendra Singh	108357		
9.	Ravindra Singh	12095343		
10.	Rushil Ravindra Arora	855627		
11.	Rushita Arora	855000		
Total		15471339		

Secondary Transaction:

Date of Transfer	Name of Transferees	Name of Transferor	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Transfer price per Equity share (in ₹)
October 04, 2023	Mr. Rushil Arora	Mrs. Surjeet Kaur	Transfer of Shares by way of Gift	100	10	Nil
October 27, 2023	Mr. Rushil Arora	Mr. Pritam Singh		10	10	
November 17, 2023	Mr. Devendra Singh	Mrs. Deeksha Arora		19000	10	
February 01, 2024	Ms. Rushita Arora	Mr. Ravindra Singh		150000	10	
February 01, 2024	Mr. Rushil Arora	Mr. Ravindra Singh		150000	10	
March 01, 2024	Mr. Ravindra Singh	Mr. Devendra Singh		127367	10	
Weighted average cost of acquisition (WACC)			Nil			

d) Weighted average cost of acquisition, floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (In ₹)	Cap Price (In ₹)
Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the 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 30 days (“Primary Issuances”)	NA	NA	NA
Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, the members of the Promoter Group during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the 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 30 days (“Secondary Transactions”).	NA	NA	NA



Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (In ₹)	Cap Price (In ₹)
Since there are no transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions is applicable.	Nil	NA	NA

N.A.: Not Applicable

Note:

Justification for Basis of Issue price: -

1. The following provides a detailed explanation for the Issue Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoter, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Financial Years 2024, 2023 and 2022.

[●]

(To be included on finalization of Price Band)

2. The following provides an explanation to the Issue Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoter, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any

[●]

(To be included on finalization of Price Band)

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Business Overview" and "Summary of Restated Financial Information" beginning on pages 30, 142 and 57 respectively of this Red Herring Prospectus, to have a more informed view.



STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Indian Phosphate Limited,
Plot 638, Sector-11, Udaipur, Girwa,
Rajasthan-313001, India

Dear Sir,

Subject: Statement of possible tax benefits (“the statement”) available to Indian Phosphate Limited (“the company”), its shareholder and its Associate Company prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Ref: Proposed Initial Public Offering of Equity Shares of Face Value ₹ 10 Each (The “Equity Shares”) of Indian Phosphate Limited “Company”).

1. We hereby confirm that the enclosed Annexure I, prepared by Indian Phosphate Limited ('the Company'), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders and its Associate. Several of these benefits are dependent on the Company or its shareholders or its Associate fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and or its shareholders or its Associate to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders or its Associate may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘SEBI ICDR Regulations’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Associate Company and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its Associate Company and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement 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 specifically mentioned in the statement, have not been examined and covered by this statement.
3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
 - i) the Company or its shareholders or its Associate will continue to obtain these benefits in future;
 - ii) the conditions prescribed for availing the benefits have been I would be met with; and
 - iii) the revenue authorities courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.



-
7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
 8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
 9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For M/s. SVJK and Associates
Chartered Accountants
FRN: 135182W

CA Reeturaj Verma
Partner
Membership No.: 193591
UDIN: 24193591BKAFPD8228
Place: Ahmedabad
Date: August 17, 2024



ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders and its Associate Company under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the 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.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

C. SPECIAL TAX BENEFITS TO THE ASSOCIATE COMPANY

Our Associate Company is not entitled to any special tax benefits under the Taxation Laws.

Note:

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

We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders and its Associate Company in the Red Herring Prospectus/Prospectus.



SECTION VIII – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

GLOBAL OUTLOOK

Global growth is expected to slow to 2.4 percent in 2024—the third consecutive year of deceleration—reflecting the lagged and ongoing effects of tight monetary policies to rein in decades-high inflation, restrictive credit conditions, and anemic global trade and investment. Near-term prospects are diverging, with subdued growth in major economies alongside improving conditions in emerging market and developing economies (EMDEs) with solid fundamentals. Meanwhile, the outlook for EMDEs with pronounced vulnerabilities remains precarious amid elevated debt and financing costs. Downside risks to the outlook predominate. The recent conflict in the Middle East, coming on top of the Russian Federation’s invasion of Ukraine, has heightened geopolitical risks. Conflict escalation could lead to surging energy prices, with broader implications for global activity and inflation. Other risks include financial stress related to elevated real interest rates, persistent inflation, weaker-than-expected growth in China, further trade fragmentation, and climate change-related disasters. Against this backdrop, policy makers face enormous challenges and difficult trade-offs. International cooperation needs to be strengthened to provide debt relief, especially for the poorest countries; tackle climate change and foster the energy transition; facilitate trade flows; and alleviate food insecurity. EMDE central banks need to ensure that inflation expectations remain well anchored and that financial systems are resilient. Elevated public debt and borrowing costs limit fiscal space and pose significant challenges to EMDEs— particularly those with weak credit ratings—seeking to improve fiscal sustainability while meeting investment needs. Commodity exporters face the additional challenge of coping with commodity price fluctuations, underscoring the need for strong policy frameworks. To boost longer-term growth, structural reforms are needed to accelerate investment, improve productivity growth, and close gender gaps in labor markets.

Global economic activity continues to soften, amid the effects of tight monetary policies, restrictive financial conditions, and weak global trade growth. After a sharp slowdown in 2022 and another decline last year, global output growth is set to edge down in 2024, marking the third consecutive year of deceleration. The recent conflict in the Middle East has heightened geopolitical risks and raised uncertainty in commodity markets, with potential adverse implications for global growth. This comes while the world economy is continuing to cope with the lingering effects of the overlapping shocks of the past four years—the COVID-19 pandemic, the Russian Federation’s invasion of Ukraine, and the rise in inflation and subsequent sharp tightening of global monetary conditions.

Near-term prospects are diverging (figure 1.1.A). Growth in advanced economies as a whole and in China is projected to slow in 2024 to well below its 2010-19 average pace. Meanwhile, aggregate growth is set to improve in EMDEs with strong credit ratings, remaining close to pre-pandemic average rates. Although overall growth is also expected to firm somewhat from its 2023 low in EMDEs with weak credit ratings, the outlook for many such countries remains precarious, given elevated debt and financing costs, and idiosyncratic headwinds such as conflict.

Global headline and core inflation have continued to decline from 2022 peaks. Nonetheless, inflation remains above target in most advanced economies and about half of inflation-targeting EMDEs. Global inflation is projected to remain above its 2015-19 average beyond 2024 (figure 1.1.B). Monetary tightening in advanced economies is concluding, but real policy interest rates are expected to remain elevated for some time, as inflation returns to target only gradually. This will keep the stance of advanced-economy monetary policies restrictive in the near-term, following the largest and fastest increase in U.S. real policy rates since the early 1980s (figure 1.1.C).

Long-term yields on advanced-economy government bonds were volatile in 2023, reflecting shifting expectations about the path of future interest rates and sizable movements in term premia. Although yields have retreated from their late-October peaks, they still imply increased fiscal vulnerabilities, given that median global government debt has risen by 20 percentage points of GDP since 2007, when U.S. yields were last at their current levels. The drag on growth from monetary tightening is expected to peak in 2024 in most major economies, assuming an orderly evolution of broader

financial conditions. Thus far, headwinds to growth from elevated interest rates have been offset, to some degree, by households and firms spending out of savings buffers, resilient risk appetite, and extended maturities on stocks of low-cost debt, as well as by expansionary fiscal policy in some cases, most notably the United States.

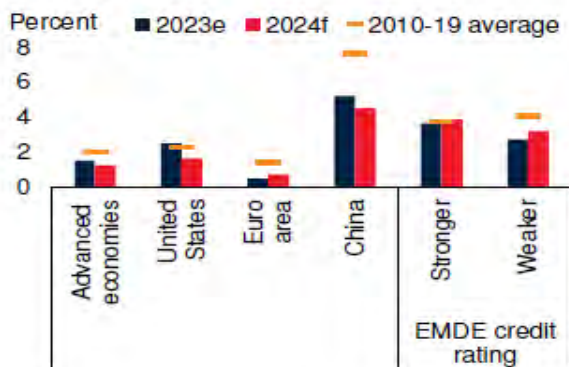
Global trade growth in 2023 was the slowest outside global recessions in the past 50 years, with goods trade contracting amid anemic global industrial production. Services trade has continued to recover from the effects of the pandemic, but at a slower pace than previously expected. Global trade growth is projected to pick up to 2.3 percent in 2024, partly reflecting a recovery of demand for goods and, more broadly, in advanced-economy trade (figure 1.1.D).

The recent conflict in the Middle East has so far had only a muted impact on commodity prices. In 2023 as a whole, most commodity prices weakened to varying degrees; however, they remain above pre-pandemic levels. Despite recent volatility triggered mainly by the conflict, and assuming hostilities do not escalate, average oil prices in 2024 are projected to edge down as global growth weakens and oil production increases. Metal prices are set to decline again as the slower growth in China further weighs on metal demand. Food prices are expected to soften further this year amid ample supplies for major crops but remain elevated.

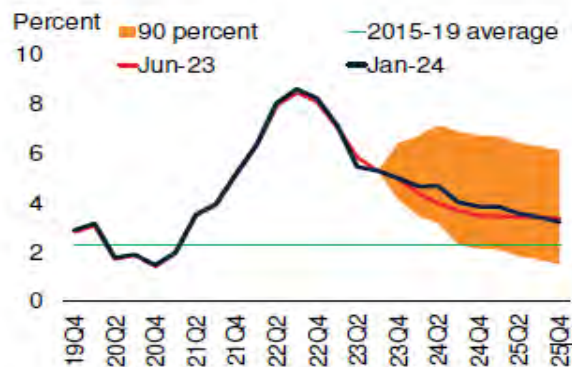
FIGURE 1.1 Global economic prospects

Growth rates in advanced economies as a whole and in China are projected to slow in 2024 to well below their 2010-19 average paces. Although growth is forecast to firm slightly in many EMDEs, it will remain below pre-pandemic average rates in countries with weak credit ratings. Global inflation is projected to continue receding only gradually, as demand softens. Advanced-economy monetary policies are expected to remain tight—including in the United States, following the largest and fastest increase in real policy rates since the early 1980s. Global trade, virtually stagnant in 2023, is set to resume slow growth in 2024. In all, 2020-24 marks the weakest start to a decade for global growth since the 1990s. Rising interest rates have driven borrowing costs well above nominal growth rates in many EMDEs, particularly those with weaker creditworthiness, squeezing fiscal space.

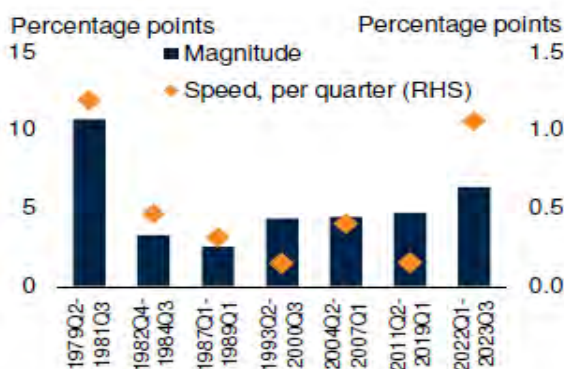
A. Growth, by economy and EMDE credit rating



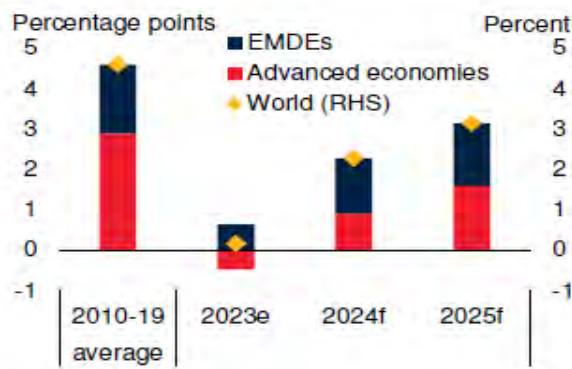
B. Global consumer price inflation



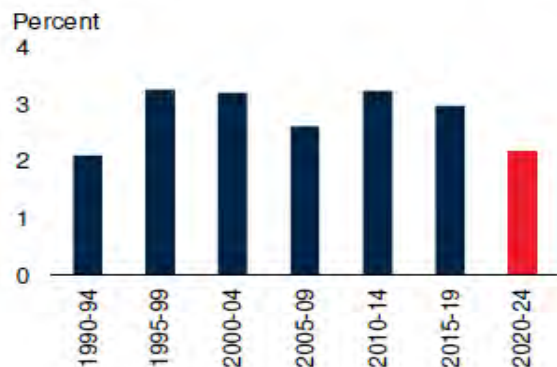
C. U.S. real interest rate cycles



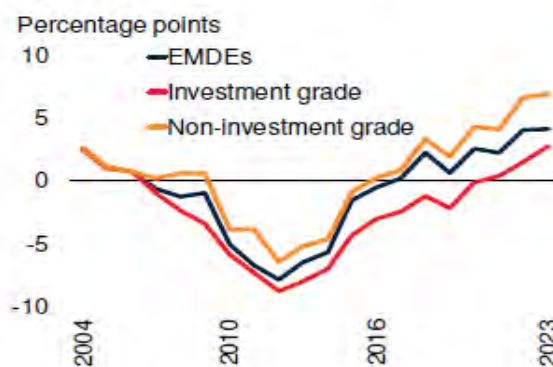
D. Contributions to global trade growth



E. Global growth



F. EMDE bond yields minus nominal growth rates



Sources:

Consensus Economics; Federal Reserve Bank of St. Louis; J.P. Morgan; Moody's Analytics; Oxford Economics; World Bank.

Note: e = estimate; f = forecast; CPI = consumer price index; EMBI = Emerging Market Bond Index; EMDEs = emerging market and developing economies. GDP aggregates calculated using real U.S. dollar GDP weights at average 2010-19 prices and market exchange rates. Credit ratings are Moody's sovereign foreign currency ratings.

A. EMDE aggregates show the median. "Stronger" is defined as credit ratings of B and above. "Weaker" is defined as ratings of Caa and below.

B. Model-based GDP-weighted projections of country-level inflation using Oxford Economics' Global Economic Model, using global oil price forecasts from table 1.1. Uncertainty bands are the distribution of forecast errors for total CPI from Consensus Economics for an unbalanced panel of 18 economies.

C. "Magnitude" is the trough-to-peak change and "speed" is the average change per quarter during periods of rising real rates. Real rate is the U.S. policy rate minus one-year-ahead expected inflation from consumer surveys, adjusted for persistent errors.

D. Trade in goods and services is measured as the average of export and import volumes.

F. Lines show medians of annual average U.S. dollar bond yields minus trailing 10-year averages of nominal GDP growth in U.S. dollars. Bond yields are constructed by adding EMBI sovereign spreads to the U.S. 10-year yield. Unbalanced panel of up to 61 EMDEs.

GLOBAL OUTLOOK AND RISKS

Risks to the outlook

Risks to the global growth outlook have become somewhat more balanced since last June, as banking system stress in advanced economies has receded and inflation has declined. Nevertheless, risks remain tilted to the downside. The possibility of an intensification of the conflict in the Middle East represents a major downside risk. This, or rising geopolitical tensions elsewhere, could have adverse impacts through commodity markets, trade and financial linkages, uncertainty, and confidence. Weak growth, elevated debt, and still high interest rates heighten the risk of financial stress, especially in the more vulnerable EMDEs. Higher or more persistent inflation may require a longer-than-assumed period of tight monetary policy. Subdued recent activity in China raises the possibility of slower-than-expected growth, which would have adverse global spill overs. Trade fragmentation and climate-related disasters could also result in weaker growth in the near and longer terms. On the upside, recent surprisingly strong economic activity in the United States, along with declining inflation, points to the possibility that growth may be stronger than projected, perhaps as a result of improved supply conditions.

Financial stress

Interest rates in advanced economies have risen markedly over the past couple of years, as central banks have acted to rein in inflation. There have also been occasional surges in long-term bond yields, which have been associated with episodes of financial stress, including instability in U.K. gilt markets in 2022 and the failures of several U.S. banks early last year. These bouts of financial instability were stemmed by timely and extensive policy responses. There remains a

risk, however, that renewed increases in market interest rates, or an extended period of elevated real policy rates, could expose latent financial and economic vulnerabilities, precipitating a souring of risk appetite and a sharp tightening of global financial conditions.

There could be several triggers for such an outcome. Monetary easing in advanced economies could be postponed if progress returning inflation to targets were to slow or if labor markets tightened unexpectedly. Alternatively, a negative supply shock, such as a sizable increase in oil prices related to geopolitical developments, could see inflation resurge. Following a lengthy spell of above-target inflation, central banks might judge that surging non-core prices could raise inflation expectations, necessitating tighter monetary policies. In circumstances like these, heightened uncertainty over the path of policy rates, abetted by expansive government borrowing or quantitative tightening, could prompt sharp increases in term premia, driving bond yields higher (Cohen, Hördahl, and Xia 2018). Estimates of U.S. term premia in 2023 exhibited substantial volatility, which could continue into 2024. Sudden moves in yields could be amplified by the unwinding of the leveraged positions of non-bank financial institutions, including those intended to profit from arbitrage strategies in government bond markets (Avalos and Sushko 2023).

Such developments could drive borrowing rates higher, choke off credit growth, and prompt sharp falls in asset prices. For financial institutions, a sudden and pronounced steepening of the yield curve, driven by a rise in the term premium on long-dated securities, could lead to capital impairment and further exacerbate the credit crunch—a potential outcome made more likely by the lenient regulatory treatment of sovereign risk (BIS 2018). For businesses in interest-sensitive sectors, including commercial real estate, rolling over loans could become challenging. Over time, a rising proportion of households could struggle to service loans, including adjustable-rate mortgages, eroding the quality of bank assets.

Trade fragmentation

Increasing trade restrictions, which have become more common in recent years, present another risk of damage to both near- and long-term global growth prospects. Trade restrictions tend to reduce economic efficiency and often fail to meet their primary objectives because of avoidance efforts. The result may be just a shift in the pattern of interdependence among countries, with increasing indirect linkages through supply chains (Alfaro and Chor 2023; Freund et al. 2023). For instance, following the increases in tariffs imposed by the United States on imports from China in 2018 and 2020, countries that expanded their market shares in the United States also strengthened their trade ties with China. Such tariff increases may therefore not have achieved their primary objective of reducing U.S. economic dependence on China, but they are likely to have led to higher prices of imported goods for U.S. consumers by increasing the length and complexity of supply chains. Other efforts at friend shoring, near-shoring, or on-shoring, motivated by geopolitical tensions, could have similar results.

More frequent natural disasters with worsening impacts

The possibility of increasingly frequent and severe natural disasters resulting from climate change poses a global threat, with the potential to generate significant losses in lives, livelihoods, and output (Casey, Fried, and Goode 2023). Natural disasters, including those linked to climate change, impacted 130 million people and caused more than 40,000 deaths annually, on average, over the past three decades (Song, Hochman, and Timilsina 2023). Climate change-related disasters have caused severe damage to private and public infrastructure, disrupted output, and reduced productivity (Dieppe, Kilic Celik, and Okou 2020; Hallegatte, Jooste, and McIsaac 2022).

The adverse effects of climate change and natural disasters on growth could be amplified by limited fiscal capacity to respond to them, or through their impact on public sector balance sheets (Milivojevic 2023). Natural disasters could also pose risks to the stability of banking sectors by compromising loan collateral and triggering increases in non-performing loans (Nie, Regelink, and Wang 2023). At the same time, the financial sector faces balance sheet risks from the green transition, such as from stranded assets in highcarbon sectors.

(Source: Global Economic Prospects, January 2024)

INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion.

Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

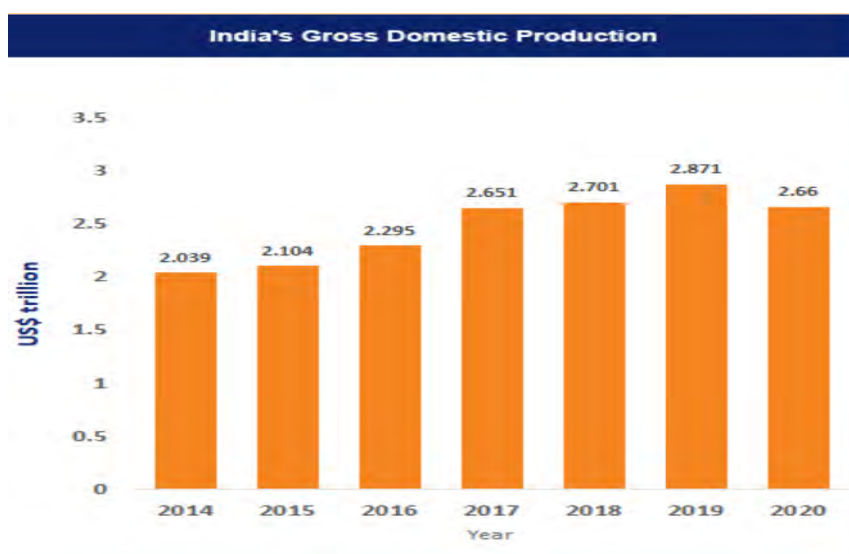
India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

MARKET SIZE

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 296.58 trillion (US\$ 3.56 trillion) in 2023-24. Additionally, the Nominal GDP at current prices in Q2 of 2023-24 was Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$789.2 billion) in 2022-23, estimating a growth of 9.1%. As of 03rd October 2023, India is home to 111 unicorns with a total valuation of US\$ 349.67 Billion. Out of the total number of unicorns, 45 unicorns with a total valuation of US\$ 102.30 Billion were born in 2021 and 22 unicorns with a total valuation of \$ 29.20 Billion were born in 2022. India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Pancharjit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. The current account deficit stood at US\$ 8.3 billion, or 1% of GDP, in the second quarter of fiscal 2023-24 as compared to US\$ 9.2 billion or 1.1% of GDP in the preceding quarter.

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



RECENT DEVELOPMENTS

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

- As of January 19, 2024, India's foreign exchange reserves stood at US\$ 616.14 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in December 2023 stood at US\$ 38.45 billion, with total merchandise exports of US\$ 505.15 billion during the period of April-December (2023-24).
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- At the beginning of January 2024, the PMI Services comfortably remained in the expansionary zone, registering a value of 61.2.
- In December 2023, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 1,64,882 crore (US\$ 19.80 billion), of which CGST is Rs. 30,443 crore (US\$ 3.65 billion), SGST is Rs. 37,935 crore (US\$ 4.55 billion).
- Between April 2000–September 2023, cumulative FDI equity inflows to India stood at US\$953.14 billion.
- In November 2023, the overall IIP (Index of Industrial Production) stood at 141. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 131.1, 139.2 and 176.3, respectively, in November 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.55% in November 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 261,856 crore (US\$ 31.5 billion) in India during April-December (2023-24).
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267LMT).

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17th, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6th, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28th, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Atma Nirbhar Bharat' and 'Local goes Global'.

- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1st, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29th, 2022, by the Ministry of Railways.
- On October 7th, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20th, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14th, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11th, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30th, 2022.

- The Union Budget of 2022-23 was presented on February 1st, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM Gati Shakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM Gati Shakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/Semi Nomadic tribal communities (DNTs)(SEED) to provide basic facilities like good quality coaching, and health insurance. Livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Atma Nirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion). In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing. In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29th, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31st, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1st, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

ROAD AHEAD

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

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. Further, In the interim budget for FY24, Government increased FY25 Capex outlay to record Rs. 11.11 lakh crore (US\$ 133.5 billion).

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

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

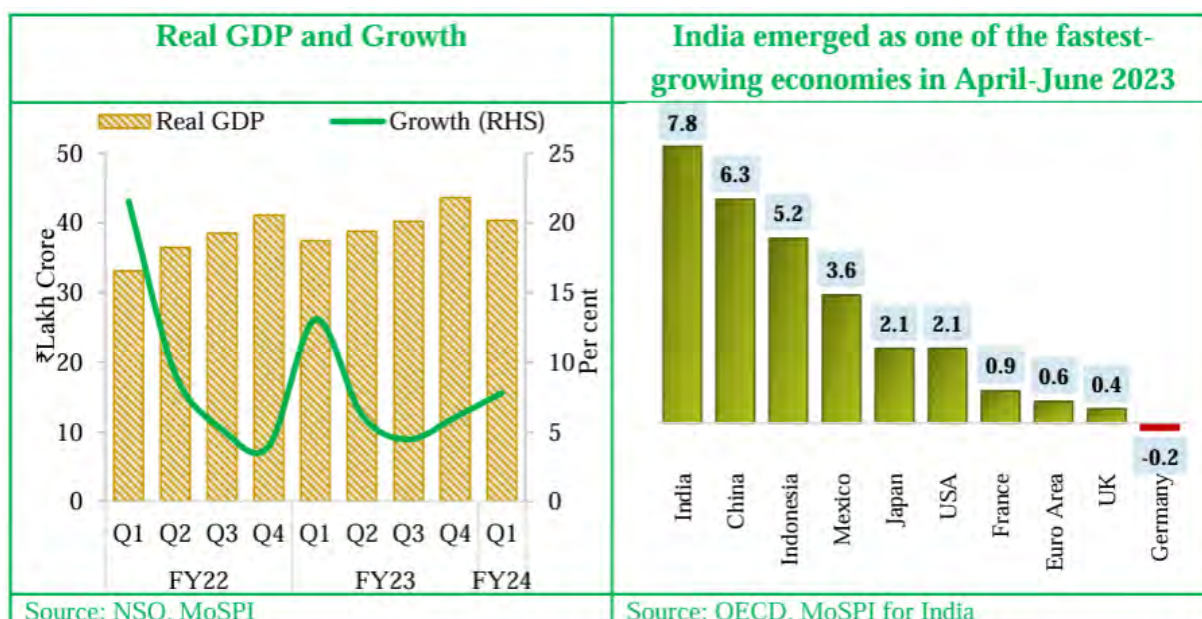
RECENT GDP GROWTH

Driven by a better-than-expected performance in Q2 of FY24 and above 7 per cent growth projection for FY24 (by MoSPI in its first advance estimates), many global agencies have revised India's growth projection in the upward direction. This reflects the resilience of the Indian economy to sustain its growth path amidst ongoing geopolitical headwinds. The measures announced in the Interim Union Budget FY25 are expected to play a pivotal role in supporting India's growth journey ahead.

Increased Government spending on capex announced in the Union Budget has not resulted in a huge jump in its total expenditure. Rather, there has been a reprioritisation in Government spending as reflected in an improvement in the capital outlay to revenue expenditure ratio. Despite rising capex, required expenditures to protect the people from the impact of uncertainties have not been compromised. The Government's inclusive approach to economic growth is highlighted in a slew of initiatives that have been announced for the poor, women, youth, and farmers. Amidst changing spending patterns, the Government's commitment towards fiscal consolidation has not been compromised, as it stands firm to follow the glide path. The Government has lowered its Fiscal Deficit estimate for FY24 to 5.8 per cent of Nominal GDP, compared to the Budget Estimate of 5.9 per cent, and stands committed to lowering it further to 5.1 per cent in FY25.

Overall, the outlook for the Indian economy appears bright. RBI has forecasted India's real GDP to grow at 7 per cent in FY25, with risks evenly balanced. Prospects of healthy Rabi harvesting, sustained manufacturing profitability and underlying service resilience are expected to support economic activity in FY25. On the demand side, household consumption is expected to improve, while prospects of fixed investment remain bright owing to an upturn in the private capex cycle, improved business sentiments, healthy balance sheets of banks and corporates, and the government's continued thrust on capital expenditure. Improvement in the outlook for global trade and rising integration in the global supply chain will support net external demand. However, headwinds from geopolitical tensions, volatility in international financial markets, and geo-economic fragmentation need watching.

The National Statistics Office has estimated India's real GDP to grow at 7.3 per cent in FY24 in its first advance estimates released in January. The RBI's Survey of Professional Forecasters (SPF) has upgraded India's real GDP growth from 6.4 per cent to 7.0 per cent. The International Monetary Fund (IMF), in its January 2024 World Economic Outlook (WEO), revised India's growth projections to 6.7 per cent from 6.3 per cent in its October 2023 WEO. Further, IMF's medium-term growth forecasts for India remain strong, supported by improving macroeconomic fundamentals and resilient domestic demand. Likewise, major global agencies have also lifted India's growth projections for FY24 on the back of remarkable performance in Q2. As per the IMF estimate, India will become the third-largest economy in 2027 at market exchange rates, with its contribution to global growth increasing by 200 basis points in the next five years.



Source: https://www.ibef.org/download/1709206062_Monthly_Economic_Review_January_2024_.pdf

INTRODUCTION

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. India's chemical sector, which is currently estimated to be worth US\$ 220 billion in 2022 and is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world production of dyestuffs and dye intermediates. As per Chemexcil (Chemicals Export Promotion Council), India's agrochemicals export was estimated to be at US\$ 1.04 billion from April 2023-June 2023 (Provisional). Indian colorants industry has emerged as a key player with a global market share of ~15%. The country's chemicals industry is de-licensed, except for few hazardous chemicals. India has traditionally been a world leader in generics and biosimilars and a major Indian vaccine manufacturer, contributing more than 50% of the global vaccine supply. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals). From April 2023 to June 2023 (provisional), India's dye exports (Dyes and Dye Intermediates) totalled US\$ 561.56 million.

The domestic chemicals sector's small and medium enterprises are expected to showcase 18-23% revenue growth in FY22, owing to an improvement in domestic demand and higher realisation due to high prices of chemicals. Domestic demand is expected to rise from US\$ 170 billion-US\$ 180 billion in 2021 to US\$ 850 billion-US\$ 1,000 billion by 2040. India's proximity to the Middle East, the world's source of petrochemicals feedstock, enables it to benefit.

MARKET SIZE

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 383 billion to India's GDP by 2030.

India has traditionally been a world leader in generics and biosimilars and major Indian vaccine manufacturers, contributing more than 50% of the global vaccine supply. Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.

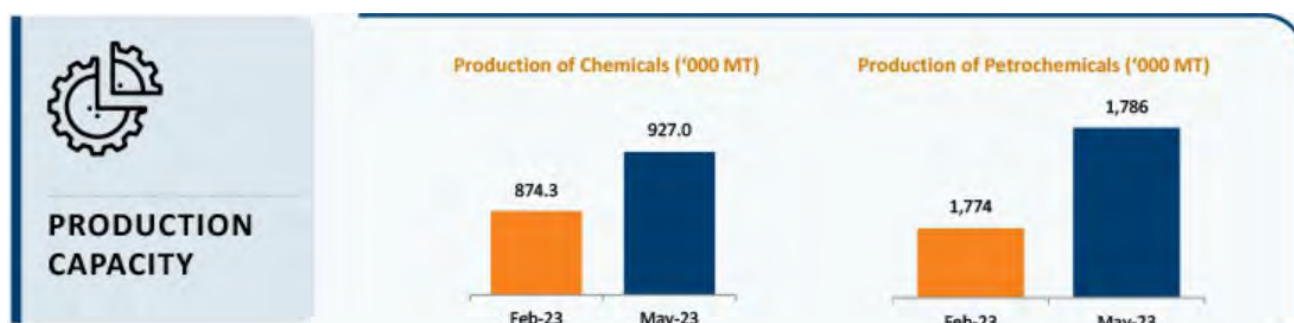
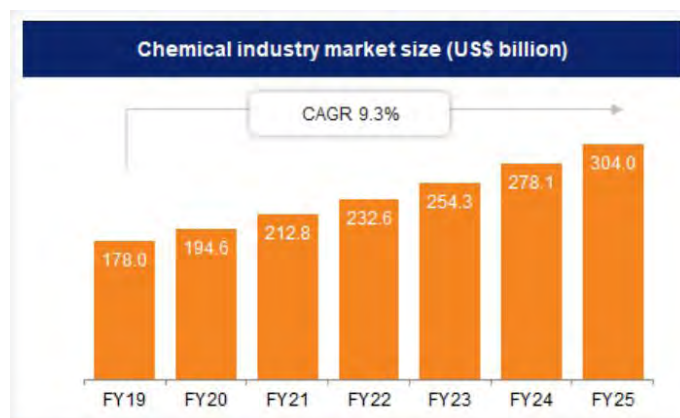
An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025. The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22.

The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.

Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India's share in the global specialty chemicals market to 4% from 3%, according to the Crisil report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the CAPEX of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and higher realisations owing to rising crude oil prices and better exports.

Moreover, according to the CRISIL report, the specialty chemicals market in India would grow faster than China, increasing its market share to 6% by 2026 from 3-4% in fiscal 2021. A shift in the global supply chain brought on by the China+1 strategy and a resurgence in domestic end-user demand will fuel significant revenue growth of 18-20% in 2022 and 14-15% in 2023.

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INVESTMENTS AND RECENT DEVELOPMENTS

A few recent developments/investments in the Indian chemical sector are as follows:

- From April 2023 to June 2023 (Provisional), exports of organic (US\$ 1.88 billion) & inorganic (US\$ 483.16 million) chemicals were estimated at US\$ 2.37 billion.
- Imports of organic (US\$ 3.83 billion) and inorganic (US\$ 1.84 billion) chemicals totalled US\$ 5.63 billion from April 2023 to June 2023 (Provisional).
- From April 2023 to June 2023 (Provisional), exports of castor oil, essential oil and Cosmetics and others stood at US\$ 1.01 billion.
- Chemical production reached 926.99 million metric tonnes (MMT) in May 2023, while petrochemical production reached 1,786.39 MMT. In May 2023, production levels of various chemicals were as follows: Soda Ash: 259.52 MMT, Caustic Soda: 287.49 MMT, Liquid Chlorine: 207.18 MMT, Formaldehyde: 28.74 MT and Pesticides and Insecticides: 22.27 MMT.
- In August 2023, the Prime Minister announced a subsidy of US\$ 120.93 billion (Rs. 10 lakh crore) for providing cheaper Urea to farmers.
- In July 2023, Global Chemicals and Petrochemicals Manufacturing Hubs in India (GCPMH 2023) was organized in Delhi, India.

GOVERNMENT INITIATIVES

The government has started various initiatives such as mandating BIS-like certification for imported chemicals to prevent dumping of cheap and substandard chemicals into the country.

The Indian government recognises chemical industry as a key growth element and forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025.

- The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.
- Under the Union Budget 2023-24, the government allocated Rs. 173.45 crore (US\$ 20.93 million) to the Department of Chemicals and Petrochemicals.
- The Government of India is considering launching a production linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.
- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement a production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while Crop Life India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector.
- 100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. FDI inflows in the chemicals sector (other than fertilisers) reached US\$ 21.48 billion between April 2000-June 2023.
- The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:

ROAD AHEAD

Despite the current pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and trade conflict among the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments.

Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. The dedicated integrated manufacturing hubs under Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.

To bring about structural changes in the working of domestic chemical industry, future investments should not only focus on transportation of fuels such as petrol and diesel, but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

Source: <https://www.ibef.org>

FERTILIZER INDUSTRY

Fertilizers are composed of wide variety of nutrients include the following:

- The primary nutrients are nitrogen (N), phosphorous (P) and potassium (K), which are required in large quantities and are normally supplied through chemical fertilizers;
- Secondary nutrients are required in smaller quantities vis-a-vis the primary nutrients and include calcium, magnesium and Sulphur; and
- Micronutrients are groups of nutrients that are essential for plant growth, though plants require them in smaller quantities. These include iron, zinc, manganese, copper, boron, molybdenum and chlorine. The most extensively used micronutrient in India is zinc sulphate.

Different nutrients impart different characteristics to the fertilizers

Nitrogenous fertilizers impart color to plants and increase their vegetative growth. Urea and calcium ammonium nitrate (CAN) are the main nitrogenous fertilizers and are expressed as 46-0-0 and 25-0-0, respectively.

Phosphatic fertilizers are used to strengthen the roots in a plant. Single super phosphate (SSP) is the main phosphatic fertilizer and is expressed as 0-16-0. Potassic fertilizers are essential for crops as they build their resistance to drought and diseases. In India, they are mainly combined with N and P₂O₅ (phosphate) to produce complex fertilizers. Muriate of potash (MoP) is the main potassic fertiliser and contains 60% potassium. Phosphatic fertilizers have seen demand grow on account of increasing awareness about their benefits

Phosphorus plays a vital role in photosynthesis, functioning in the capture and transfer of energy into chemical bonds. New, rapidly growing plant meristematic tissues have a high concentration of P. The genetic materials, DNA and RNA, are built around a backbone of P atoms, and P plays a major role in the metabolism of sugars and starches, all critical to cell division and growth processes.

Key products as well as their usage and efficacy

- **Single Super Phosphate (SSP)**

SSP is cheaper compared to other Phosphatic fertilizers. It is more suited for crops like oil seeds, pulses, horticulture, vegetables, sugarcane, paddy etc. Single Super Phosphate (SSP) fertilizer is mainly used for improving root growth and chlorophyll synthesis and thus improves product quality. SSP helps in improving root growth and development which is most important for uptake of plant nutrient and water.

- **Di-Ammonium Phosphate (DAP)**

One of the major cropping fertilizers as a source of both phosphorus and nitrogen. The high phosphorus content makes it a true high analysis fertiliser. It is used on a range of crops in broad-acre farming, cereals, sugar cane, fodder crops and also in horticultural crops; for example, vegetables and tree crops. It's highly soluble and thus dissolves quickly in soil to release plant-available phosphate and ammonium. When applied as plant food, it temporarily increases the soil pH, but over a long term the treated ground becomes more acidic than before upon nitrification of the ammonium.

- **Mono-Ammonium Phosphate (MAP)**

Ammonia gas is combined with phosphoric acid, granulated, dried and screened to produce MAP. One of the major cropping fertilizers as a source of phosphorus and nitrogen. The low level of nitrogen makes it useful as a 'starter' fertiliser and as there is no free ammonia, the risk of affecting germinating seeds is minimal. It's watersoluble and dissolves rapidly in adequately moist soil. Upon dissolution, the two basic components of the fertilizer separate again to release ammonium and phosphate both of which plants rely on for healthy, sustained growth.

- **Muriate of Potash (MOP)**

Occurs as a natural salt and after processing to cleanse out unwanted salts (especially common salt), it is usually compacted into 'chips' and screened to meet size specifications. MOP is used extensively for fertilizing pastures, sugar cane, fruit trees, vegetables, and other field crops. It plays a vital role in the production of proteins and sugars. It also protects against draught by maintaining plants water content which in turn is a benefit for photosynthesis as leaves maintain their shape and vigor.

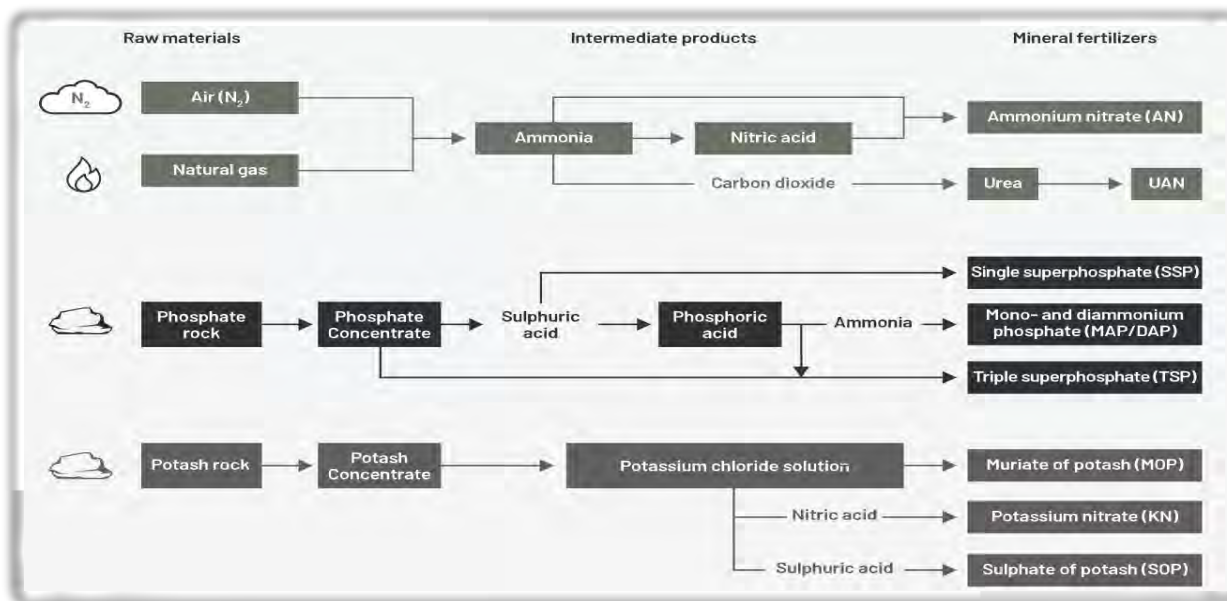
- **Ammonium Sulphate (AS)**

AS is often manufactured by the direct mixing of sulfuric acid and ammonia, or as a by-product of refinery or caprolactum manufacture. AS releases nitrogen to the soil directly as ammonium, which is converted by bacteria to nitrate nitrogen. This process is favored by conditions conducive to microbial activity, such as warm temperatures, moisture and organic matter.

- **Sulphate of Potash (SOP)**

Potassium Sulphate is manufactured in either of the following ways – i) Mined and processed to clean away unwanted salts and ii) Muriate of Potash is reacted with Sulfuric Acid. Potassium sulphate (SOP) can be a more expensive source of potassium than MOP and so its uses are often restricted to three main areas: (i) where soil or irrigation water salt levels are high and MOP is undesirable; (ii) where chloride sensitive crops are being grown; for example, berries and vines; (iii) where high chloride levels occur in irrigation water.

PRODUCTION OF MAIN FERTILIZER PRODUCTS.



Introduction of Industry

Agriculture plays a vital role in India's economy. With its solid forward linkages, the agriculture and allied activities sector significantly contributed to the country's overall growth and development by ensuring food security. The Indian agriculture sector has been growing at an average annual growth rate of 4.6 per cent during the last six years. It grew by 3.0 per cent in 2021-22 compared to 3.3 per cent in 2020-21. Food grain production has increased from 308.65 million tonnes in January 2022 to 315.72 million tonnes in December 2022 (as per 4th advance estimates) which is the highest ever food grain production.

The details of 'Total Food grains, Oilseeds and Pulses since 2014-15 to 2021-22 are given as under:



Source: Economic Survey, 2022-23, Ministry of Finance.

Fertilizer, water and seeds are vital inputs for higher agricultural production. Increasing use of fertilizers has contributed significantly in enhancing food grain production and bringing self-sufficiency in food grain production in the country. India is the second largest consumer and third largest producer of finished fertilizers in the world. India is net importer of fertilizers, both finished products as well as raw materials.

Position of Production & Import of fertilizers:

Amongst the major fertilizers, against the total requirement, around 75% of Urea, 40% of DAP, and 85% of NPKs are produced in the country by PSUs and private companies. The rest is imported on account of Government of India (as in case of Urea) & by the companies in case of P&K (under Open General Licenses) to bridge the gap between requirement & production of fertilizers. The sector-wise production of Urea, DAP and Complex fertilizers during 2021-22 and 2022-23 (upto December 2022) are given below:

(Fig. in LMT)

S. No	Sector	2021-22			2022-23 (upto December 2022)		
		Urea	DAP	Complex fertilizers	Urea	DAP	Complex fertilizers
1.	Public Sector	63.84	-	14.23	51.07	-	10.99
2.	Cooperative Sector	65.68	26.87	16.48	53.45	23.44	11.64
3.	Private Sector	121.19	15.34	52.56	106.46	8.36	48.15
Total		250.71	42.21	83.27	210.98	31.80	70.77

The actual production of all the Fertilizers during the Year 2022-23 (Upto December 2022) was 362.73 LMT. The Urea production stood at 210.98 LMT, 31.80 LMT for DAP, 76.50 LMT for NPKs and 43.45 LMT respectively during the Year 2022-23 (Upto December 2022). The details of the production, consumption / sales and import of various types of fertilizers since 2017-18 to 2022-23 (Upto December 2022) are given below:

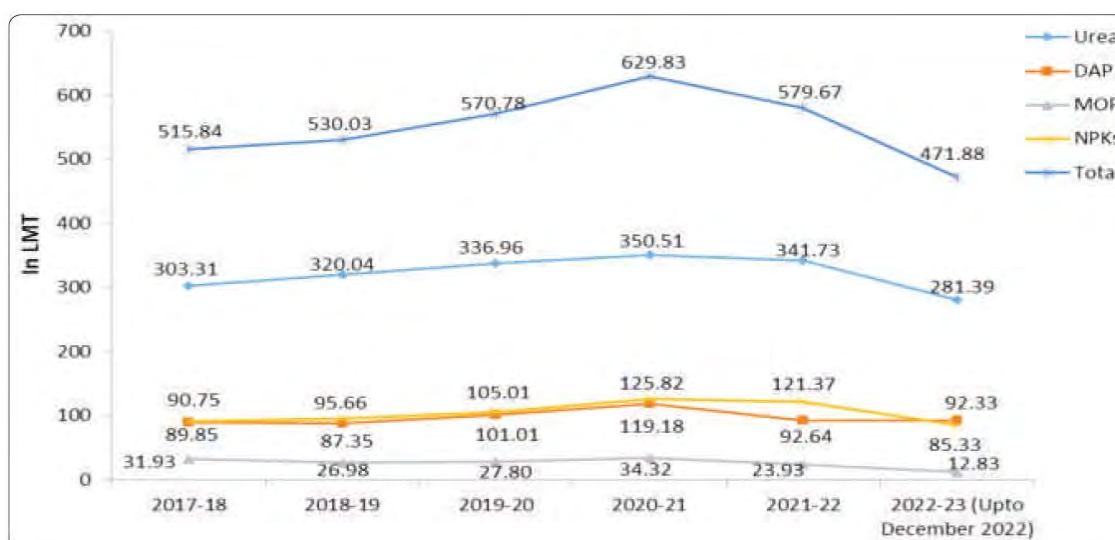
Year	Trend in production of Fertilizers				
	Urea	DAP	NPKS	SSP	Total
2017-18	240.23	46.50	88.13	38.75	413.61
2018-19	238.99	38.99	95.15	40.72	413.85
2019-20	244.58	45.50	93.34	42.53	425.95
2020-21	246.05	37.74	100.54	49.35	433.68
2021-22	250.72	42.22	89.67	53.34	435.95
2022-23 (Upto December 2022)	210.98	31.80	76.50	43.45	362.73

Trend in Production of Fertilizers

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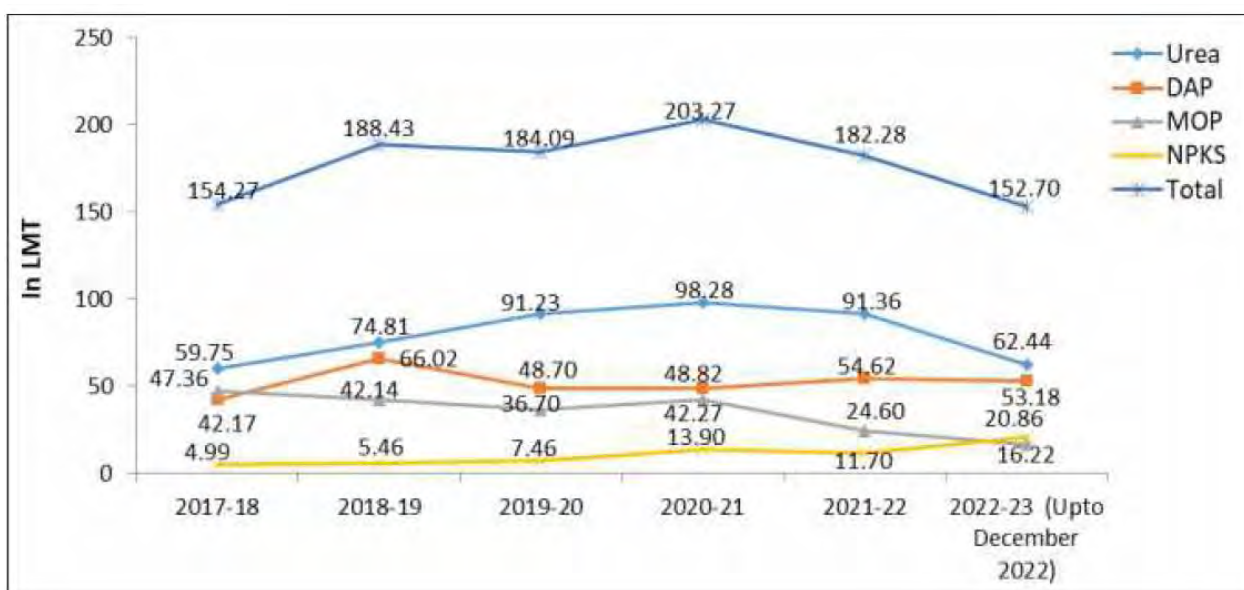


Trend in consumption of Fertilizers



Year	Trend in Import of Fertilizers				
	Urea	DAP	MOP	NPKS	Total
2017-18	59.75	42.17	47.36	4.99	154.27
2018-19	74.81	66.02	42.14	5.46	188.43
2019-20	91.23	48.70	36.70	7.46	184.09
2020-21	98.28	48.82	42.27	13.90	203.27
2021-22	91.36	54.62	24.60	11.70	182.28
2022-23 (Upto December 2022)	62.44	53.18	16.22	20.86	152.70

Trend in Imports of Fertilizers



Nutrient Based Subsidy Scheme:

Subsidy rates of P&K fertilizers are under the Nutrient Based Subsidy (NBS) scheme which were increased on 20.5.2021 & 13.10.2021 (giving special compensation on DAP and 3 most commonly used NPK fertilizers) for the year 2021-22 and then further increased substantially for Kharif-2022 (applicable from 01.4.2022 to 30.9.2022), so that these fertilizers are made available at affordable prices to the farmers. The Union Cabinet chaired by the Hon'ble Prime Minister has approved the proposal of the Department of Fertilizers for per Kilogram rates of Nutrient Based Subsidy (NBS) for various Nutrients that is Nitrogen (N), Phosphorus (P), Potash (i) and Sulphar (S) for Phosphatic and Potassic (P&K) fertilizers for Rabi Season — 2022-23 (from 01.10.2022 to 31.03.2023). The Subsidy approved by Cabinet for the NBS Rabi-2022 (from 01.10.2022 to 31.03.2023) will be Rs. 51,875 crore including support for indigenous fertilizer (SSP) through freight subsidy.

This will enable smooth availability of all P&K fertilizers to the farmers during Rabi 2022-23 at the subsidized / affordable prices of fertilizers and support the agriculture sector. The volatility in the international prices of fertilizers and raw materials has been primarily absorbed by the Union Government.

Steps taken by the Government to ensure adequate availability of fertilizers in the country:

- Before the commencement of each cropping season, Department of Agriculture and Farmers Welfare, (DA&FW), in consultation with all the State Governments, assesses the requirement of fertilizers. After assessment of requirement, DA&FW projects month wise & state-wise requirement of all fertilizers.
- On the basis of month-wise & State- wise projection given by DA&FW, Department of Fertilizers allocates sufficient/ adequate quantities of fertilizers to States by issuing monthly supply plan and continuously monitoring the availability.
- The movement of all major subsidized Fertilizers are monitored throughout the country by an on-line web based monitoring system called integrated Fertilizer Monitoring System (JFMS);
- The State Governments are regularly advised to coordinate with manufacturers and importers of fertilizers for streamlining the supplies through timely placement of indents for railway rakes.
- Regular Weekly Video Conference is conducted jointly by Department of Agriculture and Farmers Welfare (DA&FW), Ministry of Railways and Department of Fertilizers (DoF) with State Agriculture Officials and corrective actions are taken to dispatch the fertilizers as indicated by the State Governments.

- The gap between demand (requirement) and production is met through timely imports. In case of P&K fertilizers, the imports come under Open & General license and fertilizer companies import these fertilizers based on their commercial judgments.

Measures of Support for the Fertilizer Sector

The Department of Fertilizer is implementing schemes such as Urea Subsidy Scheme, Nutrient Based Subsidy Scheme (NBS) and Direct Benefit Transfer (DBT) projects for fertilizer subsidy payments which are implemented on a PAN India basis for ensuring adequate availability of fertilizers to the farmers.

Source: Annual Report of Department of Fertilizers for FY 2022-23 and website of www.fertilizer.org

SSP Indian market scenario:

NBS rates for 2019-20

On the 29th March, 2019, DoF issued a notification by stating that the NBS rates of 2018-19 will continue for 2019-20 provisionally on the same terms and conditions. Subsequently, NBS rate for Sulphur (S) has been raised while rates for N, P and K remain unchanged as per the O.M issued by the DoF on 7th August, 2019. The NBS rates for Sulphur raised to Rs. 3.562 per kg with the rates for N, P, K continue at Rs. 18.901, Rs. 15.216, Rs. 11.124 per kg, respectively, w.e.f 7th August, 2019. Per tonne additional subsidy for fortified fertilisers with Boron fixed at Rs. 300 per tonne and Zinc Rs. 500 per tonne continues.

Revision in NBS rates for 2020-21

Department of Fertilizers revised NBS rates for P & K fertilizers for 2020-21 vide OM dated the 3rd April, 2020. The NBS rates for N were reduced from Rs. 18.901/ kg in 2019-20 to Rs. 18.789/ kg for 2020-21. NBS for P were reduced from Rs. 15.216/ kg to Rs. 14.888/ kg. Similarly, NBS rates for K were reduced from Rs. 11.124/ kg to Rs. 10.116/ kg and NBS rates for S reduced from Rs. 3.562/ kg to Rs. 2.374/ kg. In the complex grade fertilizers, ammonium phosphate (14-28-0-0) was included under NBS scheme. However, per tonne additional subsidy for fortified fertilizers with Boron and Zinc continued and remained unchanged at Rs. 300 and Rs. 500, respectively.

Revision in NBS rates for 2021-22

On 9th April, 2021, Department of Fertilizers (DoF) extended the NBS rates of the year 2020-21, for the year 2021-22 till further orders. Thereafter, on 20th May, 2021 DoF notified the NBS rates of the year 2021-22 applicable from 20th May, 2021 to 31st October, 2021. As per the notification, DoF revised the per kg subsidy on phosphate (P) from Rs. 14.888 per kg for 2020-21 to Rs. 45.323 per kg for 2021-22. However, NBS rates per kg for N, K and S remained unchanged at the previous year's level.

Accordingly, NBS rates of fertilizers containing P nutrient increased significantly. NBS rate per MT of DAP and SSP increased from Rs. 10,231 and Rs. 2,643 for 2020-21 to Rs. 24,231 and Rs. 7,513 for 2021-22, respectively. NBS rates for NP/NPK grades of fertilizers were in the range of Rs. 11,134 per MT to Rs. 19,910 per MT. However, NBS rates for MOP and ammonium sulphate remained unchanged at Rs. 6,070 and Rs. 4,398 per MT, respectively, for 2021-22. In addition, two new NPK complex fertilizers (8- 21-21 and 9-24-24) were included in the NBS scheme.

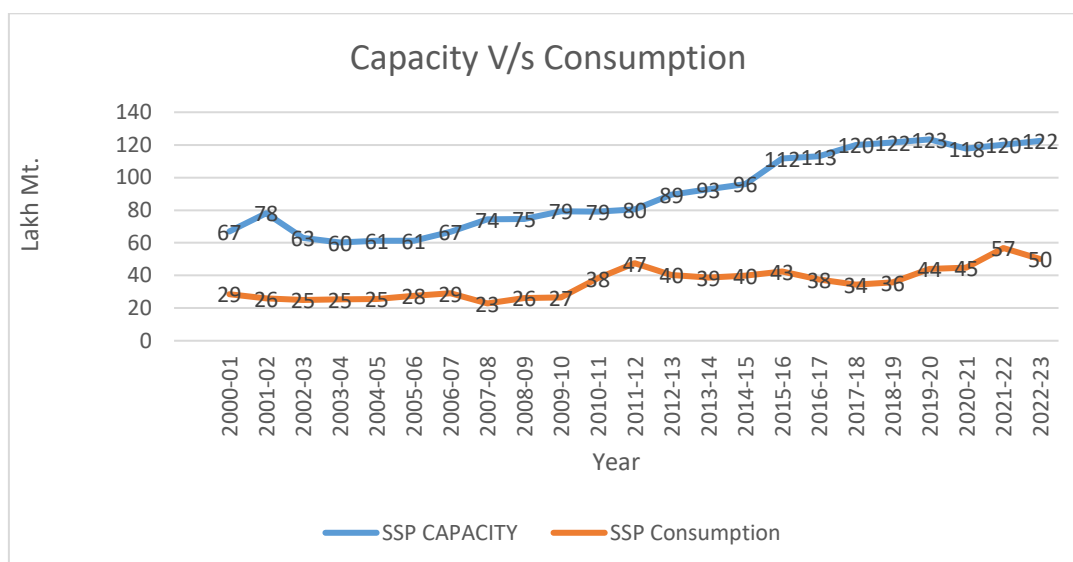
Further, on 13th October, 2021, DoF again notified NBS rates applicable from 1st October, 2021 to 31st March, 2022. NBS rates for N, P, K and S were kept at the level of earlier notified rates of 20th May, 2021. In addition, DoF announced special onetime package with an additional subsidy for DAP at Rs. 8769 per tonne and three most consumed NPK grades (20-20-0-13, 10-26-26 and 12-32-16) at Rs. 2000 per tonne each for rabi 2021-22 from 1st October, 2021 to 31st March, 2022. DoF had also included Potash Derived Molasses (PDM) (0:0:14.5:0) under the NBS scheme. However, per tonne additional subsidy for fortified fertilizers with Boron and Zinc continued and remained unchanged at Rs. 300 and Rs. 500, respectively.

Rationalization / Consolidation of guidelines pertaining to SSP Industry

DoF issued rationalization / consolidation of guidelines pertaining to SSP Industry on 21st September, 2022 with the approval of Hon'ble Minister (C&F). Briefing the importance of SSP as a better substitution for DAP if the quality of raw materials, manufacturing process are maintained as per standard specifications for the benefit of the farming community.

The main features of the guidelines as stated are the following:

- a) With effect from 1* April, 2024, only those new units of SSP having capacity of minimum 1 lakh MT will be inducted under NBS.
- b) Necessary documents to be submitted to DoF for consideration of induction under NBS.
- c) After examination of the request of the Unit, DoF shall direct agency approved/ notified by DoF to undertake ‘first time’ & Six Monthly technical inspection of the unit in order to assess the production capability and other parameters for production of FCO Standard SSP. Based on the report received in DoF, the unit shall be considered for its induction under the NBS Scheme.
- d) All new SSP units must have granulation plants for granulation of SSP.
- e) With effect from 1* April, 2024, payment of subsidy will be admissible to only those existing SSP manufacturers whose unit-wise production in 2023-24 will be minimum 50,000 MT. Existing SSP units have to submit their plan of capacity enhancement and switching over to granulation to DoF, before 31st March, 2023.
- f) The sourcing of rock phosphate having P2Os equal to or greater than 29.5% shall be allowed to be used as primary rock subject to: sampling & testing of each consignment/vessel of 29.5% P2Os (minimum) grade rock phosphate; rock evaluation by DoF approved agency; Filler is not allowed to be added in SSP manufactured from 29.5% P2Os grade rock phosphate for maintaining the quality in the production of SSP; technical norms; etc.
- g) If P2Os content found to be between 29.49% — 28.00% after testing, it will be allowed for blending under intimation to DoF with corresponding entries in iFMS portal.
- h) If P2Os content found to be below 28.00% after testing, it will be sold to BRP units under intimation to DoF with corresponding entries in iFMS portal.
- i) With regard to imported rock phosphate, hatch-wise composite sample for all companies importing same grade of rock phosphate through single ship/vessel will be done by labs/agencies notified by DoF from time to time.
- j) Companies need to intimate DoF at least 15 days in advance about the arrival of their consignments/vessel.
- k) SSP quality will also be tested on quarterly basis by the agency notified by DoF.
- l) In case of indigenous rock phosphate, unit-wise sampling will be done on purchase-wise quantity at the plant by agency notified by DoF.
- m) For export of SSP, unit should seek prior approval of DoF.
- n) In addition to above, the guidelines on standards of testing, blending grades of rock phosphate, import/purchase/loaning of rock phosphate, guidelines for beneficiated rock phosphate plants, minimum automation required for SSP plants, provisions for marketing arrangements for sale of SSP, recovery provisions in case of non-standard/sub-standard SSP/ violation of guidelines, freight subsidy to SSP manufacturers and exception clauses on rock containing 29% P2Os as primary rock are also mentioned in the notification.



ALL-INDIA CONSUMPTION OF FERTILISER PRODUCTS 1990-91 to 2022-23												
('000 tonnes)												
Year	Urea	A/S	ACI	CAN	SSP	TSP	MOP	SOP	DAP	MAP	Rock	10-26-26
2000-01	19,186	615	67	243	2,860		1,829	10	5,885		81	578
2001-02	19,917	539	74	182	2,605		1,992	18	6,181		81	581

2002-03	18,493	473	55	161	2,499		1,912	19	5,473	78	614
2003-04	19,767	539	75	143	2,544		1,841	22	5,625	75	505
2004-05	20,665	529	82	184	2,549		2,406	26	6,256	63	823
2005-06	22,298	574	56	172	2,756		2,731	28	6,764	60	1,207
2006-07	24,338	558	56	145	2,910		2,586	27	7,381	43	1,341
2007-08	25,963	384	5	138	2,288		2,881	30	7,497	150	50
2008-09	26,649	385	-	124	2,617	207	4,077	30	9,231	224	57
2009-10	26,673	470	-	114	2,651	84	4,634	30	10,492	131	31
2010-11	28,113	616	13	104	3,825	87	3,932	19	10,870	98	47
2011-12	29,565	509	58	109	4,746	78	3,029	31	10,191	281	47
2012-13	30,002	530	3	90	4,030	40	2,211	34	9,154	151	12
2013-14	30,600	481	2	52	3,879	4	2,280	31	7,357	1	16
2014-15	30,610	509	1	8	3,989	2	2,853	19	7,626	1	32
2015-16	30,635	449	5	12	4,253	6	2,467	17	9,107	0	17
2016-17	29,614	426	4	7	3,757	-	2,863	6	8,964	-	36
2017-18	29,894	574	19	0	3,439	4	3,158	5	9,294	-	31
2018-19	31,418	560	24	2	3,579	-	2,957	-	9,211	-	27
2019-20	33,695	793	26	2	4,403	-	2,787	-	10,100	-	30
2020-21	35,043	885	11	2	4,489	-	3,425	-	11,911	-	33
2021-22	34,180	803	31	-	5,681	-	2,456	-	9,272	-	36
2022-23	35,725	765	62	-	5,017	4	1,632	-	10,418	110	39

Data Source - Annual (Published Nov., 2023) Fertilizer Association of India, Ministry of Chemicals and Fertilizers



BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Red Herring Prospectus, including the information contained in the section titled “Risk Factors” on Page no. 30 of this Red Herring Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Indian Phosphate Limited”, “IPL” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Red Herring Prospectus.

Our Company was originally incorporated as “Indian Phosphate Limited” as a public limited company vide Registration No. 015271 under the Companies Act, 1956 vide certificate of incorporation dated December 14, 1998 issued by the Registrar of Companies, Rajasthan, Jaipur (“ROC”) and was granted a certificate of commencement of business dated December 28, 1998 by Assistant Registrar of Companies, Rajasthan Jaipur. The Corporate Identification Number of our Company is U24142RJ1998PLC015271. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Matters” beginning on page no. 178 of this Red Herring Prospectus.

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of “Single Super Phosphate” (SSP) fertilizer and “Granules Single Super Phosphate” (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

IPL, a company specializing in manufacturing and supplying Single Super Phosphate (SSP) fertilizer, began its journey by trading dolomite and limestone. In 2004, it commissioned a manufacturing facility of SSP with an installed capacity of 200 MT/day. In 2009, it diversified into the chemical business by setting up its first Sulphonation Plant of LABSA 90% with an installed capacity of 150 MT/day. Later on, in 2010, in order to meet increased demand, our company expanded its SSP fertilizer capacity from 200 MT/day to 400 MT/day and also commenced manufacturing of Granules Single Super Phosphate with installed capacity of 200 MT/day. Subsequently, in 2011, our company expanded its Granules Single Super Phosphate fertilizer capacity from 200 MT/day to 400 MT/day. In 2022, it commissioned a second LABSA 90% plant with an installed capacity of 200 MT/day increased its combined capacity for manufacturing LABSA 90% to 350 MT/day. In November 2022, the company also ventured into non-renewable energy sector (for captive consumption) by setting up a 750 KWh solar plant in Bikaner.

Our company furthermore also produces Zincated Single Super Phosphate - "Powder/Granules" and Zincated and boronated Single Super Phosphate - "Granules" by formulating zinc and boron into the granulator and powder hopper along with Single Super Phosphate powder in required proportion. The Department of Fertiliser and the Government of India encouraged the SSP sector to create value-added fortified SSP with zinc and boron content due to the deficiency of these elements in the soil. Since last 5 years our focus is to produce fortified SSP with Zinc and Boron. We have educated farmers over the past five years, encouraging them to use fortified SSP with boron and zinc according to soil deficiencies. As a result, we are currently generating more than 80% of SSP as fortified SSP.

Our company, with a view to increasing its business presence in South Indian Markets and also as a part of business strategy we are setting up manufacturing plant of Sulphuric Acid which is backward integration plant for manufacturing of LABSA 90%. Our Company, has acquired a Plot admeasuring area of 8.25 acres on lease basis at SIPCOT Industrial Park, Cuddalore District, Tamilnadu for Sulphuric acid with installed capacity of 200 MT/ day including manufacturing of LABSA 90% with installed capacity of 100 MT/ day & Magnesium Sulphate with installed capacity of 60 MT/day.

Also, our company intends to expand our operations and supply of SSP fertilizer, we have already acquired 1,00,000 square meter land on lease from the Maharashtra Industrial Development Corporation, situated at Plot No. T-22, Nardana MIDC Phase – II, Tal. Sindkheda & Dist. Dhule, Maharashtra, for the establishment of a manufacturing facility for the production of SSP fertilizer. The company has already received CTE (Consent to Establish) from Maharashtra Pollution Control Board. The company has already spent approx. Rs. 3 crores towards purchase of land, development of site and electricity / water connection from MIDC, Dhule.

Our Company has a presence in the major states like, Punjab, Bihar, Gujarat, Haryana, Madhya Pradesh, Maharashtra, Rajasthan, Uttar Pradesh, Himachal Pradesh, West Bengal and Uttarakhand.



Our organization is run by a competent and devoted management team. This team, consists of seasoned professionals with diverse sectoral experience, is spearheaded by our Board of Directors. The main driving force behind our company's success lies in one of our promoters, namely Mr. Ravindra Singh, who has been integral to our business since 2001. His substantial contribution has played a pivotal role in the evolution of our business. We firmly believe that the collective expertise and capabilities of our management team empower us to comprehend and predict market trends, effectively manage our business operations and expansion, capitalize on customer relationships, and adapt to evolving customer preferences.

In addition to the highly qualified and experienced Board, the company has also engaged professionally qualified operational team to drive the functional areas of production, finance, legal, HR & Admin, etc.

Our accreditations include a "Best Supplier Partner" certificate from Hindustan Unilever Limited for "Excellence in Quality & Service" in 2015, as well as an Appreciation Award for participating in the "Partner to Win" (Supplier Panchayat) event organized by the HUL procurement team. Our customers trust our products because of its reliable and consistent quality.

During the Financial year 2023- 2024, our Company executed an agreement with an associate company Udaipur Poly Sacks Limited for acquisition of 26% shareholding and to undertake control of the composition of the board of Director in pursuant to provision of 2(87)(i) of Companies Act, 2013 by which Udaipur Poly Sacks Limited became subsidiary company.

Major revenue of the company is derived from LABSA 90% (Chemical) and Single Super Phosphate (fertilizer). The rock phosphate is the main raw material for production of Single Super Phosphate (SSP). At present, the company has installed capacity of 132000 MT/year for SSP and the subsidiary company (Udaipur Poly Sacks Limited) has installed capacity of 132000 MT/ year for SSP i.e., the combined capacity of the group is 264000 MT/ year for SSP. Our company has received a Letter of intent from Mineral resource department of Government of Madhya Pradesh (MRDGMP) for Rupakheda Piplouda Rock Phosphate Block in Rupakheda Piplouda village, Meghnagar Taluka, Jhabua district, Madhya Pradesh in 50 hectare area, further, 3S Minerals Processors Private Limited (3SMPPL) wherein one of our promoter holds 11% equity shares, has received a letter of acceptance from Rajasthan State Mines and Minerals Limited for production of beneficiated rock phosphate. Due to the availability of rock phosphate directly from MRDGMP and 3SMPPL, our company may get rock phosphate at better price and consistent supply can be ensured. This can enable our company to reduce the cost of production substantially thereby improving the competitiveness and better margin than the other SSP producers.

Government of India has announced freight subsidy on SSP effective from 1st July, 2024 in order to ensure availability of SSP in the distant states. The freight subsidy is in addition to the product subsidy. This will enable our company to reach out to remote states like West Bengal, Bihar, Chhattisgarh and northern areas of Uttar Pradesh at the competitive prices. The freight subsidy given by government will increase the Net Sales Revenue of the company as earlier it was borne by the company. We derive our revenue from following two business verticals:

- a) LABSA 90% (Chemical)
- b) Single Super Phosphate (Fertilizer)

REVENUE BIFURCATION:

PRODUCT-WISE REVENUE BIFURCATION

Product-wise revenue bifurcation of the issuer company for the period ended on last three years as per restated standalone financial Statement are as follows:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Finished Goods Sold			
Single Super Phosphate (Powdered/Granulated)	2,674.39	9,473.68	10,819.33
Linear Alkyl Benzene Sulphonic Acid (LABSA 90%)	64,485.19	66,394.67	44,230.55
Dilute Sulphuric Acid (Spent)	977.20	1,001.01	665.31
Total Finished Goods Sold	68,136.77	76,869.36	55,715.20
Traded Goods Sold			
Chicory	36.39	-	-
Sulphuric Acid	374.66	-	-
Total Traded Goods Sold	411.05	-	-
Total	68,547.82	76,869.36	55,715.20

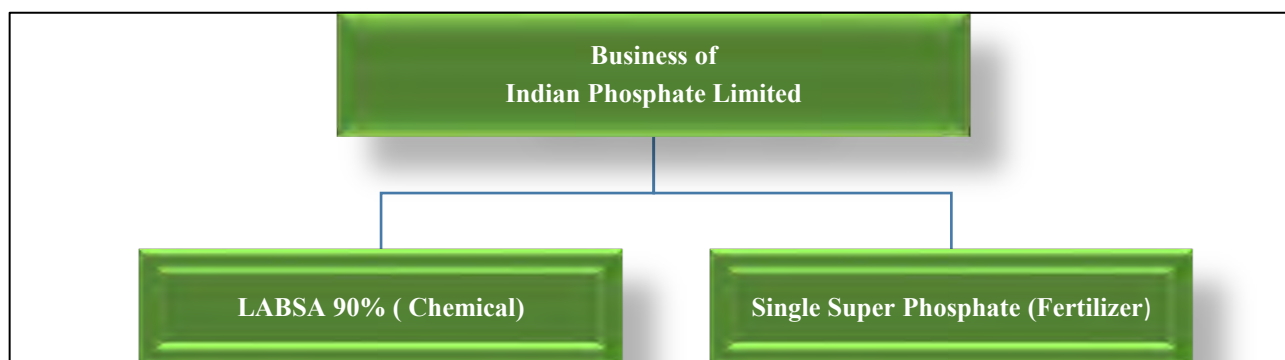
STATE-WISE REVENUE BIFURCATION

Product-wise revenue bifurcation of the issuer company for the period ended on last three years as per restated standalone financial Statement are as follows:

(₹ in Lakhs)			
STATE	FY 2023-24	FY 2022-23	FY 2021-22
Andhra Pradesh	-	-	-
Bihar	871.81	6,398.93	3,814.25
Dadra & Nagar Haveli	-	-	-
Gujarat	335.43	116.62	-
Haryana	604.42	942.38	1,193.83
Himachal Pradesh	25.72	213.67	251.14
Madhya Pradesh	1,973.33	4,731.51	4,709.20
Maharashtra	94.48	282.16	541.76
Puducherry	-	-	-
Punjab	17,885.65	21,615.96	14,413.75
Rajasthan	1,524.25	1,887.68	1,660.51
Tamil Nadu	-	-	-
Telangana	-	-	-
Uttar Pradesh	36,572.70	26,934.39	15,373.18
Uttarakhand	8,660.03	9,361.71	7,225.96
	68,547.82	72,485.01	49,183.58
Government Subsidy	1,870.12	4,384.35	6,531.62
TOTAL	70,417.94	76,869.36	55,715.20

OUR BUSINESS MODEL

We derive our revenue from Two 2 major business verticals:



Chemical Industry

IPL is also engaged in production of Linear Alkyl Benzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. LABSA acts as an active matter in detergents, cakes and liquids. LABSA is also used in pesticides to improve the quality of spray. LABSA is a highly active matter, low salt content and its prompt miscibility with water makes it an apt chemical for a variety of formulations. It is used in textile industry also for washing and mercerizing cotton. It is also used for increasing the surface area of distempers. It is used as emulsifier or wetting agent in toilet soaps for foaming.

Fertilizer Industry

IPL is engaged in the manufacturing of “Single Super Phosphate” (SSP) fertiliser. It is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron which is used by farmers. At present, the Company is marketing entire range of SSP in the state of Rajasthan, Madhya

Pradesh, Maharashtra, Punjab, Haryana, Uttar Pradesh, Uttarakhand, Bihar, Gujarat, Himachal Pradesh and West Bengal through dedicated channel partners of private sector as well as through the institutional channels under “Ankur SSP” brand. Our products Single Super Phosphate (SSP) and Granulated Single Super Phosphate (GSSP) is used in replenishing “P” (Phosphorous) as well as “Sulphur” in the soil and act as a nutrient for plant growth as well as improving Soil health.

The manufacturing facility, located at Umarda Industrial area, Udaipur, is in close proximity of supply of both the raw materials (a) Rock Phosphate (b) Sulphuric Acid. The India’s largest rock phosphate mine, namely M/s Rajasthan State Mines and Minerals Limited (a Rajasthan Government enterprise) is located approx. 15 km; while another raw material Sulphuric Acid source, M/s. Hindustan Zinc Limited is located approximately 25 km away from IPL manufacturing facility and also from captive generation from our Chemical Plant. Moreover, the nearest railway siding (Umarda railway station) is just 4 km away from the Plant.

MANUFACTURING FACILITIES

Manufacturing Plant of our company situated at:

Product Manufacturing	Location
a) LABSA 90% (Chemical)	Plot No. 5056, Village: Umarda, Girwa district, Udaipur
b) Single Super Phosphate (Fertilizer)	





OUR PRODUCTS

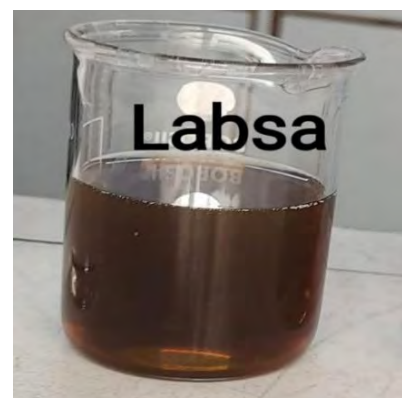
A. Linear Alkyl Benzene Sulphonic Acid (LABSA -90%)

Linear Alkyl Benzene Sulfonic Acid 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. LABSA acts as an active matter in detergents, cakes and liquids. LABSA is also used in pesticides to improve the quality of spray. LABSA is a highly active matter, low salt content and its prompt miscibility with water makes it an apt chemical for a variety of formulations. Linear Alkyl Benzene Sulphonic Acid (LABSA) is the main raw material for Washing powder, Detergent powder, Detergent cake, Liquid Soap, cleaning powder, Scouring Bar, Oil soaps etc., among all detergent powder accounts for highest consumption. LABSA is a key ingredient in laundry detergents due to its ability to emulsify oil and grease and effectively remove stains from fabrics. Dishwashing liquids: LABSA is also used in the production of dishwashing liquids as it helps to remove food residue and grease from dishes and utensils. It is also used for increasing the surface area of distempers.

Application: Worked as a Raw material for Washing powder, Detergent powder, Detergent cake, Liquid Soap, cleaning powder, Scouring Bar, Oil soaps etc.

Chemical Properties & specifications

Characteristics	Specifications
Appearance	Light Yellow-Brown viscous liquid
Solubility	Readily soluble in water
Active matter (% by weight)	90 ± 1%
Non-Digestive oil matter(% by weight)	1% Max



Free Sulphuric acid % by weight)	7 Max
Colour [KLETT] (When dispatched)	30 Avg



- **SPENT SULPHURIC ACID (By-Product of LABSA 90%)**

Spent Acid is generated in the process of Manufacturing LABSA 90%.

In the manufacturing process of LABSA 90%, for separation of spent acid and LABSA, the liquid is allowed for separation for 4-5 hours resulted the bottom part separated as spent sulphuric Acid (By product) and the upper part separated as LABSA (slurry). Then both liquids will be transferred to their individual storage tank.

Application: Synthetic detergent industries in formulation of washing powder, Detergent powder, Detergent cake, Liquid Soap, cleaning powder, Scouring Bar, Oil soaps etc.

B. Single Super Phosphate (SSP) is manufactured by reacting mineral rock phosphate with sulphuric acid. This process converts insoluble phosphate molecules in rock phosphate powder into soluble forms, enabling agricultural plants to absorb easily. Single Super Phosphate (SSP) is used by farmers to improve the productivity levels of their soil which gets depleted with every crop each year. SSP is used in large quantities for replenishing “P” (Phosphorus) in the soil which gets depleted steadily with each crop. This is preferred phosphate fertilizer by the farmers as it provides much needed nutrients “S” along with “P” unlike other fertilizers.

Single Super Phosphate belongs to phosphatic fertilizer family (like Di-ammonium Phosphate popularly called DAP) & gives 16% P₂O₅ vis-à-vis 46% P₂O₅ by DAP. The cost of SSP is less than one third which makes attractive proposition to farmers besides ready availability round the year. Further, SSP also gives 11% sulphur which DAP does not give and hence it is beneficial for farmers to replenish sulphur also in the soil.

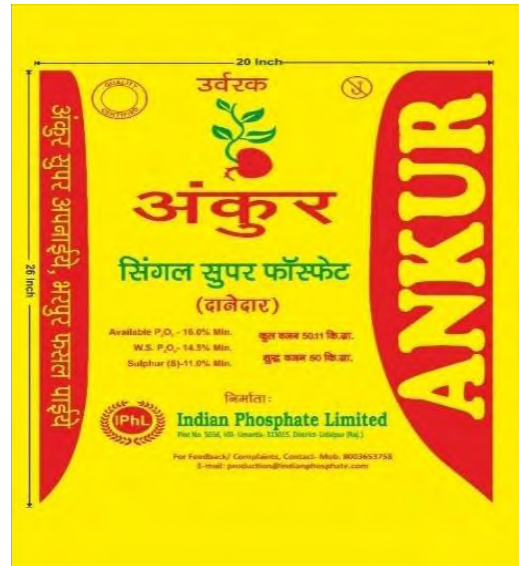
It is used across different crops particularly in oil seeds base crops for plant growth and is available in minimal quantity lots which is convenient to the farmers. SSP utilises mineral rock phosphate from domestic mines / reserves.

Application: SSP is chemically stable fertilizer having long shelf life which is beneficial to the farmers to use at their convenience and requirements.

Product Image	Product Packaging
Single Super Phosphate – “Powder”	



Single Super Phosphate – “Granulated”



Zincated Single Super Phosphate – “Powder”



Zincated Single Super Phosphate – “Granulated”



Zincated – Boronated Single Super Phosphate – “Granulated”



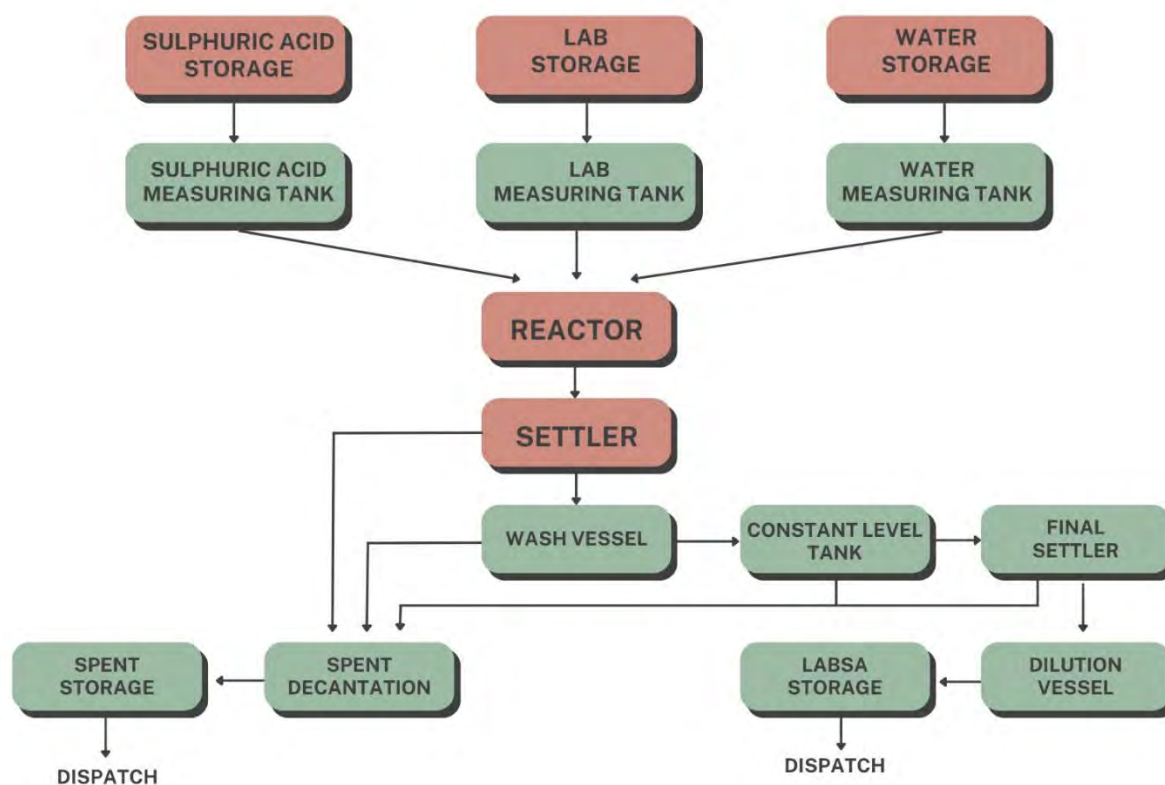
OUR PROPOSED PRODUCT

Product	Capacity(Per Day)	Brief
Sulphuric Acid	200 MT	Sulphuric Acid is an inorganic chemical and very basic building block for many organic and inorganic chemical reactions. The major consumption of sulphuric acid is in the manufacture of phosphatic fertilizer (Di Ammonium Phosphate – 52% of total consumption, Single Super Phosphate - 7% of total consumption, Ammonium Sulphate – 7% of total consumption, industrial chemicals- 26% of total consumption(including surfactants), and metal (copper, nickel and uranium) leaching – 8% of total consumption.
Magnesium Sulphate	60 MT	Magnesium Sulphate (most commonly found in heptahydrate form, also known as Epsom salt) is basic inorganic chemical finds many household applications including as bath salt. The main use of Magnesium Sulphate is in agriculture to improve soil deficiency of magnesium. Magnesium is

	<p>essential nutrient facilitating the photosynthesis process of plants and hence crucial for plant's growth. The IP grade Magnesium Sulphate also finds medicinal use for humans to treat the disorders related to asthma, muscular stress and digestive system.</p>
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PROCESS FLOW

(i) PRODUCTION PROCESS OF LABSA 90%

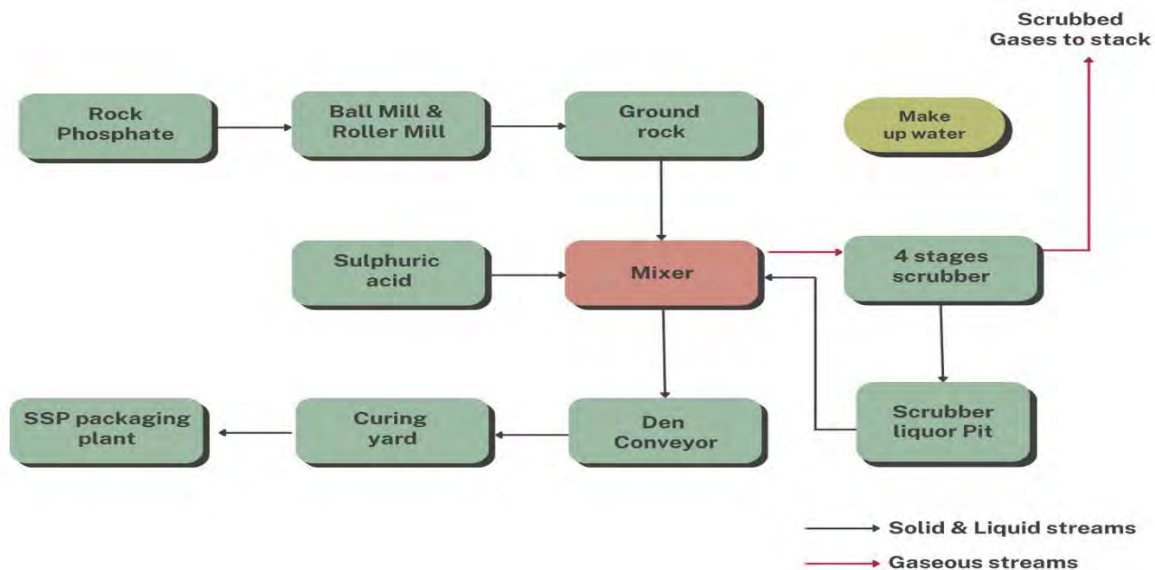


Manufacturing Process Description:

1. Measured quantity of the LAB (Linear Alkyl Benzene), Sulphuric Acid & Chilled Process water are taken into the overhead tanks.
2. Chilled water and Sulphuric Acid from Acid Storage by means of three nos. of pumps are transferred into LAB, water & Acid Measure Vessels.
3. The measuring vessels are calibrated type for a required capacity hold up and the excess material from all the Measuring Vessel is overflowed back to the respective Storage Tanks.
4. The correct measured quantity of all the raw materials from these measuring Vessels is slowly added to the Reactor.
5. With an exothermic reaction between the Sulphuric Acid, LAB and the chilled process water, a lot of heat will be generated and the reaction temperature is controlled by using the Cooling Water from the cooling tower to be circulated in the jacketed reactor.
6. The agitator is stopped once the reaction gets completed and material is allowed to cool and settle. After some time, spent acid is separated first and allowed to settle further in the separators.
7. One batch completion time is around 4-5 hours.
8. The reacted finished product i.e.; 90% LABSA is finally removed from reactor and partially from separator to transfer by using pump and stored in the LABSA storage tank. From this tank, this can be loaded in a tanker or packed in the smaller packing/drum for dispatch to customer.

Single Super Phosphate

PRODUCTION PROCESS OF SINGLE SUPER PHOSPHATE



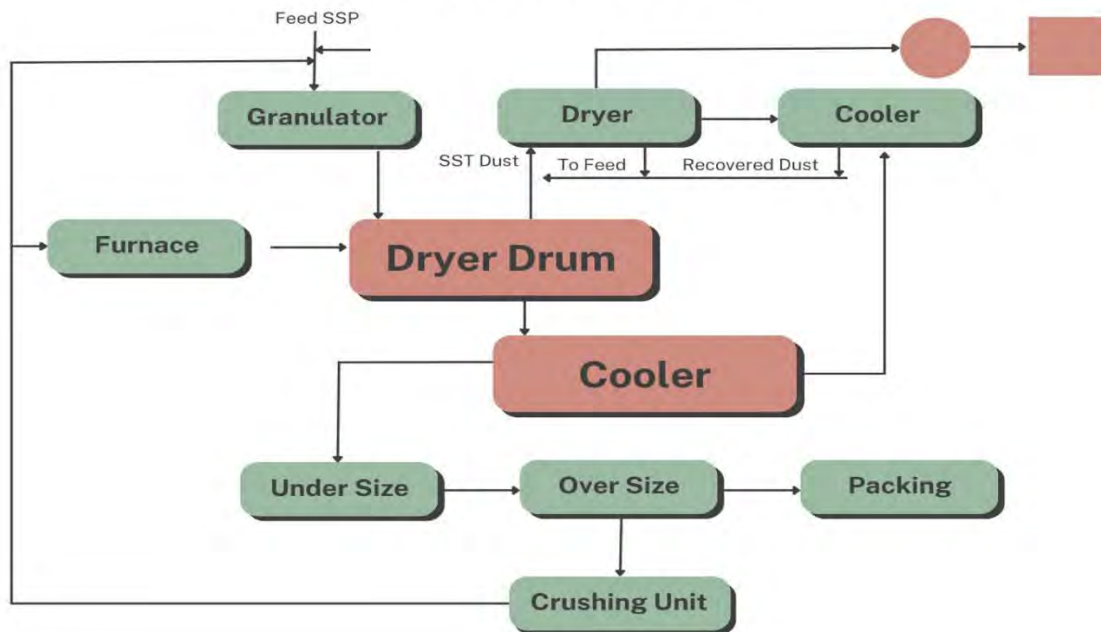
1. In the first step of production, Rock phosphate is shifted with Electronic Overhead Travelling crane from godown area to the roller mill feed section where the process of drying and grinding of the rock phosphate is conducted. It is the process of conversion of rock phosphate into fine particles.
2. The grinded rock phosphate is thus collected in ground rock hopper. The fine particles of rock is collected here for further step.
3. In the mixture section, Rock phosphate, sulphuric acid and scrubber liquor pit water is added in Mixture.
4. From the mixture, the superphosphate drops onto the den conveyor. It runs for one hour only for proper reaction.
5. When the den is completely filled after 1 hr, the material is moved slowly to a mechanical cutter which forms thin slices of product in the curing yard.
6. The material is kept in the curing yard and it gets reshuffled from one place to another with regular time intervals. Generally, the curing process time is 21 days but it varies with rock parameters.

Granulated Single Super Phosphate (GSSP)

Granulated Single Super Phosphate (GSSP): Single Super phosphate (SSP) in form of granulated form is called Granulated Single Super Phosphate. The use of granulated product is more beneficial than the use of powder. The granulated product rolls down the plant and can be used harmlessly on the standing crops. The biggest advantage in using the granulated product is that it is available to the crops for a longer time because it gets dissolved slowly in water.

PRODUCTION PROCESS OF GRANULATED SINGLE SUPER PHOSPHATE

Preparation of GSSP



1. Single Super Phosphate Loose from curing yard after 21 Days is feeded to roller drum/granulated through where water is sprayed in the material to give it the shape. By the properties of surface tension, the powder SSP is converted into granulated form
2. Above soft granulated particles move to dryer drum to harden the granular particles.
3. Granulated particles after dryer drum passes through the cooler drum to remove the excess temperature from the material.
4. After that the material pass through over size and under size screen for maintaining similar size of the product and the unstandardized material is again recycled through the granulated drum.
5. The final granular goes of Packing the hopper and then material is packed.
6. The capacity of above process is 20 MT/Hr.

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SWOT ANALYSIS

Strength	<ul style="list-style-type: none"> • Experienced Promoter • Professionally Qualified and experienced Team • Quality Services
Weakness	<ul style="list-style-type: none"> • Dependency on government fertilizer subsidy policy • High Working Capital Intensive
Opportunities	<ul style="list-style-type: none"> • Expanding new geographical markets - Tamil Nadu and Maharashtra • Venture in New Business Vertical • Backward integration into mining of rock phospahte (raw material for SSP) • Backward integration into production of Sulphuric Acid at Tamil Nadu (raw material for LABSA 90%)
Threats	<ul style="list-style-type: none"> • Economic Recession • Natural Calamities

OUR COMPETITIVE STRENGTH

1. Cost Effective sourcing and Strategic Location of Manufacturing Unit

Having manufacturing and marketing experience of over three decades the company has optimised cost efficient sourcing, utilising manufacturing assets, maximising sales revenue through large customer base and thereby creating value for the stakeholders. We believe that our cost-efficient manufacturing and supply chain management results in a significant reduction in our operational costs. With our experience, we are able to gauge our procurement of raw materials in timely manner. The location of our current manufacturing facilities gives us a significant competitive cost advantage in terms of raw material sourcing manufacturing and labour costs and enables us to address the North, North-West and Central Indian markets efficiently.

2. Quality assurance

Our Company has a well-equipped testing division and an in-house NABL approved laboratory which is closely monitors & grants final approval of product manufactured. The final product manufactured has to undergo a series of quality check before it is finally packed and dispatched. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Our Quality assurance has enabled us provide satisfactory performance to our customer.

3. Leveraging the expertise of our Promoters and Management Team: -

The founder Promoters has rich experience over three decades in manufacturing and marketing of Single Super Phosphate engaged in Fertilizer and chemical Industries, which also form part of Board of Directors of our Company. Also, our Company is managed by a team of professional & experienced personnel. The team comprises of personnel having operational and business development experience. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition and the global economic crisis.

BUSINESS STRATEGY

1. Optimal Utilization of Resources

Our Company constantly endeavours to improve our manufacturing process and will increase service activities to optimize the utilization of resources. We have invested significant resources and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for our manufacturing process which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

2. Backward integration and Diversification

The Company is in advance stage to manufacture Sulphuric Acid at Cuddalore, Tamilnadu which is also a backward integration for manufacturing of LABSA 90%.



The Company will be the first entity having captive Mine with manufacturing of its Fertilizer. The Company also proposes to venture into manufacture of NPK complex Fertilizer.

3. To build-up a professional team for future expansion coming up in the next five years

As an organization, we have implemented transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day-to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business. We have already initiated the process to identify and engage a team of young talent as well as experienced professionals for our future projects (value added surfactants used in personal care products and inorganic chemicals) coming up in next five years to chart our future growth trajectory.

4. Broaden and Deepen Our Geographical Presence

We intend to expand our market penetration and increase our market share for existing products. We are in process to set up manufacturing facility in Tamil Nadu and Maharashtra to reach new markets geography as well as increase our customer base.

FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	70,417.94	76,869.36	55,715.20
Growth in Revenue from Operations (%)	-8.39%	37.97%	34.41%
Gross Profit (₹ in Lakhs)	6,502.37	7,885.13	8,039.29
Gross Profit Margin (%)	9.23%	10.26%	14.43%
EBITDA (₹ in Lakhs)	2,303.36	2476.40	2362.15
EBITDA Margin (%)	3.27%	3.22%	4.24%
Profit After Tax (₹ in Lakhs)	1,347.32	1659.53	1616.61
PAT Margin (%)	1.91%	2.16%	2.90%
RoE (%)	18.14%	28.02%	37.74%
RoCE (%)	20.93%	31.00%	42.08%
Net Fixed Asset Turnover (In Times)	29.82	49.60	56.88
Operating Cash Flows (₹ in Lakhs)	(199.37)	1707.03	(605.37)

PLANT AND MACHINERIES

DETAILS OF PLANT AND MACHINERY IN CHEMICAL VERTICAL

S. No.	Particulars
1.	M.S. Plate
2.	MCB
3.	Electric Items
4.	Ball Valve
5.	Angle
6.	M.S. Steel Tube
7.	GI Road
8.	Electric Items
9.	Auto Charges
10.	Tank Weigh System
11.	New Sulphonic Plant
12.	Electromagnetic Flow Meter
13.	Aluminium Cable
14.	Angle
15.	Angle Plates Purchase
16.	Auto Charges

17.	Auto Weighing Scale
18.	Ball Valve
19.	Batch Plant
20.	Bulb, Holder
21.	Butterfly Valve
22.	Calibration
23.	Cooling Tower
24.	Crain
25.	Crimping Tools
26.	Delta Starter
27.	DG Set
28.	Digestor Tube, Steel Platform
29.	Digital Photo Electronics Filter
30.	Diluter with Agitator
31.	Drilling Charges
32.	Earthing Material
33.	Elect. Wire
34.	Electric Items
35.	Electromagnetic Flow Meter
36.	Erection Welding Pipe
37.	Fabrication
38.	Fittings
39.	Flanged
40.	Flaxibal Wire
41.	Freight
42.	General Store Consumption
43.	General Store Items
44.	GI Pipes, Elbow, Socket etc.
45.	GI Road
46.	Heat Exchanger
47.	Hferw Black Steel Tube
48.	Hot Plate, Water Distillation Energy Regulator, Hot Air Own
49.	Iron Shaddle
50.	Labour
51.	M S Belt
52.	M.S. Angle & Channel
53.	M.S. Bult Elbow
54.	M.S. Gurder
55.	M.S. Plate
56.	M.S. Steel Tube
57.	Machinery
58.	MCB
59.	Motor
60.	New Sulphonic Plant
61.	Nipple, Flange & GI Road
62.	Nut, Bolt, Washer, Flang

63.	Paint
64.	Pipple, MS Band
65.	Pre-Operative Exp.
66.	Presssure Vessel D1
67.	Pressure Vessel D1 & S1
68.	Pump
69.	PVC Fan, Binding Wire
70.	Pvc Fills, Ele. Motor
71.	Railing & Plat Cutting,
72.	Railing Pools 53 Nos.
73.	Rectifire
74.	Rotary Gear Pump
75.	Rotary Gear Pump Set
76.	Rubber Sheet
77.	Salt Bag
78.	SFU with Encloser & MCB
79.	SS Tubes
80.	Steel
81.	Storage Tank
82.	Submeter Pump
83.	Tank Weigh System
84.	Tool Box set
85.	Tow Tire Process
86.	Transportation
87.	Vertical Glandless Pump
88.	Vertical Pump
89.	Water Softing Plant
90.	Welding Machine
91.	Welding Works

Transportation expenses and labor costs are capitalized when acquiring assets, hence added in the details of plant and machinery in chemical vertical.

DETAILS OF PLANT AND MACHINERY IN FERTILIZER VERTICAL	
S. No.	Particulars
1.	EOT -Crane Unit 2
2.	SSP Mixer & Packing
3.	Pollution Unit
4.	Acid Storege Tank
5.	Tube well
6.	GSSP- Unit
7.	Diesel Storage tank (1)
8.	New Mills
9.	Weigh Bridge Unit
10.	SSP- Stacker Platform
11.	Rock crusher
12.	Stack Monitoring System



13.	Online Gas Analyser
14.	Bracket for SSP Unit
15.	Electric Weighing Scale
16.	Industrial Blower
17.	Online Stack Monitoring System
18.	P & M Boronated Zincated
19.	JCB
20.	Scrubber Plant
21.	Tools & takles - Lot

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

MARKETING & DISTRIBUTION

The success of our company hinges on the effectiveness of our marketing and sales network. Our enduring success is intricately linked to the strong relationships we have built with our existing customers. The experience and rapport our team maintains with marketers, coupled with timely and high-quality work order deliveries, play a pivotal role in establishing and expanding our company's work platform.

Under the supervision of Mr. Ravindra Singh - Promoter Directors, the Marketing team employs various strategies such as application of tender, cold calling, personal networks, and relationship-building with market players to generate new business. Work orders flow in from both existing and potential clients, largely fuelled by our commitment to traditional word-of-mouth marketing strategies. Additionally, we actively participate in tenders via email submissions to various companies and institutions within the industry.

The management and promoters continually strive to uphold high standards and service excellence, ensuring maximum customer satisfaction. This dedication underscores our commitment to maintaining strong client relationships and delivering exceptional service.

END USERS

We are engaged in two verticals; one is Chemical Industry and another is fertilizer Industry. Chemical Vertical is dedicated to the production of Linear Alkyl Benzene Sulfonic Acid (LABSA) 90%, a critical raw material in the fast-moving consumer goods (FMCG) sector, particularly in the manufacturing of detergents and soaps.

Another vertical of our Company is manufacturing of Single Super Phosphate (SSP) under our Fertilizer Vertical which is used in agriculture industry by farmers.

COMPETITION

Within a fiercely competitive market, characterized by numerous players, our operations thrive in this challenging environment. Client decisions to engage our services are primarily influenced by the twin factors of service quality and pricing. Competition is not only posed by peers with similar business divisions but also by formidable regional, national, and international players. Drawing from our extensive experience in the industry, we consistently deliver high-quality work, meeting the discerning demands of our customers.

It's worth noting that the competition landscape spans from small-scale to large-scale enterprises. Our commitment to providing top-tier quality work positions us favourably amidst this dynamic market. Importantly, the industry presents minimal entry barriers, making it susceptible to capacity expansions by existing producers, which, in turn, could further intensify the competitive landscape.

RAW MATERIAL

The primary components used in manufacturing process of LABSA 90% are linear alkyl benzene (LAB) and sulphuric acid. Major domestic suppliers of Linear Alkyl Benzene (LAB) are Indian Oil Corporation Limited, Reliance Industries Limited, Patalganga and Nirma Limited, Vadodara Sulphuric Acid is sourced from Hindustan Zinc Limited. We use Sulphuric Acid received from Hindustan Zinc Limited in production of Linear Alkyl Benzene Sulphonic acid (LABSA) 90% along with Linear Alkyl Benzene (LAB). During this production process, Spent Sulphuric Acid is also generated as



by-product, which is used in production of Single Super Phosphate (SSP) by reacting it with Rock Phosphate. This brings saving in production cost of SSP.

Rock Phosphate is used in the production of SSP fertilizer procured from Rajasthan State Mines & Minerals Limited (RSMML) who is the major supplier of Rock Phosphate. The company also imports Rock Phosphate from JPMC, Jordan, and Egypt based on availability and favourable economics.

TRANSPORTATION

Our Raw material is transported through supplier-nominated road tankers and IOCL-nominated road tankers.

UTILITIES AND WATER

POWER

The requirement of power for our operations is met through Ajmer Vidyut Vitran Nigam Limited (AVVNL). The present connected load is 750 KVA.

Further, our commitment to contribute to green energy / save nature through reduction in carbon footprint; the Company has installed a 750 KWp (600 KW AC) Solar Power Project for captive use under industrial tariff in Bikaner (Rajasthan) with a capital investment of Rs. 3.15 crore. The plant was commissioned on 2nd November, 2022. The annual estimated generation is 12.00 lakh units (considering tolerance of 5% and 16 lakh units/ MWp/year). Since December, 2022 the plant has started energy generation against which the company gets credit of the electricity units consumed each month which is an additional savings.

WATER

The water consumption at our manufacturing unit is normal which we can fulfil from water supply from Government of India, Ministry of Jal Shakti, Department of water Resources, river department & Ganga Rejuvenation, Central Ground Water Authority.

HUMAN RESOURCES

We have rich experienced & professional management team who meticulously forecast industry trends and capitalize on new business opportunities. Our employees are key contributors to our business success. The company carries out regularly the assessment of specific skill-sets, interests and background that would be an asset for its kind of business. The senior management team consists of experienced individuals with diverse skills in manufacturing, engineering, and finance. The manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. In recent years, we have specifically emphasized on women empowerment.

As on March 31, 2024 we have the total 105 Employees. Our company engages contract labour, however the number of contract labour engaged are below registration requirement.

Bifurcation of employees is provided below:

Sr. No.	Category of Employees	No. of Employees
1.	Finance & Accounts Department	10
2.	Management (Director)	03
3.	Legal & HR	02
4.	Sales & Marketing	14
5.	Production (Operators, Plant, Maintenance, Q.C. Civil)	69
6.	Administration (Store, Commercial, Electrical, Project)	07
	Total	105

EXPORTS & EXPORTS OBLIGATIONS

As on the date of this Red Herring prospectus, neither do we export our products nor do we have any export obligations.

INTELLECTUAL PROPERTIES

Following are the details of the Trademarks Registered in the name of our company, in India:

Sr. No.	Brand Name/Logo Trademark/Title of Work	Class	Trademark Type/Work Type	Registration / Application No.	Date of Application	Current Status
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Sr. No.	Brand Name/Logo Trademark/Title of Work	Class	Trademark Type/Work Type	Registration / Application No.	Date of Application	Current Status
1.		1	Device	1385481	September 19, 2005	Registered
2.		1	Device	6147311	October 13, 2023	Objected
3.	INDIAN PHOSPHATE LIMITED	1	Word	6176162	November 05, 2023	Objected
4.		-	Artistic	A-124312/2018	October 28, 2015	Registered

Domain Name

Sr. No.	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name	Creation Date	Registry Expiry Date
1.	Indianphosphate.com	155803801_Domain_Com-VRSN	Own Registrar, Inc	09-05-2005	09-05-2024

CAPACITY AND CAPACITY UTILIZATION

The following table sets forth details of our aggregate installed capacity and production volumes, as per product groups, during the relevant periods:



Particulars			Installed Capacity and Capacity Utilization								
			FY 2021-22			FY 2022-23			FY 2023-24		
Unit Name	Plant	Product Name	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization
Fertilizer Plant	SSP Plant	SSP Powder (Green)*	132000	67718.094	51.30%	132000	65050.42	49.28%	132000	38970	29.52%
	Granulation Plant	SSP Granulated (plain, zincated and zincated+boronated)	132000	55100	41.74%	132000	48300	36.59%	132000	19000	14.39%
		SSP Powder (plain and zincated)		15200	11.52%		12400	9.39%		15100	11.44%

*The output of SSP plant i.e. SSP powder (Green) is consumed to produce value added products like SSP Granulated (plain, zincated and zincated+boronated) and SSP Powder (plain and zincated) by granulation processing in granulation plant.

Particulars		Installed Capacity and Capacity Utilization								
		FY 2021-22			FY 2022-23			FY 2023-24		
Unit Name	Product Name	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization	Installed Capacity (in Tonnes)	Actual Production (in Tonnes)	% utilization
Chemical Plant	LABSA	45000	43809.461	97.35%	75000	52413.924	69.89%	105000	58273	55.50%

IMMOVABLE PROPERTY

The details of the Immovable property taken on rent/lease by our company is given here below:

Sr. No.	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Area (Sq Mtr)	Rent	Tenure
1.	State Industries Promotion Corporation of Tamil Nadu Limited	Indian Phosphate Limited	Plot No. C-17/A, SIPCOT Industrial Park, Kudikdau Village, Taluk,	Industrial Unit for the manufacture of Sulphuric Acid with installed capacity of	8.25 Acres	Rs. 1/- for 98 Years and Rs. 2/- for the 99 th Year	99 years with effect from August 07, 2023.



Sr. No.	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Area (Sq Mtr)	Rent	Tenure
			Cuddalore district, Tamil Nadu	200 MT/day, LABSA 90% with installed capacity of 100 MT/day & Magnesium Sulphate with installed capacity of 60 MT/day			
2.	Sikron Industries	Indian Phosphate Limited	5056, Umarda, Girwa district, Udaipur	Industrial Unit for manufacture of Calcium Carbonate	1.3650 Hectare	Land Tax of Rs. 3650 per annum and Lease rental of Rs. 1308 per annum	99 years with effect from 10.02.1999
3.	Mrs. Mamta Arora & Mr. Ravindra Singh	Indian Phosphate Limited	Plot 638, Sector-11, Udaipur, Rajasthan-313001	Registered Office & Corporate Office	1000 Sq. ft.	Rs. 9,000/- Per Month	36 months with effect from January 01, 2023
4.	Mr. Sanjay Vashisth	Indian Phosphate Limited	Flat No. 206, Bildwell Residency Shakheshwar City, Indore, Madhya Pradesh-452005	Office Purpose	450 Sq. ft.	Rs. 2000/- per Month	11 months with effect from October 05, 2023
5.	Mr. Jaswinder Singh	Indian Phosphate Limited	Plot No. 0138, Village Dariya opposite Railway Goods Shed Chandigarh-160101	Office Purpose	150 Sq. ft.	Rs. 2000/- per Month	36 months with effect from July 04, 2023
6.	Mrs. Sujeet Kaur	Indian Phosphate Limited	54 B H G.I.D.C. Motipura, Himatnagar, Sabar Kantha, 383001, Gujurat	Office Purpose	1000 Sq. ft.	Rs. 1500/- per Month	11 months with effect from April 01, 2024
7.	Mrs. Raj Rani Grover	Indian Phosphate Limited	Village Darar, Indri Road, Karnal-132001, Haryana	Office Purpose	100 Sq. ft.	Rs. 2000/- per Month	11 months with effect from May 01, 2024
8.	Mr. Naresh Grover	Indian Phosphate	Jarkhar Road,	Office Purpose	125 Sq. ft.	Rs. 2000/- per	2 years with effect



Sr. No.	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Area (Sq Mtr)	Rent	Tenure
		Limited	Behind Taj Resort, Ludhiana-Malerkotla Road, Village-Sarinh, Ludhiana-141116 Punjab			Month	from April 01, 2023
9.	Mr. Dhanaraj Balashanmugam	Indian Phosphate Limited	5/218, East Arasur Post, Sulur Thaluk, Arasur, Coimbatore-641407, Tamil Nadu	Office Purpose	1200 Sq. ft.	Rs. 2000/- per Month	11 months with effect from April 25, 2024
10.	Mr. Satya Pal Yadav	Indian Phosphate Limited	House No. 4B/ 239, Sector 4, Vriendvan Yojana, Lucknow, Uttar Pradesh, 226007	Residence and Sales Office	1300 Sq.ft.	Rs. 1000/- per Month	11 months with effect from January 15, 2024
11.	Mrs. Deepika Khurana	Indian Phosphate Limited	Bareilly Road, Kichha 263148, Uttarakhand	Office Purpose	500 Sq. Ft.	Rs. 2000/- per Month	11 months with effect from April 16, 2024
12.	Maharashtra Industrial Development Corporation	Indian Phosphate Limited	Plot No. T-22, Nardhana Industrial Area-II, Village: Babhale, Taluka: Shindkheda, District: Dhule	Office Purpose	100000 Sq.m	Rs. 1/- per annum	95 years with effect from July 25, 2022
13.	Mr. Birendra Singh	Indian Phosphate Limited	Mohalla - Shivpuri Behind Mishra Lodge, Near Canada Bhawan, PO Srikrishnapuri, PS. - LBS Nagar, Patna – 800023, Bihar	Office Purpose	800 Sq. Ft.	Rs. 10,000/- per Month	11 months with effect from December 02, 2023

DETAILS OF INDEBTEDNESS

The details of facilities availed from Banks are as follows. For more details of other indebtedness please refer “*Restated Financials Information*” beginning from page no. 211 of Red Herring Prospectus.

Sr. No.	Lender	Nature of Facility	Sanctioned Date	Sanctioned Loan ₹ in Lakhs	Outstanding as on March 31, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1.	Indian Overseas Bank	Cash Credit: 4500.00 lakhs Letter of Credit :3000.00 lakhs Letter of Guarantee :100.00 lakhs GECL-I: 392.00 lakhs GECL -Ext.: 196.00 lakhs	December 27, 2023	8188.00	4014.92	ROI: 9.85%	Cash Credit Limit: Repayable on Demand. Limit to be renewed every year. WCTL under GECL of 3.92 crores- Repayable in 35 monthly installments of Rs. 10.90 lacs each and last installment for Rs. 10.50 Lacs with an initial holiday period of 12 months from the date of first disbursement. WCTL under GECL of Rs. 1.96 crores - Repayable in 35 monthly installments of Rs. 544445 each and last installment for Rs. 544425 with an initial holiday period of 24 months from the date of first disbursement.	A) Primary Security: CC- First pari passu charge on the entire current assets including stocks, book debts & other current assets of Company in favour of working capital lenders i.e. IOB & PNB under Multiple Banking Arrangements. LOC- Documents of title to goods/acceptable hundies/relative merchandise & extension of first paripasu charge on the entire current assets of the Company (present & future) under MBA (IOB & PNB). LOG-Counter indemnity of the Co. & extension of first charge on the current assets of the Co. under MBA (IOB & PNB).	-First pari passu charge with PNB: i)Equitable Mortgage of Factory Land & Building at Khasra no. 5056 at Umarda, Udaipur (Raj.). ii)Hypothecation of Plant & Machinery - Second paripasu charge on Land & Bldg., P&M and MFA for Dhule Unit. - Personal Guarantee of: Ravindra Singh, Devendra Singh, Pritam Singh & Rushil Arora. -Corporate Guarantee of Udaipur Polysacks Limited
2.	Punjab National	Term Loan: 29.00 Cr	September 16, 2023	7020.00	-	ROI: 9.65%	20 Quarterly instalments of Rs 145 lacs to be commenced after completion of	-First charge (EM) on land & Bldg. at Dhule	-First paripassur charge by way of



	Bank	CC: 15.00 Cr ILC/FLC: 25.00 Cr BG: 1.00 Cr Forward Cover of Rs. 10.00 Cr Credit Conversion factor @ 2%: 0.20 Cr Total: 70.20 Cr					moratorium period i.e. last day of the quarter. However interest to be paid as and when charged/ due including moratorium period	-First charge (Hyp) of P&M, MFS at Dhule	i)Equitable Mortgage of Factory Land & Building at Khasra no. 5056 at Umarda, Udaipur(Raj.). in the name of company ii)Hypothecation of Plant & Machinery -Second pari passu charge on Udaipur Land & Bldg., P&M, currents assets of the company. -Personal Guarantee of Ravindra Singh, Devendra Singh, Pritam Singh -Corporate Guarantee of Udaipur Poly Sacks Limited
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Details of Corporate Guarantee:

Sr. No.	Lender	Nature of Facility	Collateral Security/ other Condition
1.	Canara Bank	Corporate Guarantee of ₹ 10500.00 lakhs given by our company in respect of Term Loan sanctioned to the group company Elysian Hotels Pvt. Ltd.	Corporate Guarantee (in capacity of sponsor/Property Owner) by M/s Indian Phosphate Limited

INSURANCE

Presently, our company has following Insurance Policies:



Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (₹)	Premium Paid (Amount in ₹)
1.	National Insurance Company Limited	380402212410000031	Indian Phosphate Limited	From 18:00 hours, on 04/07/2024 to midnight of 03/07/2025	Marine, aviation, and other Transport insurance services - LABSA supply	3,00,00,00,000/-	1,77,001/-
2.	National Insurance Company Limited	380402212410000020	Indian Phosphate Limited	18:00 hours, on 10/06/2024 to midnight of 09/06/2025	Marine, aviation, and other Transport insurance services	50,00,00,000/-	1,18,001 /-
3.	Universal Sampo General Insurance	2124/72260205/00/000	M/s. Indian Phosphate Limited	From 00:00 of 05/12/2023 to 23:59 of 04/12/2024	Building Including Plinth, Basement and Additional Structures, Plant And Machinery, Furniture & Fixtures, Fittings and other Equipment, Finished Stock Location of Property: Unit-1 Plot No 5056 Village Umarda P O Kanpur 0 Udaipur Udaipur Rajasthan PIN - 313001	49,50,00,000/-	5,09,569 /-
4.	Universal Sampo General Insurance	2124/66365317/02/000	M/s. Indian Phosphate Limited Unit II	From: 00:00 of 23/03/2024 To: 23:59 of 22/03/2025	Building Including Plinth, Basement and Additional Structures, Plant And Machinery, Finished Stock	44,00,00,000/-	5,04,818 /-
5.	Universal Sampo General Insurance	2900/69820095/01/000	M/s. Indian Phosphate Limited Unit II	From: 00:00 of 23/03/2024 to 23:59 of	Plant And Machinery, Stock in Trade	41,00,00,000/-	2,539 /-



Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (₹)	Premium Paid (Amount in ₹)
				22/03/2025			
6.	The Oriental Insurance Company Ltd.	242500/21/2024/548	Indian Phosphate Limited	From 12:16 On 21/11/2023 To Midnight of 20/11/2024	Marine Cargo - Open Policy Coverage: Institute Transit (Rail/Road), Inland Transit (SRCC)	15,00,00,000/-	22,127 /-
7.	United India Insurance Company Limited	0801021123P1058784 70	M/s. Indian Phosphate Limited	From 19:00 Hrs of 22/08/2023 To Midnight of 21/08/2024	United Value Udyam Suraksha policy Floater Cover (Stocks of all description) Location: Various such locations where stock is kept.	8,00,00,000/-	49,348 /-
8.	SBI General Insurance Company Limited	P013107241726768	M/s Indian Phosphate Limited	From: 02/08/2024 00:00:00 hrs to: 01/08/2025 Midnight	Private Car Certificate Of Insurance Cum Policy Schedule Model: HYUNDAI ALCAZAR-Signature 6 STR 1.5 Diesel (Vehicle No. RJ27UB9281)	14,00,000/-	25,870/-
9.	ICICI Lombard General Insurance Company Limited	3003/346723475/00/00 0	M/s Indian Phosphate	Jun 12, 2024 to Jun 11, 2025	Goods Carrying Vehicles Package Policy Model: GENIO DC VX BS3 (Vehicle No. RJ27GB3640)	1,53,374/-	18,762 /-



KEY INDUSTRY REGULATIONS

Except as otherwise specified in this Red Herring Prospectus/Companies Act 2013, we are subject to several central and state legislations, which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central, State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of manufacturing of fertilizers, insecticides, pesticides, etc. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government Approvals**” beginning on page number 233 of this Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) Fertilizers:

Since independence, Government of India has been regulating sale, price and quality of fertilizers. For this purpose, Government of India has passed Fertilizer Control Order (FCO) under Essential commodity Act (EC Act) in the year 1957. No subsidy was paid on Fertilizers till 1977 except Potash for which subsidy was paid only for a year in 1977. On the recommendation of the Maratha Committee, the Government had introduced Retention Price Scheme (RPS) for nitrogenous fertilizers in November 1977. Subsequently, RPS was extended to phosphatic and other complex fertilizers from February 1979 and to Single Super Phosphate from May 1982, which continued up to 1991. Later on, subsidy was also extended to imported phosphatic and potassic (P&K) fertilizers. Fearing imbalance fertilization of the soil, unaffordability by farmers due to increase in phosphatic and potassic fertilizer prices, Government of India announced ad hoc Concession Scheme for phosphatic and potassic fertilizers from Rabi 1992 to cushion the impact of price hike with a view to encourage balanced fertilizer consumption. Initially, the ad-hoc Concession Scheme was applicable on DAP, MOP, NPK Complex fertilizers. This scheme was also extended to SSP from 1993-94. The basic purpose/objective of the Concession Scheme for P&K fertilizers has been to provide P&K fertilizers to the farmers at affordable prices so as to increase the food productivity in the country through balanced use of fertilizers. The concession scheme was also aimed at ensuring reasonable rate of return on the investments made by the entrepreneurs in the fertilizer sector.

Fertilizers Control Order, 1985

Govt. of India to promote the fertilizer industries in India & to control the quality & prices of fertilizers has issued such order which contains mainly the following provisions:

Fixation of prices of fertilizers: The Central Government may, with a view to regulating equitable distribution of fertilizers and making fertilizers available at fair prices, by notification in the Official Gazette, fix the maximum prices or rates at which any fertilizer may be sold by a dealer, manufacturer, importer or a pool handling agency. The Central Government may having regard to the local conditions of any area, the period of storage of fertilizers and other relevant circumstances, fix different prices or rates for fertilizers having different periods of storage or for different areas or for different classes of consumers. No dealer, manufacturer importer or pool handling agency shall sell or offer for sale any fertilizer at a price exceeding the maximum price or rate fixed under this clause.

Display of stock position and price list of fertilizers: Every dealer, who makes or offers to make a retail sale of any fertilizers, shall prominently display in his place of business the quantities of opening stock of different fertilizers held by him on each day and a list of prices or rates of such fertilizers fixed and for the time being in force.

Insecticides Act, 1968

The Insecticides Act seeks to regulate manufacture and import of insecticides by providing for registration of such insecticides. Any person desiring to import or manufacture any insecticide may apply to the Registration Committee for the registration of such insecticide and there shall be a separate application for each such insecticide. If the Committee is of opinion that the precautions claimed by the applicant as being sufficient to ensure safety to human beings or animals

are not such as can be easily observed or that notwithstanding the observance of such precautions the use of the insecticide involves serious risk to human beings or animals, it may refuse to register the insecticide.

Insecticides Rules, 1971

As per these Rules, an application for the grant or renewal of a licence to manufacture any insecticide shall be made to the licensing officer. If an insecticide is proposed to be manufactured at more than one place, separate applications shall be made and separate licences shall be issued in respect of every such place. A licence to manufacture insecticides shall be issued in Form V and shall be subject to certain conditions like the licence and any certificate of renewal to be kept on the approved premises and shall be produced for inspection at the request of an Insecticide Inspector appointed under the Act or any other officer or authority authorized by the licensing officer and that any change in the expert staff named in the licence shall forthwith be reported to the licensing officer.

Pesticides Act, 1968

Pesticides Act seeks to regulate the import, manufacture, sale, transport, distribution and use of insecticides with a view to prevent risk to human beings or animals, and for matters connected therewith.

Pesticides Management Bill, 2020

It seeks to regulate the manufacture, import, sale, storage, distribution, use, and disposal of pesticides, in order to ensure the availability of safe pesticides and minimise the risk to humans, animals, and environment. The Bill seeks to replace the Insecticides Act, 1968.

The Essential Commodities Act, 1955 (the “ECA”)

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

Legal Metrology Act, 2009 (the “LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “LM Rules”)

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for inter alia standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

The Interest on Delayed Payments to Small Scale and Ancillary Industrial Undertakings Act, 1998

An Act to provide for and regulate the payment of interest on delayed payments to small scale and ancillary industrial undertakings and for matters connected therewith or incidental thereto.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments laws applicable in the Union Territory of Chandigarh and State of Gujarat, Rajasthan, Uttar Pradesh and Haryana are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Stamp Act in various states

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Punjab, Gujarat, Rajasthan, Uttar Pradesh, Maharashtra, Madhya Pradesh, Gujarat and Haryana are empowered to prescribe or alter the stamp duty as per their need.

Professions, Trade, Callings and Employments Act in various states

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Maharashtra, Gujarat and Madhya Pradesh is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

GENERAL CORPORATE:

Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 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.

The Registration Act, 1908

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

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

ENVIRONMENTAL LEGISLATIONS:

The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

1. Conservation of Critical Environmental Resources
2. Intra-generational Equity: Livelihood Security for the Poor
3. Inter-generational Equity
4. Integration of Environmental Concerns in Economic and Social Development
5. Efficiency in Environmental Resource Use
6. Environmental Governance
7. Enhancement of resources for Environmental Conservation.

Air (Prevention and Control of Pollution) Act, 1981

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

Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and

poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

The Hazardous and other Wastes (Management & Trans-boundary Movement) Rules, 2016

Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste. These Rules came into effect in the year 1989 and have been amended later in the years 2000, 2003 and with final notification of the Hazardous Waste (Management, Handling and Trans-boundary Movement) Rules, 2008 in supersession of former notification. The Rules lay down corresponding duties of various authorities such as MoEF, CPCB, State/UT Govts., SPCBs/PCCs, DGFT, Port Authority and Custom Authority while State Pollution Control Boards/ Pollution Control Committees have been designated with wider responsibilities touching across almost every aspect of Hazardous wastes generation, handling and their disposal.

Manufacture, Storage and Import of Hazardous Chemical (Amendment) Rules, 1989

These Rules provide for the environmental protection of those sites where industrial activities, involving the use or storage or processing of imported hazardous chemical substances, are operating their facilities. Manufacturers are obliged to apply for the construction of new facilities or the operations of old ones to the competent Authorities. A maximum residue limit is settled for every compound. The manufacturers and importers are responsible for avoiding major accidents resulting in environmental damage and causing harm to any person working or living in the area.

TAX RELATED LEGISLATIONS:

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Central Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Customs Act, 1962

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

EMPLOYMENT AND LABOUR LAWS:

The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

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

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

- **The Minimum Wages Act, 1948**

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

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

Occupational Safety, Health and Working Conditions Code, 2019

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, that concern our business. Details of these existing Acts are as follows –

- **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, twenty or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

- **Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

This law is applicable to all the establishments employing five or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed five or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that if an establishment is prohibited from employing migrant workers from other states if they do not have a

certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

- **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Industrial Relations Code, 2020

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

Code on Social Security, 2020

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume nine separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The relevant laws that the code shall subsume, are currently as follows –

- **Workmen /Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees’ Act, the amount of compensation to be paid depends

on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount

received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

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

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

FOREIGN INVESTMENT LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director

General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the 2 Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbouring any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

ANTI-TRUST LAWS

Competition Act, 2002

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive - general laws like Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, Information Technology Act, 2000, The Recovery Of Debts And Bankruptcy Act, 1993, Securitisation and Reconstruction Of Financial Assets and Enforcement of Security Interest Act, 2002, Arbitration and Conciliation Act, 1996 etc. are also applicable to the Company.



HISTORY AND CORPORATE STRUCTURE

Our Company was originally incorporated as “Indian Phosphate Limited” as a public limited company vide Registration No. 015271 under the Companies Act, 1956 vide certificate of incorporation dated December 14, 1998 issued by the Registrar of Companies, Rajasthan, Jaipur (“ROC”) and was granted a certificate of commencement of business dated December 28, 1998 by Assistant Registrar of Companies, Rajasthan Jaipur. The Corporate Identification Number of our Company is U24142RJ1998PLC015271. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Matters” beginning on page no. 178 of this Draft Red Herring Prospectus.

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of “Single Super Phosphate” (SSP) fertilizer and “Granules Single Super Phosphate” (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

IPL, a company specializing in manufacturing and supplying Single Super Phosphate (SSP) fertilizer, began its journey by trading dolomite and limestone. In 2004, it commissioned a manufacturing facility of SSP with an installed capacity of 200 MT/day. In 2009, it diversified into the chemical business by setting up its first Sulphonation Plant of LABSA 90% with an installed capacity of 150 MT/day. Later on, in 2010, in order to meet increased demand, our company expanded its SSP fertilizer capacity from 200 MT/day to 400 MT/day and also commenced manufacturing of Granules Single Super Phosphate with installed capacity of 200 MT/day. Subsequently, in 2011, our company expanded its Granules Single Super Phosphate fertilizer capacity from 200 MT/day to 400 MT/day. In 2022, it commissioned a second LABSA 90% plant with an installed capacity of 200 MT/day increased its combined capacity for manufacturing LABSA 90% to 350 MT/day. In November 2022, the company also ventured into non-renewable energy sector (for captive consumption) by setting up a 750 KWh solar plant in Bikaner.

Our company furthermore also produces Zincated Single Super Phosphate - "Powder/Granules" and Zincated and boronated Single Super Phosphate - "Granules" by formulating zinc and boron into the granulator and powder hopper along with Single Super Phosphate powder in required proportion. The Department of Fertiliser and the Government of India encouraged the SSP sector to create value-added fortified SSP with zinc and boron content due to the deficiency of these elements in the soil. Since last 5 years our focus is to produce fortified SSP with Zinc and Boron. We have educated farmers over the past five years, encouraging them to use fortified SSP with boron and zinc according to soil deficiencies. As a result, we are currently generating more than 80% of SSP as fortified SSP.

CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at Plot 638, Sector-11, Udaipur City, Udaipur, Girwa, Rajasthan, India- 313001. The details of change of Registered Office of the Company are as follows:

Date of Change of Registered office	Registered Office		Reason
On Incorporation	F-223, Road No. 1-E, M.I.A. Udaipur, Rajasthan- 313003		Not Applicable
	Changed from	Changed to	
September 27, 2023	F-223, Road No. 1-E, M.I.A. Udaipur, Rajasthan- 313003	Plot 638, Sector-11, Udaipur City, Udaipur, Girwa, Rajasthan, India- 313001	Administrative Convenience

MAIN OBJECTS OF OUR COMPANY

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

- 1) To carry on in India or elsewhere the business to manufacture, produce, process, convert, commercialize, control, compound, develop, distribute, derive, discover, grade, handle, release, manipulate, prepare, promote, supply, import, export, buy, sell, turn to account or to act as agent, broker, concessionaires, consultant, collaborator, job worker or otherwise to deal in all descriptions, characteristics and applications of phosphates, insecticides, pesticides, intermediates including seeds and fertilizers and white phosphorous mercuric chloride, mercurous chloride, phosphorous sulfochloride, ethylene diamine, orthophenylene diamine, phosphorous trichloride, trim ethyl phosphate, phosphorous pentasulphide,

monomethylamine, monochloro acetic acid, methyl di-bromide, peranitrometa-cregol, tetra hydro phthalic anhydride, metaphenoxy benzaldehyde, butene diol, methyl chloroformate, cumene, mono-methyl-chloroacetocetamide, chloromethylbutyle ether, di-ethyl chloroacetanilide, dimethylamine, parachlorobenzyl cyanide, dimethyl phosphorochloridothioate and all kinds of other chemical based work and other allied goods, materials and substances.

2) To purchase, hold, acquire, mines, mining lease, mining rights, mining claims and metal-liferous lands and explore, search, work, exercise, develop, treat, find and to turn to account, ores, all sorts of major and minor minerals, working deposits of all kind of minerals and sub-soil minerals and to crush, win set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches. To prepare, process, manufacture assemble, fabricate cast, fit, press, machine, treat, weld, harden, plate, temper, anneal any kind of metals and the consequential products.

3) To plant, grow, cultivate, process, market, trade, import, export, distribute and deal in all kinds of seeds, vegetable, fruits, crops, plants and herbs and to set up processing unit for import, export, distribute, sale, purchase, trade or deal in agriculture produce of all description like fruits, vegetable, seeds, crops, plants, organic products and herbal products and to do trading of the agri-commodities whether perishable or non-perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment.

4) To carry out in India or elsewhere the business of Manufacturing, Trading, Dealing, Marketing, importing, Exporting, Converting, Synthesizing, Refining, Extracting and storage of all kind of Straight Phosphatic Micro-nutrient Fertilizer and its value added derivatives, Fortified Fertilizers,; NPK Complex Fertilizers, Organic Fertilizers, Inorganic chemicals derived from elemental Sulphur e.g. Sulphuric Acid & various Sulphate derived from Sulphuric Acid e.g. Magnesium Sulphate, Sodium Sulphate, Ammonium Sulphate, Aluminium Sulphate, Manganese Sulphate etc; Organ-sulphur compounds like Alkyl Benzene Sulphonic Acid e.g. Linear Alkyl Benzene Sulphonic Acid & its salt, p-Toluene Sulphonic Acid & its salts; Organic Anionic Surfactants e.g. Sodium Lauryl Sulphate(SLS), Sodium Lauryl Ether Sulphate (SLES), Ammonium Lauryl Sulphate (ALS), Alpha Olefin Sulphonate (AOS) and other similar alkyl anionic surfactants; and also from the residue of substances obtained in the process of manufacture of above list of chemicals and preparations aforesaid and deal in such by products.

Development of marketing channels to establish mini-buffers throughout the country, establish small cooperative societies for marginal farmers, establish soil testing labs to evaluate nutrients deficiency in the soil and recommendation for an application of desired quantum of fertilizers to make up the deficiency.

KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Details of key awards, certifications, accreditations and recognition please refer to Chapter titled “Business Overview” beginning from page no. 142 of the Red Herring Prospectus.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION SINCE INCORPORATION

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

Authorized Share Capital

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	500000	50.00	N.A.	N.A.
2.	Increase in authorized equity share capital from ₹ 50.00 Lakhs to ₹ 150.00 Lakhs	1500000	150.00	August 23, 2004	EGM*
3.	Increase in authorized equity capital from ₹ 150.00 Lakhs to ₹ 300.00 Lakhs	3000000	300.00	Not Identified*	EGM
4.	Increase in authorized equity capital from ₹ 300.00 Lakhs to ₹ 2500.00 Lakhs	25000000	2500.00	September 30, 2023	AGM

Name Clause

No changes have been made in Name Clause of our company since its inception.

Object Clause

The following changes have been made in Object Clause of our company since its inception:

Date of Shareholder's Approval	Particulars
On Incorporation	<p>The Main Object to be pursued by the Company on its Incorporation:</p> <p>1) To carry on in India or elsewhere the business to manufacture, produce, process, convert, commercialize, control, compound, develop, distribute, derive, discover, grade, handle, release, manipulate, prepare, promote, supply, import, export, buy, sell, turn to account or to act as agent, broker, concessionaires, consultant, collaborator, job worker or otherwise to deal in all descriptions, characteristics and applications of phosphates, insecticides, pesticides, intermediates including seeds and fertilizers and white phosphorous mercuric chloride, mercurous chloride, phosphorous sulfochloride, ethylene diamine, ortho phenylene diamine, phosphorous trichloride, trim ethyl phosphate, phosphorous pentasulphide, monomethylamine, monochloro acetic acid, methyl di-bromide, peranitrometa-cregol, tetra hydro phthalic anhydride, metaphenoxy benzaldehyde, butene diol, methyl chloroformate, cumene, mono-methyl-chloroacetocetamide, chloromethyl butyle ether, di-ethyl chloroacetanilide, dimethylamine, parachlorobenzyl cyanide, dimethyl phosphorochloridothioate and all kinds of other chemical based work and other allied goods, materials and substances.</p> <p>2) To purchase, hold, acquire, mines, mining lease, mining rights, mining claims and metalliferous lands and explore, search, work, exercise, develop, treat, find and to turn to account, ores, all sorts of major and minor minerals, working deposits of all kind of minerals and sub-soil minerals and to crush, win set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches. To prepare, process, manufacture assemble, fabricate cast, fit, press, machine, treat, weld, harden, plate, temper, anneal any kind of metals and the consequential products.</p>
December 29, 2022	<p>Clause III(A) of the MoA of our Company was amended to insert sub-clause 3 in the main object as:</p> <p><i>To plant, grow, cultivate, process, market, trade, import, export, distribute and deal in all kinds of seeds, vegetable, fruits, crops, plants and herbs and to set up processing unit for import, export, distribute, sale, purchase, trade or deal in agriculture produce of all description like fruits, vegetable, seeds, crops, plants, organic products and herbal products and to do trading of the agri-commodities whether perishable or non-perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment.</i></p>
December 29, 2022	<p>Adoption of new set of Memorandum of Association and Article of Association as per the provisions of the companies act, 2013.</p>
September 30, 2023	<p>Clause III(A) of the MoA of our Company was amended to insert sub-clause 4 in the main object as:</p> <p><i>To carry out in India or elsewhere the business of Manufacturing, Trading, Dealing, Marketing, importing, Exporting, Converting, Synthesizing, Refining, Extracting and storage of all kind of Straight Phosphatic Micro-nutrient Fertilizer and its value added derivatives, Fortified Fertilizers,; NPK Complex Fertilizers, Organic Fertilizers, Inorganic chemicals derived from elemental Sulphur e.g. Sulphuric Acid & various Sulphate derived from Sulphuric Acid e.g. Magnesium Sulphate, Sodium Sulphate, Ammonium Sulphate, Aluminium Sulphate, Manganese Sulphate etc; Organ-sulphur compounds like Alkyl Benzene Sulphonic Acid e.g. Linear Alkyl Benzene Sulphonic Acid & its salt, p-Toluene Sulphonic Acid & its salts; Organic Anionic Surfactants e.g. Sodium Lauryl Sulphate (SLS), Sodium Lauryl Ether Sulphate (SLES), Ammonium</i></p>

	<p><i>Lauryl Sulphate (ALS), Alpha Olefin Sulphonate (AOS) and other similar alkyl anionic surfactants; and also from the residue of substances obtained in the process of manufacture of above list of chemicals and preparations aforesaid and deal in such bye products.</i></p> <p><i>Development of marketing channels to establish mini-buffers throughout the country, establish small cooperative societies for marginal farmers, establish soil testing labs to evaluate nutrients deficiency in the soil and recommendation for an application of desired quantum of fertilizers to make up the deficiency,</i></p>
February 8, 2024	<p>Clause III(B) of the MoA of our Company was amended to insert sub-clause 35 and 36 in the Matters which are necessary for furtherance of the objects specified in clause III as:</p> <p><i>35. To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company and to underwrite solely or jointly with another or others, shares in any such Company;</i></p> <p><i>36. Subject to any law for the time being in force, to acquire or to undertake sole discretion power and authority or take part in the formation of any subsidiary(ies), management supervision and/or hold control of the business and/or Subject to section 2(87)(i) and (ii) of the Companies Act 2013 Control on composition of Bord of Directors by virtue of execute any agreement and/or to exercise or controls more than one half of total Voting Rights, operations of any person, firm, body corporate, any associated Company, association undertaking carrying, on any business which this Company is authorized to carry on.</i></p>

**Note: We are unable to trace complete documents of the resolution passed by the Shareholders of our Company and relevant form filings with ROC for changes in MOA since from the period starting from 2004 to 2005 and therefore details mentioned above are extracted from available Forms & registers in the records of the Company. We have relied on the search report dated March 27, 2024 by Mr. Mohit Vanawat (COP No. 16528) Practising Company Secretary for tracing changes in MOA of the company. For further information, please refer to the Chapter titled “Risk Factors” and Risk No. 32 on the Page No. 30 of this Red Herring Prospectus.*

KEY EVENTS AND MILESTONES

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

YEAR	Particulars
1998	Incorporation of our Company as a public limited company
2001-02	Started trading in Dolomite and Lime Stone
2004	First SSP powder plant became operational
2009	Set up LABSA -90% plant
2010	Expanded SSP powder installed capacity from 200 MT to 400 MT / day and also set up 200 MT/day SSP Granulation Plant
2011	Expanded SSP Granulation Plant installed capacity from 200 MT to 400 MT / day
2022	Expanded capacity of the Sulphonation plant from 150 MT/day to 350 MT/day
2022	Solar Plant commissioned at Bikaner
2022	Allocation of a Rock Phosphate Mine in Madhya Pradesh (MP)
2022	Allotment of Stone Mines in Jodhpur
2023	Construction of Fertilizer Plant project started in Dhule, Maharashtra

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “Business Overview”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page no. 142, 121 and 213 respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “Our Management” and “Capital Structure” beginning on page nos. 186 and 74 respectively of this Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT



For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page nos. 74 and 211 respectively of this Red Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

HOLDINGS AND JOINT VENTURES OF THE COMPANY

Our Company does not have any Holdings and Joint Ventures as on date of filing Red Herring Prospectus.

SUBSIDIARIES OF THE COMPANY

Except as mentioned below, our company does not have any subsidiaries as of the date of this Red Herring Prospectus.

Name of Subsidiary Company	Udaipur Poly Sacks Limited (UPSL)			
Date of Incorporation	March 21, 1995			
CIN Number	U74950RJ1995PLC009713			
Nature of Business	Engaged into the business of manufacturing of “Single Super Phosphate” fertiliser.			
Capital Structure as on date of this Draft Red Herring Prospectus	Sr. No.	Name of Shareholders	Number of Shares	% of Holding
	1	N S Mehta	10	0.00
	2	Vinod Kumar Gadia	10	0.00
	3	Subhash Chand Gupta	10	0.00
	4	Ajay Jain	1650	0.02
	5	Mahammad Ayub Chipa	1900	0.03
	6	B L Vaid	1900	0.03
	7	Gagan Deep Chadha	3700	0.05
	8	Karan Singh	1900	0.03
	9	Mala Sandhu	1800	0.03
	10	Meera Ratandeep Chadha	1900	0.03
	11	Babita Arora Sahar	1900	0.03
	12	Rani Arora	1800	0.03
	13	Priyanka Chadha	5650	0.08
	14	Ratandeep I Chadha	1950	0.03
	15	Charanjit Singh Arora	1700	0.02
	16	Inder Singh	1700	0.02
	17	Ramila Purohit	1650	0.02
	18	Anil Kumar Sethia	1900	0.03
	19	Pritam Singh	70950	1.01
	20	Mamta Arora	119000	1.70
	21	Devendra Singh	10	0.00
	22	Ravindra Singh	4957010	70.81
	23	Indian Phosphate Limited	1820000	26.00
	TOTAL	7000000	100.00	
Share Holding of our company in Subsidiary Company	As on date of this Red Herring Prospectus Our company holds 26% shareholding of Udaipur Poly Sacks Limited.			
Amount of Accumulated profit or losses of the Subsidiary (ies) not	There are no accumulated profits or losses of our Subsidiary that are not accounted for by our company.			



accounted for by our company.		
Financial Performance of our Subsidiary	Particulars	For the period ended March 31, 2024 (Rs. In Lakhs)
	Revenue from Operations	7,418.11
	Profit/ Loss After Tax	(1,144.59)
	Earning/ Loss per Share	(16.35)
	Net Worth	2,465.51
	Total Assets	10,402.20
	Total Liabilities	7,936.69

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as stated in this Red Herring Prospectus, there has been no change in the activities being carried out by our Company since incorporation till the date of this Red Herring Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Red Herring Prospectus.

OTHER DECLARATIONS AND DISCLOSURES

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

STRIKES AND LOCK-OUTS

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

REVALUATION OF ASSETS

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

MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “*Our management*” on Page no. 186 of this Red Herring Prospectus.

MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years except as mentioned below:

Acquisition

Pursuant to a delivery instruction slip dated February 12, 2024, our Company acquired 1820000 fully paid-up equity shares of UPSL from Mr. Ravindra Singh promoter of our Company for a consideration of ₹ 81900000. The value of the equity shares of UPSL was considered ₹ 45 per equity share.

Our Company executed shareholders agreement dated February 13, 2024 among Mr. Ravindra Singh, our Company and Mrs. Mamta Arora for acquisition of 26% shareholding and to undertake control of the composition of the Board of Director of Udaipur Poly Sacks Limited in pursuant to provision of 2(87)(i) of Companies Act, 2013 by which Udaipur Poly Sacks Limited became subsidiary company.

Details of acquisition of equity shares in UPSL are as disclosed below:

Name of the acquirer	Our Company
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Name of the acquiree	Mr. Ravindra Singh, promoter of our Company
Relationship of the promoter or directors of the issuer company with the entities/person from whom the issuer has acquired or proposes to acquire any business/material assets	Mr. Ravindra Singh is one of the promoter of our Company.
Summarised information about valuation	The value of the equity shares of RPPL was considered ₹ 45 per equity share, determined on the basis of valuation reports.
Effective Date of Transaction	February 12, 2024

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Red Herring Prospectus, the total numbers of equity shareholders are 10 (Ten). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 74 of this Red Herring Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Red Herring Prospectus except as below:

Our Company executed shareholders agreement dated February 13, 2024 among Mr. Ravindra Singh, our Company and Mrs. Mamta Arora for acquisition of 26% shareholding and to undertake control of the composition of the Board of Director of Udaipur Poly Sacks Limited in pursuant to provision of 2(87)(i) of Companies Act, 2013 by which Udaipur Poly Sacks Limited became subsidiary company.

OTHER AGREEMENTS

As on the date of this Red Herring Prospectus, our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Red Herring Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any joint venture agreement as on the date of this Red Herring Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Red Herring Prospectus.

DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS

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

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Red Herring Prospectus.

FINANCIAL PARTNERS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Red Herring Prospectus.

CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS, LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products or services launched by our Company, capacity/ facility creation, location of our Manufacturing Facilities, entry into new geographies or exit from existing markets to the extent applicable, see the section titled “*Business Overview*” on page 142.



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OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of Companies Act, 2013. Currently, our Company has 7 (Seven) directors on our Board, of which 03 (Three) Directors are Executive directors and rest of the 4 (Four) Directors are Independent Director.

Mr. Ravindra Singh	-	Chairman cum Managing Director
Mr. Rushil Arora	-	Executive Director
Mr. Rohit Paragbhai Parmar	-	Executive Director
Mr. Purushotam Dass Siwal	-	Independent Director
Ms. Rohini Avchar	-	Independent Director
Mr. Sailesh Kumar Jain	-	Independent Director
Mr. Hatim Hussain Kankroli Wala	-	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Red Herring Prospectus.

Mr. Ravindra Singh	
Father's Name	Mr. Pritam Singh
DIN	01373396
Date of Birth	October 18, 1968
Age	55 Years
Designation	Chairman cum Managing Director
Status	Executive
Qualification	He has completed his Graduation in Commerce in 1988 from Kota Open University.
No. of Years of Experience	He is having more than 28 years of experience in manufacturing of Phosphatic Fertilizer, Surfactants, HDPE (High Density Polyethylene) Woven bags and Logistics of bulk liquid cargo.
Address	3, Ambavgrah, Surya Kiran Apartment, Girwa, Shastri Circle, Udaipur, Rajasthan-313001 (India).
Occupation	Businessman
Nationality	Indian
Current terms	Appointed as Chairman cum Managing Director w.e.f. August 08, 2023 for a period of 3 years, liable to retire by rotation.
Period of directorship	Director since November 01, 2001*
Other Directorships	Indian Surfactants Limited Avantika Phosphates Limited Irenic Hotels Private Limited Elysian Hotels Private Limited Udaipur Poly Sacks Ltd Consolidated Mines Private Limited Consolidated Earth Movers Private Limited 3S Minerals Processors Private Limited 3S Minerals Processors 1 Private Limited
Other Ventures	Adheeshaa Carriers (Partnership Firm) Earth Movers (Partnership Firm) Step by Step Sansthan (Trust)

**Mr. Ravindra Singh was originally appointed as an Additional Director on December 11, 2000, and his tenure was up to the ensuing AGM of the Company i.e. September 28, 2001. Further, he was appointed as an additional director November 01, 2001 and regularised as director in the ensuing AGM of the Company i.e. November 15, 2002, After that his designation was changed to Whole time director for a period of 3 years with effect from October 01, 2011, again he was reappointed as a whole time director for the period of 3 years with effect from October 01, 2014, October 01, 2017 and for a period of 5 years with effect from October 01, 2020 and thereafter Mr. Ravindra Singh appointed as Chairman*



cum Managing Director for the period of a 3 years with effect from August 8, 2023 vide resolution passed under Extra Ordinary General Meeting of the company held on December 11, 2023.

Mr. Rushil Arora	
Father's Name	Mr. Ravindra Singh
DIN	09440272
Date of Birth	June 02, 1997
Age	27 Years
Designation	Director
Status	Executive
Qualification	He has completed his Bachelor of Arts- Major in Theatre from The University of British Columbia, Canada in the year 2020.
No. of Years of Experience	He is having more than 02 years of experience in manufacturing operations, marketing management and administration, he brings valuable expertise to the table.
Address	3, Surya Kiran Apartment, Ambavgarh, Girwa, Udaipur, Rajasthan- 313001 (India)
Occupation	Businessman
Nationality	Indian
Current terms	Appointed w.e.f. December 11, 2023 for a period of 3 years, liable to retire by rotation.
Period of directorship	Director since December 22, 2021*
Other Directorships	Avantika Phosphates Limited Udaipur Poly Sacks Ltd Elysian Hotels Private Limited Alaia Hotels Private Limited

** He was appointed as Additional Non-Executive Director under the Promoter Category of the company with effect from December 22, 2021. Thereafter, he was regularised as Executive Director with effect from September 30, 2022 vide resolution passed in the Annual General Meeting held on September 30, 2022. Subsequently, he was re-appointed as Executive Director of the Company for a period of 3 years w.e.f. December 11, 2023 vide special resolution passed by shareholders in Extra-ordinary General Meeting held on December 11, 2023.*

Mr. Rohit Paragbhai Parmar	
Father's Name	Mr. Paragbhai Parmar
DIN	07492000
Date of Birth	December 12, 1968
Age	55 Years
Designation ³	Director
Status	Executive Director
Qualification	He holds the Bachelor of Engineering- Chemical from Maharaja Sayajirao University of Baroda in year 1992, Master of Business Administration (MBA) from Maharaja Sayajirao University of Baroda in the year 1995, Associate Member of The Institution of Engineers (India) in the year 1999.
Other Qualification	He holds the Diploma in Russian Language from Maharaja Sayaji Rao University of Baroda in the year 1999, Certificate Course in French Language in the year 2002. Certificate from Army Infantry, Unit -3 Gujarat Battalion, Ministry of Defence in the year 1982.
No. of Years of Experience	He is having more than 28 years of experience in the manufacturing sector in Organic Chemicals, Inorganic Chemicals, Pharma intermediates, Non-Ferrous Metal & Minerals, Fertilizers & Detergents, and Fiber Reinforced Engineering Plastic and in service sector for shipping, logistic, import & exports, green-field project concept to commissioning.
Address	3/15, Ghanshyam Park, B/H Sahyog Society, Refinery Road, gorwa, industrial Estate Vadodara, Gujarat- 390016 (India)
Occupation	Employment



Mr. Rohit Paragbhai Parmar	
Nationality	Indian
Current terms	Appointed w.e.f. December 11, 2023 for a period of 3 years, liable to retire by rotation.
Period of directorship	Director since December 05, 2017*
Other Directorships	GTC Zenshin Alloys Private Limited Udaipur Chemicals and Surfactants Private Limited Conic Metal and Mining Private Limited Graphene Composites LLP

**He was appointed as Additional Non Executive Independent Director of the company with effect from December 05, 2017 and his tenure was up to the ensuing AGM of the Company. Thereafter he was relieved from the post of Additional Non Executive Independent Director and reappointed as a Non-Executive Independent Director of the company with effect from August 29, 2018. Thereafter he was resigned from the post of Independent Director of the company with effect from August 08, 2023. Subsequently he was appointed as Additional Executive Director of the company with effect from August 08, 2023. Thereafter, he was regularised as Executive Director of the Company w.e.f. September 30, 2023 vide shareholders' resolution passed in Annual general meeting held on September 30, 2023. Then he was re-appointed as Executive Director of the company for the period of 3 years with effect from December 11, 2023 vide special resolution passed in the Extra Ordinary General Meeting held on December 11, 2023.*

Mr. Purushotam Dass Siwal	
Father's Name	Mr. Puraan Chand Siwal
DIN	06888573
Date of Birth	February 15, 1960
Age	64 Years
Designation	Independent Director
Status	Non-Executive
Qualification	He has completed his Bachelor of Engineering (Mechanical) from Delhi University in the year 1983 and Bachelor of Law from Delhi University in the year 1994
No. of Years of Experience	He is having more than 34 years of experience in in different facets of the Power Sector through various assignments in the Ministry of Power, the Central Electricity Authority. North eastern Regional Power Committee and the Department of Atomic Energy.
Address	House no. 101 Second floor, Block – C, Near Gurudwara, Naraina Vihar, South West Delhi-110028
Occupation	Professional
Nationality	Indian
Current terms	Five (5) years with effect from 8th February, 2024.
Period of directorship	Director since 8th February, 2024.*
Other Directorships	Aadyant Social Foundation

**Mr. Purushotam Dass Siwal was appointed as an Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.*

Ms. Rohini Avchar	
Father's Name	Mr. Jitendra Avchar
DIN	10044420
Date of Birth	October 23, 1994
Age	29 Years
Designation	Independent Director
Status	Non-Executive
Qualification	She has completed her Chartered Accountant from Institute of Chartered Accountant of India and Company Secretary from Institute of Company Secretaries of India



Ms. Rohini Avchar	
No. of Years of Experience	She is having more than 3 years of experience in the field of Finance, corporate compliances.
Address	Near BSNL Tower, Char Thamba Partapur, Banswara, Rajasthan - 327024
Occupation	Professional
Nationality	Indian
Current terms	Five (5) years with effect from 8th February, 2024.
Period of directorship	Director since 8th February, 2024.*
Other Directorships	GR Phagwara Expressway Limited

**Ms. Rohini Avchar was appointed as an Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.*

Mr. Shailesh Kumar Jain	
Father's Name	Mr. Ashok Kumar Jain
DIN	08531336
Date of Birth	July 10, 1988
Age	36 Years
Designation	Independent Director
Status	Non-Executive
Qualification	He has completed his Company Secretary from Institute of Company Secretaries of India.
No. of Years of Experience	He is having more than 5 years of experience in the field of corporate Governance and compliances.
Address	248, Vivek Nagar, Hiran magri sector 3, Girwa, Udaipur, Rajasthan-313001
Occupation	Professional
Nationality	Indian
Current terms	Five (5) years with effect from 8th February, 2024.
Period of directorship	Director since 8th February, 2024.*
Other Directorships	Krishival Foods Limited

** Mr. Shailesh Kumar Jain was appointed as an Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.*

Mr. Hatim Hussain Kankroli Wala	
Father's Name	Mr. Munavver Hussain Kankroli Wala
DIN	10469364
Date of Birth	March 12, 1990
Age	33 Years
Designation	Independent Director
Status	Non-Executive
Qualification	He has completed his Bachelor of Commerce from Mohanlal Sukhadia University, Udaipur in the year 2011 and Master of Commerce in Accountancy and Statistics from Mohanlal Sukhadia University, Udaipur in the year 2013 and Chartered Accountant from Institute of Chartered Accountant of India.
No. of Years of Experience	He is having more than 11 years of experience in managing the overall accounting, auditing & Financial needs of corporate & non Corporate entities with proven success in ensuring optimum results.
Address	Park 18/2 Basti Ram Ji Ki Badi, , Udaipur-313001, Rajasthan.
Occupation	Professional



Mr. Hatim Hussain Kankroli Wala	
Nationality	Indian
Current terms	Five (5) years with effect from 8th February, 2024.
Period of directorship	Director since 8th February, 2024.*
Other Directorships	Nil

* Mr. Hatim Hussain Kankroli Wala was appointed as an Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.

As on the date of the Red Herring Prospectus

- None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers
- None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Red Herring Prospectus.
- None of Promoters or Directors of our Company are a fugitive economic offender.
- None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN THE DIRECTORS

Except as disclosed below, there is no relationship between any of the Directors of our Company as on date of filling of Red Herring Prospectus:

Name of Director	Designation	Relation
Mr. Ravindra Singh	Chairman cum Managing Director	He is father of Mr. Rushil Arora who is Executive Director in the company.
Mr. Rushil Arora	Executive Director	He is son of Mr. Ravindra Singh who is Chairman cum Managing Director of the company.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

SERVICE CONTRACTS

Except as discussed below, none of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

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

BORROWING POWERS OF THE BOARD OF DIRECTORS



Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on December 29, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹300 Crores (Rupees Three Hundred Crores only).

BRIEF PROFILE OF OUR DIRECTORS

Mr. Ravindra Singh

Mr. Ravindra Singh aged 55 years is Promoter of the company as well as Chairman cum Managing Director of the Company. He has completed his Graduation in 1988 from Kota Open University. He is having more than 28 years of experience manufacturing of Phosphatic Fertilizer, Surfactants, HDPE (High Density Polyethylene) Woven bags and Logistics of bulk liquid cargo. He was originally appointed as an Additional Director on December 11, 2000, and his tenure was up to the ensuing AGM of the Company i.e. September 28, 2001. Further, he was appointed as an additional director November 01, 2001 and regularised as director in the ensuing AGM of the Company i.e. November 15, 2002, After that his designation was changed to Whole time director for a period of 3 years with effect from October 01, 2011, again he was reappointed as a whole time director for the period of 3 years with effect from October 01, 2014, October 01, 2017 and for a period of 5 years with effect from October 01, 2020 and thereafter Mr. Ravindra Singh appointed as Chairman cum Managing Director for the period of a 3 years with effect from August 8, 2023 vide resolution passed under Extra Ordinary General Meeting of the company held on December 11, 2023.

Mr. Rushil Arora

Mr. Rushil Arora aged 27 years is Executive Director of the company. He has completed his Bachelor of Arts- Major in Theatre from The University of British Columbia, Canada in the year 2020. He is having more than 02 years of experience in manufacturing operations, marketing management and administration, he brings valuable expertise to the table. He was appointed as Additional Non-Executive Director under the Promoter Category of the company with effect from December 22, 2021. Thereafter, he was regularised as Executive Director with effect from September 30, 2022 vide resolution passed in the Annual General Meeting held on September 30, 2022. Subsequently, he was re-appointed as Executive Director of the Company for a period of 3 years w.e.f. December 11, 2023 vide special resolution passed by shareholders in Extra-ordinary General Meeting held on December 11, 2023.

Mr. Rohit Paragbhai Parmar

Mr. Rohit Paragbhai Parmar aged 55 years is an Executive Director of the company. He holds the Bachelor of Engineering- Chemical from Mahraja Sayajirao University of Baroda in year 1992, Master of Business Administration (MBA) from Mahraja Sayajirao University of Baroda in the year 1995, Associate Member of The Institution of Engineers (India) in the year 1999. He is having more than 28 years of experience in the manufacturing sector in Organic Chemicals, Inorganic Chemicals, Pharma intermediates, Non-Ferrous Metal & Minerals, Fertilizers & Detergents, and Fiber Reinforced Engineering Plastic and in service sector for shipping, logistic, import & exports, green-field project concept to commissioning. He was appointed as Additional Non Executive Independent Director of the company with effect from December 05, 2017 and his tenure was up to the ensuing AGM of the Company. Thereafter he was relieved from the post of Additional Non Executive Independent Director and reappointed as a Non-Executive Independent Director of the company with effect from August 29, 2018. Thereafter he was resigned from the post of Independent Director of the company with effect from August 08, 2023. Subsequently he was appointed as Additional Executive Director under promoter category of the company with effect from August 08, 2023. Then his designation was changed to Executive Director for the period of 3 years with effect from December 11, 2023 under promoter category of the company vide resolution passed in the Extra Ordinary General Meeting held on December 11, 2023.

Mr. Purushotam Dass Siwal

Mr. Purushotam Dass Siwal aged 64 years is an Independent Director of the company. He has completed his Bachelor of Engineering (Mechanical) from Delhi University, year 1983 and Bachelor of Law from Delhi University, year 1994. He is having more than 34 years of experience in in different facets of the Power Sector through various assignments in the Ministry of Power, the Central Electricity Authority, North Eastern Regional Power Committee and the Department of Atomic Energy. He was appointed as Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.

Ms. Rohini Avchar

Ms. Rohini Avchar aged 29 years is an Independent Director of the company. She has completed her Chartered Accountant from Institute of Chartered Accountant of India and Company Secretary from Institute of Company Secretaries of India. She is having more than 3 years of experience in the field of Finance, corporate compliances. She was appointed as Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.

Mr. Sailesh Kumar Jain

Mr. Sailesh Kumar Jain aged 36 years is an Independent Director of the company. He has completed his Company Secretary from Institute of Company Secretaries of India. He is having more than 5 years of experience in the field of corporate Governance and compliances. He was appointed as Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.

Mr. Hatim Hussain Kankroli Wala

Mr. Hatim Hussain Kankroli Wala aged 33 years is an Independent Director of the company. He has completed his Bachelor of Commerce from Mohanlal Sukhadia University, Udaipur in the year 2011 and Master of Commerce in Accountancy and Statistics from Mohanlal Sukhadia University, Udaipur in the year 2013 and Chartered Accountant from Institute of Chartered Accountant of India. He is having more than 11 years of experience in managing the overall accounting, auditing & Financial needs of corporate & non Corporate entities with proven success in ensuring optimum results. He was appointed as Independent Director vide a resolution passed in Extra-Ordinary General Meeting held on February 08, 2024 of the Company for a period of 5 years i.e. upto February 07, 2029 and shall not be liable to retire by rotation.

COMPENSATION AND BENEFITS TO THE CHAIRMAN AND MANAGING DIRECTORS AND EXECUTIVE DIRECTOR ARE AS FOLLOWS: -

Name	Mr. Ravindra Singh	Mr. Rushil Arora	Mr. Rohit Parmar
Designation	Chairman cum Managing Director	Executive Director	Executive Director and Chief Financial Officer
Date of Appointment/Change in Designation	He was originally appointed as an Additional Director on December 11, 2000, and his tenure was up to the ensuing AGM of the Company i.e. September 28, 2001. Further, he was appointed as an additional director November 01, 2001 and regularised as director in the ensuing AGM of the Company i.e. November 15, 2002, After that his designation was changed to Whole time director for a period of 3 years with effect from October 01, 2011, again he was reappointed as a whole time director for the period of 3 years with effect from October 01, 2014, October 01, 2017 and for a period of 5 years with effect from October 01, 2020 and thereafter Mr. Ravindra Singh appointed as Chairman cum Managing Director for the period of a 3 years with effect from August	He was appointed as Additional Non-Executive Director under the Promoter Category of the company with effect from December 22, 2021. Thereafter, he was regularised as Executive Director with effect from September 30, 2022 vide resolution passed in the Annual General Meeting held on September 30, 2022. Subsequently, he was re-appointed as Executive Director of the Company for a period of 3 years w.e.f. December 11, 2023 vide special resolution passed by shareholders in Extra-ordinary General Meeting held on December 11, 2023.	He was appointed as Additional Non Executive Independent Director of the company with effect from December 05, 2017 and his tenure was up to the ensuing AGM of the Company. Thereafter he was relieved from the post of Additional Non Executive Independent Director and reappointed as a Non-Executive Independent Director of the company with effect from August 29, 2018. Thereafter he was resigned from the post of Independent Director of the company with effect from August 08, 2023. Subsequently he was appointed as Additional Executive Director of the company with effect from August 08, 2023. Thereafter, he was regularised as Executive Director of the Company w.e.f. September 30, 2023 vide shareholders'

Name	Mr. Ravindra Singh	Mr. Rushil Arora	Mr. Rohit Paragbhai Parmar
	8, 2023 vide resolution passed under Extra Ordinary General Meeting of the company held on December 11, 2023.		resolution passed in Annual general meeting held on September 30, 2023. Then he was re-appointed as Executive Director of the company for the period of 3 years with effect from December 11, 2023 vide special resolution passed in the Extra Ordinary General Meeting held on December 11, 2023.
Period	Three (3) years with effect from August 08, 2023	Three (3) years with effect from December 11, 2023, liable to retire by rotation.	Three (3) years with effect from December 11, 2023 liable to retire by rotation.
Salary	Rs. 3.50 Lakhs per month excluding perquisite.	Rs. 2.60 Lakhs per month excluding perquisite.	He is getting Salary in the capacity of CFO, hence Salary in the capacity of Executive Director is Nil.
Bonus	-	-	-
Perquisite/Benefits	<p>Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.</p> <p>Leave & Leave travel Concession: Leave' Travel Concession lor self and family. subject to the ceiling of one month's salary. Earned privilege leaves on lull pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall be allowed to be encashed.</p> <p>Personal Accident Insurance: The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Mr. Ravindra Singh.</p>	-	-
Commission:	-	-	-
Compensation/ remuneration paid during the F.Y. 2023-24	₹ 42.00 Lakhs	₹ 31.20 Lakhs	₹ 19.44 Lakhs

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS



Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors or independent for attending any of the Board or Committee Meetings. Further, The Board of Directors has decided to pay sitting fees to non-executive director of the company of Rs. 4000 for every Board meeting and Rs. 2000 for every committee Meeting vide board resolution dated February 13, 2024

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Ravindra Singh	1,43,44,700	Executive Director
2.	Mr. Rushil Arora	10,05,737	Executive Director
3.	Mr. Rohit Paragbhai Parmar	NIL	Executive Director & Chief Financial Officer
4.	Mr. Purushotam Dass Siwal	NIL	Independent Director
5.	Ms. Rohini Avchar	NIL	Independent Director
6.	Mr. Sailesh Kumar Jain	NIL	Independent Director
7.	Mr. Hatim Hussain Kankroli Wala	NIL	Independent Director

INTEREST OF DIRECTORS

All the Executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan and lease rent.

Except as stated under “Annexure –IX-Restated Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 211 of the Red Herring Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Red Herring Prospectus in which our directors are interested directly or indirectly.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Directors	Date of Event	Nature of Event	Reason for the changes
Mr. Rushil Arora	December 22, 2021	Appointment	He was appointed as Executive Director of the company.
Mr. Rushil Arora	September 30, 2022	Change in Designation	His designation was changed to Executive Director from Additional Director.
Mr. Rohit Paragbhai Parmar	August 08, 2023	Cessation	He had resigned from the post of Independent Director
Mr. Rohit Paragbhai Parmar	August 08, 2023	Appointment	He has been appointed as Additional Director of the Company
Mr. Ravindra Singh	August 08, 2023	Change in Designation	His designation was changed to Managing Director from Whole time Director
Mr. Rohit Paragbhai Parmar	September 30, 2023	Change in Designation	His designation was changed to Executive Director from Additional Director
Mr. Manish Murdia	January 23, 2024	Cessation	He had resigned from the post of Independent Director
Ms. Neetu Sagar	January 23,	Cessation	She had resigned from the post of



Name of Directors	Date of Event	Nature of Event	Reason for the changes
	2024		Independent Director
Mr. Purushotam Dass Siwal	February 08, 2024	Appointment	He has been appointed as Independent Director of the Company
Ms. Rohini Avchar	February 08, 2024	Appointment	She has been appointed as Independent Director of the Company
Mr. Sailesh Kumar Jain	February 08, 2024	Appointment	He has been appointed as Independent Director of the Company
Mr. Hatim Hussain Kankroli Wala	February 08, 2024	Appointment	He has been appointed as Independent Director of the Company
Mr. Devendra Singh	February 13, 2024	Cessation	He had resigned from the post of Non-Executive Director due to personal reason

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A 18, 19, 20, 21, 22, 23, 24, 24A 25, 26,27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we are required to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Composition of Board of Directors

Currently our Board is consisting of 7 (Seven) directors out of which 3 (three) Executive Directors and 4 (four) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr.No.	Name of Directors	Designation	Status	DIN
1.	Mr. Ravindra Singh	Chairman cum Managing Director	Executive	01373396
2.	Mr. Rushil Arora	Executive Director	Executive	09440272
3.	Mr. Rohit Paragbhai Parmar	Executive Director & Chief Financial Officer	Executive	07492000
4.	Mr. Purushotam Dass Siwal	Independent Director	Non-Executive	06888573
5.	Ms. Rohini Avchar	Independent Director	Non-Executive	10044420
6.	Mr. Sailesh Kumar Jain	Independent Director	Non-Executive	08531336
7.	Mr. Hatim Hussain Kankroli Wala	Independent Director	Non-Executive	10469364

Constitution of Committees

Our company has constituted the following Committees of the Board:

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

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 13, 2024 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Hatim Hussain Kankroli Wala	Chairman	Independent Director
Ms. Rohini Avchar	Member	Independent Director
Mr. Shailesh Jain	Member	Independent Director
Mr. Ravindra Singh	Member	Chairman cum Managing Director
Mr. Rohit Paragbhai Parmar	Member	Executive Director and Chief Financial Officer

Further, our Company Secretary and Compliance Officer of our Company shall act as a secretary to the Audit Committee.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the Statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial results before submission to the Board of Directors for approval particularly with respect to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
- iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;

- vii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- viii. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ix. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- x. Valuation of undertakings or assets of the company, where ever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and discussion with internal auditors of any significant findings and follow up there on;
- xiii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xiv. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xv. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvi. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xvii. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Review of Information

- i. Management discussion and analysis of financial condition and results of operations.
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet as often as necessary subject to minimum 4 times in financial years. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 13, 2024, constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Rohini Avchar	Chairperson	Independent Director
Mr. Purushotam Dass Siwal	Member	Independent Director



Mr. Rohit Paragbhai Parmar	Member	Executive Director and Chief Financial Officer
Mr. Shailesh Jain	Member	Independent Director

Further, our Company Secretary and Compliance Officer of our Company shall act as a secretary to the Stakeholders Relationship Committee.

Terms of Reference

To supervise and ensure;

- i. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once in financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 13, 2024 constituted Nomination

and Remuneration Committee.,

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Shailesh Jain	Chairman	Independent Director
Mr. Hatim Hussain Kankroli Wala	Member	Independent Director
Mr. Ravindra Singh	Member	Chairman cum Managing Director
Ms. Rohini Avchar	Member	Independent Director

Further, our Company Secretary and Compliance Officer of our Company shall act as a secretary to the Nomination and Remuneration Committee.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

Terms of reference

Role of Nomination and Remuneration Committee not limited to but includes: -

- I. 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;
- II. 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:

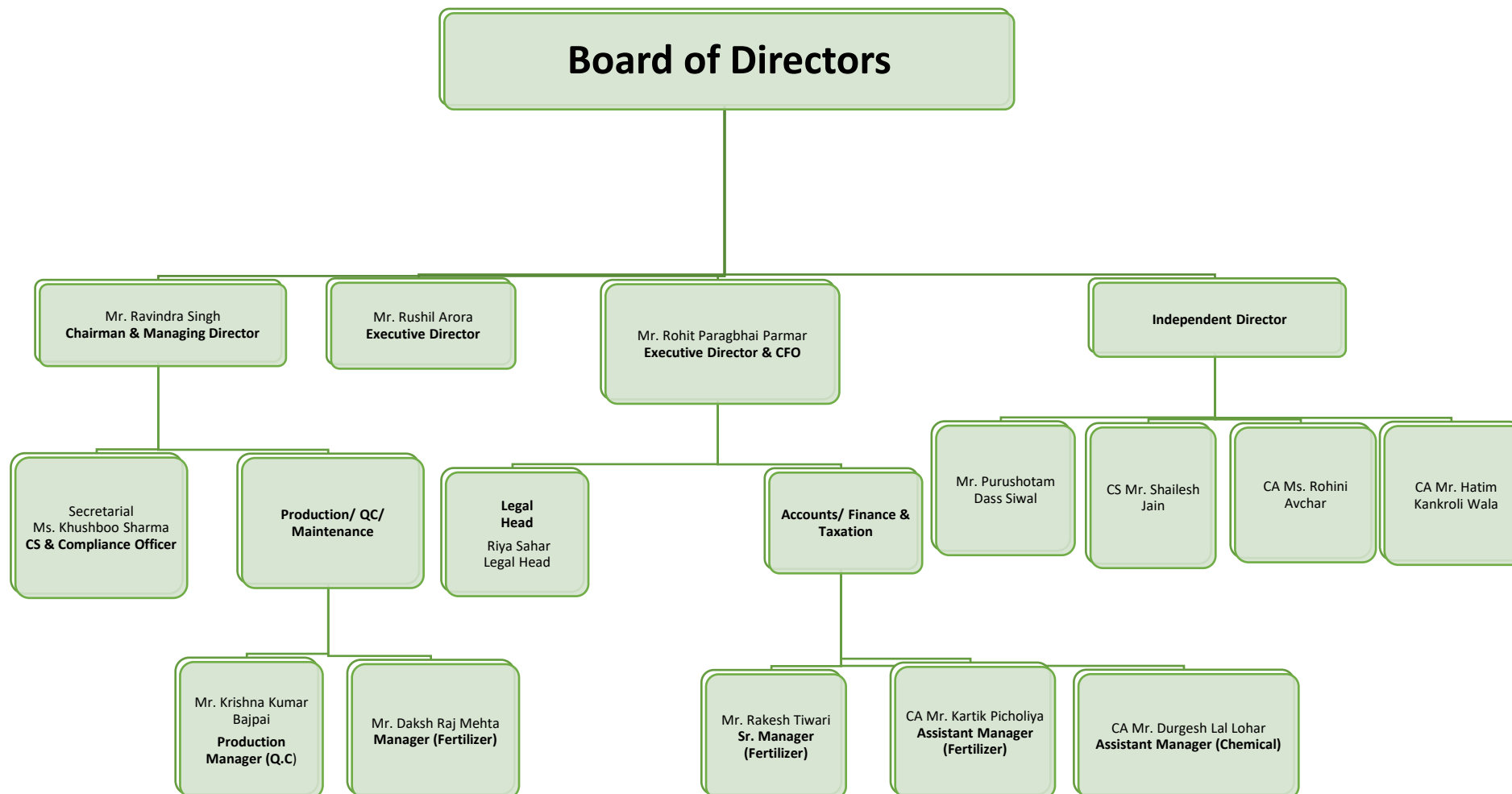
- a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management;
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Committee is required to meet at least once in financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

MANAGEMENT ORGANISATION CHART

The Management Organization Structure of the company is depicted from the following chart:



OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Ms. Khushboo Sharma	She is an associate member of the Institute of Company Secretaries of India.	Adheeshaa Phosphates (A unit Udaipur Poly Sacks Limited)	5.76
Designation	Company Secretary and Compliance Officer			
Date of Appointment	August 01, 2023			
Overall Experience	She has experience for more than 3 years in the field of corporate law and compliance.			

OUR SENIOR MANAGEMENT PERSONNEL

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Daksh Raj Mehta	He has completed Post Graduate Diploma in Management in the year 2020 from SVKM's Narsee Monjee Institute of Management Studies.	Nil	9.15
Designation	Production/QC/Maintenance Manager (Fertilizer)			
Date of Appointment	October 01, 2020			
Overall Experience	He has experience for more than 3 year in the field of Production and maintenance.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Krishna Kumar Bajpai	He has passed B.A. Examination in the year 1992, from Kanpur Vishwavidyalaya, Kanpur.	Aarti Surfactants Limited	6.81
Designation	Production Manager (Q.C)			
Date of Appointment	March 08, 2022			
Overall Experience	He has experience for more than 20 years in the field of Chemical Industry.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Ms. Riya Sahar	She has completed Bachelor of Laws in the year 2021 from University of Mumbai.	NIL	3.80
Designation	Legal Head			
Date of Appointment	July 01, 2022			
Overall Experience	She has experience for more than 1 year in the field of legal.			



Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Kartik Picholiya	He has completed Bachelor of commerce in the year 2017 from Mohanlal Sukhadia University and member of Institute of Chartered Accountants of India.	SKS Business Services (India) Pvt. Ltd.	3.39
Designation	Assistant Manager (Accounts) (Fertilizer)			
Date of Appointment	October 25, 2023			
Overall Experience	He has experience for more than 1 year in the field of Accounts.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Durgesh Lal lohar	He has completed Chartered Accountant in the 2018 from Institute of Chartered Accountants of India and hold membership from July 25, 2021.	Shree Ostwal Builders Limited	6.10
Designation	Assistant Manager (Accounts) (Chemical)			
Date of Appointment	November 14, 2022			
Overall Experience	He has experience for more than 2 year in the field of Accounts & taxation.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Rakesh Kumar Tiwari	He has completed Master of Business Administrative in the year 2007 from Vardhaman Mahaveer Open University, Kota.	Teesta Agro Industries Ltd.	9.12
Designation	Sr. Manager Accounts Head (Fertilizer)			
Date of Appointment	September 25, 2021			
Overall Experience	He has experience for more than 20 year in the field of Accounts.			

BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel and Senior Management Personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CHANGES IN THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel and Senior Management Personnel in the last three years preceding the date of filing this Red Herring Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Ravindra Singh	September 30, 2023.	Appointment	Appointed as Chairman cum Managing Director of the company.



Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Ms. Khushboo Sharma	August 01, 2023	Appointment	Appointed as Company Secretary and Compliance Officer.
Mr. Rohit Paragbhai Parmar	August 08, 2023	Appointment	Appointed as Chief Financial Officer of the Company.
Ms. Riya Sahar	July 01, 2022	Appointment	Appointed as Legal Head of the Company.
Mr. Kartik Picholiya	October 25, 2023	Appointment	Appointed as Assistant Manager in Accounts – Fertilizer of the Company.
Mr. Durgesh Lal lohar	November 14, 2022	Appointment	Appointed as Assistant Manager in Accounts – Chemical of the Company.
Mr. Rakesh Kumar Tiwari	September 25, 2021	Appointment	Appointed as Sr. Manager in Accounts – Fertilizer of the Company.
Mr. Ashok Kumar Pal	April 9, 2024	Cessation	Cessation as Production Head (Chemical) due to personal reason.

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL WITH DIRECTORS

There is no any existing relationship between Key Management Personnel and Senior Management Personnel as on date of filing red Herring Prospectus.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel and Senior Management Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel and Senior Management Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- Except as disclosed below, None of our Key Managerial Personnel and Senior Management Personnel has entered into any service contracts with our company. No benefits are granted upon their termination from employment other than statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel and Senior Management Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel and Senior Management Personnel hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.

Sr. No.	Name of Key Management Personnel and Senior Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Ravindra Singh	14344700	Chairman and Managing Director
2.	Ms. Khushboo Sharma	Nil	Company Secretary and Compliance Officer
3.	Mr. Rohit Paragbhai Parmar	Nil	Executive Director and Chief Financial Officer




Sr. No.	Name of Key Management Personnel and Senior Management Personnel	No. Equity Shares held	Category/ Status
4.	Mr. Daksh Raj Mehta	Nil	Production/QC/Maintenance Manager (Fertilizer)
5.	Mr. Krishna Kumar Bajpai	Nil	Production Manager (Q.C)
6.	Mr. Kartik Picholiya	Nil	Assistant Manager
7.	Mr. Durgesh Lal lohar	Nil	Assistant Manager
8.	Mr. Rakesh Kumar Tiwari	Nil	Sr. Manager
9.	Ms. Riya Sahar	Nil	Legal Head

OUR PROMOTER AND PROMOTER GROUP


Promoters of Our Company are Mr. Ravindra Singh, Mrs Mamta Arora and Mr. Rushil Arora. For details of the Capital build-up of our Promoters, see chapter titled “*Capital Structure*” beginning on page no. 74 of this Red Herring Prospectus.

The details of our Promoters are as follows:

	Mr. Ravindra Singh
	Mr. Ravindra Singh aged 55 years is Promoter and Chairman cum Managing Director of the Company. He was originally appointed as an Additional Director on December 11, 2000, and his tenure was up to the ensuing AGM of the Company i.e. September 28, 2001. Further, he was appointed as an additional director November 01, 2001 and regularised as director in the ensuing AGM of the Company i.e. November 15, 2002, After that his designation was changed to Whole time director for a period of 3 years with effect from October 01, 2011, again he was reappointed as a whole time director for the period of 3 years with effect from October 01, 2014, October 01, 2017 and for a period of 5 years with effect from October 01, 2020 and thereafter Mr. Ravindra Singh appointed as Chairman cum Managing Director for the period of a 3 years with effect from August 8, 2023 vide resolution passed under Extra Ordinary General Meeting of the company held on December 11, 2023. He is having more than 28 years of experience in manufacturing of Phosphatic Fertilizer, Surfactants, HDPE (High Density Polyethylene) Woven bags and Logistics of bulk liquid cargo.
Date of Birth	October 18, 1968
Age	55 years
PAN	ADGPS3319H
Educational Qualification	He has completed his Graduation in Commerce in 1988 from Kota Open University.
Present Residential Address	3, Ambavgarh, Surya Kiran Apartment, Girwa, Uadipur, Rajasthan- 313001.
Position/posts held in the past	Whole Time Director
Directorship held	Indian Surfactants Limited Avantika Phosphates Limited Irenic Hotels Private Limited Elysian Hotels Private Limited Udaipur Poly Sacks Limited Consolidated Mines Private Limited Consolidated Earth Movers Private Limited 3S Minerals Processors Private Limited 3S Minerals Processors 1 Private Limited
Other Ventures	Adheeshaa Carriers Earth Movers Step by Step Sansthan

	Mrs. Mamta Arora
	Mrs. Mamta Arora, aged 54, the Promoter of the Company. Earlier, she was appointed as an Additional Director of the Company w.e.f. November 1, 2001. Subsequently, she was appointed as a Whole Time Director for a period of Three Years with effect from April 01, 2002 by shareholders in meeting held on November 15, 2002. Thereafter, she resigned from the Directorship due to pre-occupation with effect from December 20, 2008. Again, she was appointed as an Additional Director under Promoter and Non-executive category with effect from June 21, 2011. Thereafter she resigned from the directorship due to preoccupation with effect from April 18, 2013. She has more than 7 years of experience in fertilizer industry. Further, she has been engaged with education industry since 2004.

Date of Birth	March 10, 1970
Age	54 years
PAN	AEXPA1805L
Educational Qualification	She holds the graduation degree from Garhwal University MKP in 1988 and Bachelor of Education from Garhwal University DWT in 1992.
Present Residential Address	3, Ambavgarh, Surya Kiran Apartment, Girwa, Udaipur, Rajasthan- 313001.
Position/posts held in the past	Director
Directorship held	Irenic Hotels Private Limited Elysian Hotels Private Limited Alaia Hotels Private Limited Arora Mining Exploration Private Limited
Other Ventures	Adheeshaa Carriers Step by Step Sansthan

	<p>Mr. Rushil Arora</p> <p>Mr. Rushil Arora, aged 26, holds the position of Promoter and Executive Director of the Company. He was appointed as an Additional Director under Promoter category of the Company with effect from December 22, 2021. Thereafter, he was regularised as Executive Director with effect from September 30, 2022 vide resolution passed in the Annual General Meeting held on September 30, 2022. Subsequently, he was re-appointed as Executive Director of the Company for a period of 3 years w.e.f. December 11, 2023 vide special resolution passed by shareholders in Extra-ordinary General Meeting held on December 11, 2023.</p> <p>With over two years of experience in manufacturing operations, marketing management and administration, he brings valuable expertise to the table.</p>
	<p>Date of Birth</p> <p>June 02, 1997</p>
<p>Age</p> <p>27 Years</p>	
<p>PAN</p> <p>BROPA8870L</p>	
<p>Educational Qualification</p> <p>He has completed his Bachelor of Arts- Major in Theatre from The University of British Columbia, Canada in the year 2020.</p>	
<p>Present Residential Address</p> <p>3, Ambavgarh, Surya Kiran Apartment, Girwa, Udaipur, Rajasthan- 313001.</p>	
<p>Position/posts held in the past</p> <p>Additional Director</p>	
<p>Directorship held</p> <p>Avantika Phosphates Limited Udaipur Poly Sacks Limited Elysian Hotels Private Limited Alaia Hotels Private Limited</p>	
<p>Other Ventures</p> <p>Nil</p>	

DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and Driving Licence number of our Promoters are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Red Herring Prospectus with the Stock Exchange.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control or management of the issuer in last five years.

INTEREST OF OUR PROMOTERS



- Except as stated in “Annexure – IX- Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 211 of this Red Herring Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and shareholding of the members of the Promoter Group in our Company, directly and indirectly and benefits, if any, arise on the shareholding, our Promoter do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent that they are promoters of our Company and to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Annexure – IX - Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 211 of this Red Herring Prospectus.
- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Red Herring Prospectus.
- Except as otherwise as stated in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Red Herring Prospectus in which Promoters is directly or indirectly interested.

PAYMENT OR BENEFITS TO OUR PROMOTERS

Except as stated in the section “Annexure – IX- Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 211 of this Red Herring Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Red Herring Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS WITH RESPECT TO THE EQUITY SHARES

Our Promoters has not given any material guarantee to any third party with respect to the Equity Shares, as on the date of this Red Herring Prospectus. For further details kindly refer “Risk Factors” beginning from page no. 30 of this Red Herring Prospectus.

CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoter group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoter group or directors do not have direct or indirect relation with the companies, its Promoter and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or directors are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoter confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section title “Outstanding Litigation and Material Developments” appearing on page no. 228 of this Red Herring Prospectus.

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any Company or Firm during the preceding three years.

Sr. No.	Name of Company/Firm	Name of Promoter	Date of Disassociation	Reason for Disassociation

1.	Insignia Hotels & Resorts Private Limited	Mrs. Mamta Arora	28/12/2021	Cessation of Directorship.
2.		Mr. Ravindra Singh	28/12/2021	Cessation of Directorship.

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of Promoter	Name of Director	Relationship
Mr. Ravindra Singh	Mr. Rushil Arora, Executive Director	He is father of Mr. Rushil Arora.
Mrs. Mamta Arora	Mr. Ravindra Singh, Chairman cum Managing Director	She is wife of Mr. Ravindra Singh.
	Mr. Rushil Arora, Executive Director	She is mother of Mr. Rushil Arora.
Mr. Rushil Arora	Mr. Ravindra Singh, Chairman cum Managing Director	He is son of Mr. Ravindra Singh.

OUR PROMOTER' GROUP

In addition to our Promoter named above, the following individuals and entities form a part of the Promoter' Group:

a. Natural persons who are part of our Individual Promoter Group:

Relationship with Promoter	Mr. Ravindra Singh	Mrs. Mamta Arora	Mr. Rushil Arora
Father	Mr. Pritam Singh	Late. Mr. Inder Singh	Mr. Ravindra Singh
Mother	Mrs. Surjeet Kaur	Mrs. Devki Rani Arora	Mrs. Mamta Arora
Spouse	Mrs. Mamta Arora	Mr. Ravindra Singh	NIL
Brother/s	Mr. Devendra Singh	1. Mr. Manjit Arora 2. Mr. Billy Kawal Arora 3. Mr. Pradeep Arora 4. Mr. Vinod Arora 5. Mr. Harish Arora	NIL
Sister/s	1. Mrs. Rani Arora 2. Mrs. Priyanka Chadha	1. Ms. Mala Sandhu 2. Ms. Babita Arora Sahar 3. Ms. Anita Malhotra	Ms. Rushita Arora
Son/s	Mr. Rushil Arora	Mr. Rushil Arora	NIL
Daughter/s	Ms. Rushita Arora	Ms. Rushita Arora	NIL
Spouse's Father	Late. Mr. Inder Singh	Mr. Pritam Singh	NIL
Spouse's Mother	Mrs. Devki Rani Arora	Mrs. Surjeet Kaur	NIL
Spouse's Brother/s	1. Mr. Manjit Arora 2. Mr. Billy Kawal Arora 3. Mr. Pradeep Arora 4. Mr. Vinod Arora 5. Mr. Harish Arora	Mr. Devendra Singh	NIL
Spouse's Sister/s	1. Ms. Mala Sandhu 2. Ms. Anita Malhotra 3. Ms. Babita Arora Sahar	1. Mrs. Rani Arora 2. Mrs. Priyanka Chadha	NIL

b. Companies related to our Promoter Company: Not Applicable as our Promoter is not Company.

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or	Not Applicable



more of the equity share capital of the Promoter (Body Corporate).	
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c. Companies, Proprietary concerns, HUF's related to our Promoter

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by Promoter or an immediate relative of the Promoter or a firm or HUF in which Promoter or any one or more of his immediate relatives are a member.	<ol style="list-style-type: none"> 1. Avantika Phosphates Limited 2. Conic Metal & Mining Private Limited 3. Elysian Hotels Private Limited 4. Indian Surfactants Limited 5. Udaipur Poly Sacks Limited 6. Consolidated Earth Movers Private Limited 7. Consolidated Mines Private Limited 8. Arora Mining Exploration Private Limited 9. Drill Well Cement Private Limited 10. Satguru Mining Private Limited
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	NIL
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the Promoter and his immediate relatives is equal to or more than twenty percent.	<ol style="list-style-type: none"> 1. S. K. Chemicals 2. Adheeshaa Carriers 3. Earth Mover 4. Step by Step Sansthan 5. I S Transport Company 6. KB- Harish (JV) 7. Meher Traders

d. Person whose shareholding is aggregated under the heading "Shareholding of the Promoters Group"

Name of Entities / Person
NIL

For further details on our Group Companies refer Chapter titled "Information with respect to Group Companies/Entities" beginning on page no. 247 of this Red Herring Prospectus.



DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

For details of risks in relation to our capability to pay dividend, see “*Risk Factors*” – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared dividend in last three years from date of this Red Herring Prospectus.



SECTION IX – FINANCIAL STATEMENTS

RESTATED FINANCIAL INFORMATION

Sr. No	Particulars	Page Nos.
1.	Restated Standalone Financial Information	SFS 1 to SFS 28
2.	Restated Consolidated Financial Information	CFS 1 to CFS 27

Independent Auditor's Examination report on Restated Standalone Financial Information of Indian Phosphate Limited

**To,
The Board of Directors
Indian Phosphate Limited,
Plot 638, Sector-11, Udaipur City,
Udaipur, Girwa, Rajasthan, India, 313001**

Dear Sir,

1. We have examined the attached Restated Standalone Financial Information of **INDIAN PHOSPHATE LIMITED** (the "Company" or the "Issuer"), comprising the Restated Standalone Statement of Assets and Liabilities as at March 31, 2024, 2023, and 2022 the Restated Standalone Statements of Profit and Loss, the Restated Standalone Cash Flow Statement for the years ended March 2024, 2023, and 2022 the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Standalone Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 17, 2024 for the purpose of inclusion in the Red Herring Prospectus / Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These restated Summary Statement have been 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 ("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").
3. The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Rajasthan and the NSE EMERGE in connection with the proposed IPO. The Restated Standalone Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Standalone 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 February 21, 2024 in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial 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 IPO.

5. These Restated Standalone Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2024, 2023 and 2022 which has been approved by the Board of Directors.
- We have not audited the financial statements of the company as at March 31, 2024, 2023 and 2022 which were prepared by the company in accordance with Indian Accounting Standard (Indian GAAP).
 - We have relied upon Statutory Audited financial statements of the Company for the years ended March 31, 2024, March 31, 2023 & 2022 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on August 14, 2024, August 08, 2023, and September 03, 2022 respectively.
6. For the purpose of our examination, we have relied on:
- Auditors' Report issued by statutory auditor dated August 14, 2024, August 08, 2023 and September 03, 2022 on the financial statements of the company for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph 5 above.

The audits for the financial period ended on March 31, 2024 & March 31, 2023, were conducted by the Company's auditors M/s K. L. VYAS and Company and for the Financial Year ended on 2022 were conducted by the Company's previous auditors M/s ABHINAV JAIN., Chartered Accountants, and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the "Restated Financial Information" examined by them for the said years.
7. Based on our examination and according to the information and explanations given to us, we report that:
- The "**Restated Standalone Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at and for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - The "**Restated Standalone Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at and for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Standalone Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - The "**Restated Standalone Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, for the year ended on March 31, 2024, March 31, 2023 & March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - The Restated Standalone Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
 - The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
 - The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
 - Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
 - There were no qualifications in the Audit Reports issued by the Statutory Auditors for the year ended on March 31, 2024, March 31, 2023 & March 31, 2022 which would require adjustments in this Restated Financial Statements of the Company;

- i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this report;
- j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
- k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the year ended March 31, 2024, March 31, 2023 & March 31, 2022 proposed to be included in the Offer Documents.

Annexure No.	Particulars
I	Restated Standalone Statement of Assets & Liabilities
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surplus
I.3	Restated Statement of Long-Term Borrowings
I.4	Restated Statement of Deferred Tax Liabilities
I.5	Restated Statement of Long-term provisions
I.6	Restated Statement of Short-term borrowings
I.7	Restated Statement of Trade Payable
I.8	Restated Statement of Other Current Liabilities
I.9	Restated Statement of Short-Term Provisions
I.10	Restated Statement of Property, Plant & Equipment and Intangible Assets
I.11	Restated Statement of Non-Current Investments
I.12	Restated Statement of Long-Term Loans & Advances
I.13	Restated Statement of Other Non-current Assets
I.14	Restated Statement of Inventories
I.15	Restated Statement of Trade Receivable
I.16	Restated Statement of Cash & Cash Equivalent
I.17	Restated Statement of Short-Term Loans and Advances
I.18	Restated Statement of Other Current Assets
II	Restated Standalone Statement of Profit & Loss
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Cost of Material Consumed
II.4	Restated Statement of Purchases of stock-in-trade
II.5	Restated Statement of Changes in Inventories of finished goods and work-in-progress
II.6	Restated Statement of Employees Benefit Expenses
II.7	Restated Statement of Finance Cost
II.8	Restated Statement of Other Expenses
II.9	Restated Statement of Earnings per equity share
Other Annexures:	
III	Restated Standalone Cash Flow Statement

Annexure No.	Particulars
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities & Capital Commitments

9. We, M/s. S V J K and Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till November 30, 2026.
10. The Restated Standalone Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited financial statements mentioned in paragraph 5 above.
11. 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.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. 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, the stock exchanges and Registrar of Companies, Rajasthan in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, S V J K and Associates
(Erstwhile A S R V & Co.)
Chartered Accountants
Firm Reg. No: 135182W
PRC No:014698

Reeturaj Verma
Partner
Membership No:193591

Place: Ahmedabad
Date: August 17, 2024

UDIN: 24193591BKAFOZ7412

ANNEXURE - 1
RESTATED STANDALONE STATEMENT OF ASSETS & LIABILITIES

(₹ in Lakhs)

	Particulars	Note	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	1,818.56	271.43	271.43
	(b) Reserves and surplus	I.2	6,280.56	6,480.37	4,820.84
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	131.58	317.00	250.91
	(b) Other Non-current liabilities		-	-	-
	(c) Deferred tax liabilities	I.4	128.43	89.43	60.12
	(e) Long-term provisions	I.5	30.44	21.44	19.63
	3. Current liabilities				
	(a) Short-term borrowings	I.6	3,883.34	1,218.48	1,579.67
	(b) Trade payables	I.7			
	i) Due to MSME		37.86	58.86	735.52
	ii) Due to Others		2,879.47	7,000.03	478.26
	(c) Other current liabilities	I.8	632.69	1,146.92	1,511.05
	(d) Short-term provisions	I.9	518.64	803.51	1,062.51
	TOTAL		16,341.56	17,407.45	10,789.93
II.	ASSETS				
	1. Non-current assets				
	(a) Property Plant & Equipments and Intangible Assets				
	(i) Property Plant & Equipments	I.10	2,355.86	1,919.33	837.47
	(ii) Capital work-in-progress		429.67	17.72	325.08
	(b) Non-current investments	I.11	819.06	0.06	0.06
	(c) Long-term loans and advances	I.12	303.07	248.89	371.36
	(d) Other Non Current Assets	I.13	611.71	580.03	361.72
	2. Current assets				
	(a) Inventories	I.14	5,154.48	4,865.53	1,637.09
	(b) Trade receivables	I.15	5,615.75	8,685.76	5,131.50
	(c) Cash and cash equivalents	I.16	29.27	4.18	14.07
	(d) Short-term loans and advances	I.17	934.95	988.03	1,888.51
	(e) Other Current Assets	I.18	87.75	97.93	223.09
	TOTAL		16,341.56	17,407.45	10,789.93

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

For and on behalf of the Board of Directors
INDIAN PHOSPHATE LIMITED

Reeturaj Verma
Partner
M No.193591

Ravindra Singh
Managing Director
(DIN : 01373396)

Rushil Arora
Director
(DIN : 09440272)

UDIN: 24193591BKAFOZ7412

Rohit Parmar
CFO
(DIN:07492000)

Khushboo Sharma
Company secretary
(PAN : EARPS6808D)

Place: Ahmedabad
Date : 17th August, 2024

Place: Udaipur
Date : 17th August, 2024

ANNEXURE - II
RESTATED STANDALONE STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

	Particulars	Note	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
I	Revenue from operations	IL.1	70,417.94	76,869.36	55,715.20
II	Other Income	IL.2	207.59	223.84	123.36
III	Total Income (I+II)		70,625.53	77,093.20	55,838.56
	Expenses:				
	(a) Cost of materials consumed	IL.3	64,557.97	70,871.97	47,668.48
	(b) Purchases of stock-in-trade	IL.4	326.04	5.33	3.99
	(c) Changes in inventories of finished goods and work-in- progress	IL.5	(968.44)	(1,893.07)	3.43
	(d) Employee benefits expense	IL.6	558.17	536.95	563.19
	(e) Finance costs	IL.7	466.55	365.95	252.95
	(f) Depreciation and amortisation expense	I.10	144.30	95.29	58.81
	(g) Other expenses	IL.8	3,640.77	4,871.78	5,113.96
IV	Total expenses		68,725.37	74,854.20	53,664.80
				-	
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,900.16	2,238.99	2,173.75
VI	Exceptional Items		-	-	-
VII	Profit /(Loss) before tax (V-VI)		1,900.16	2,238.99	2,173.75
VIII	Tax expense:				
	(a) Current tax expense		455.24	550.16	552.26
	(b) Deferred tax charge/(credit)		39.01	29.31	4.88
	(c) Previous Year Tax		58.58	-	-
			552.84	579.46	557.14
IX	Profit after tax for the year (VII-VIII)		1,347.32	1,659.53	1,616.61
XII	Earnings per share (face value of ₹ 10/- each):	IL.9			
	(a) Basic (in ₹)		7.41	9.13	8.89
	(b) Diluted (in ₹)		7.41	9.13	8.89

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

For and on behalf of the Board of Directors
INDIAN PHOSPHATE LIMITED

Reeturaj Verma
Partner
M No.193591

Ravindra Singh Rushil Arora
Managing Director Director
(DIN : 01373396) (DIN : 09440272)

UDIN: 24193591BKAFOZ7412

Rohit Parmar Khushboo Sharma
CFO Company secretary
(DIN:07492000) (PAN : EARPS6808D)

Place: Ahmedabad
Date : 17th August, 2024

Place: Udaipur
Date : 17th August, 2024

ANNEXURE - III
RESTATED STANDALONE STATEMENT OF CASH FLOW

(₹ in Lakhs)

Particulars	For the period ended	For the period ended	For the year Ended
	31/03/2024	31/03/2023	31/03/2022
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	1,900.16	2,238.99	2,173.75
Adjustment For:			
(a) Depreciation and Amortization	144.30	95.29	58.81
(b) Interest Charges	466.55	365.95	252.95
(C) Interest Received	(37.78)	(30.42)	(19.60)
Operating Profit before Working Capital Changes	2,473.23	2,669.81	2,465.91
Adjustment For :			
(a) (Increase)/Decrease in Inventories	(288.95)	(3,228.44)	(437.35)
(b) (Increase)/Decrease in Trade Receivables	3,070.01	(3,554.26)	(2,179.52)
(c) (Increase)/Decrease in Loans & Advances & Other Assets	9.08	1,148.10	(1,356.33)
(d) Increase / (Decrease) in Trade Payables & Other Liabilities	(4,940.66)	5,221.98	1,454.18
CASH GENERATED FROM OPERATIONS	322.71	2,257.18	(53.11)
Less : Direct Taxes paid	(513.82)	(550.16)	(552.26)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(191.11)	1,707.03	(605.37)
NET CASH FROM OPERATING ACTIVITIES (A)	(191.11)	1,707.03	(605.37)
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Sales / (Addition) in Fixed Assets & WIP	(992.77)	(869.80)	(424.93)
(b) (Increase) / Decrease in Investment	(819.00)	-	-
(c) (Increase) / Decrease in Non Current Assets	(31.68)	(218.31)	(127.15)
(d) Interest Received	37.78	30.42	19.60
NET CASH FROM INVESTING ACTIVITIES (B)	(1,805.67)	(1,057.68)	(532.48)
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Increase/(Decrease) in Long Term Borrowings	(185.42)	66.09	(141.04)
(b) Increase/(Decrease) in Short Term Borrowings	2,664.86	(361.19)	1,537.58
(c) Issue of Share Capital	-	-	-
(d) Increase / (Decrease) in Long Term Provisions	9.01	1.81	4.01
(e) Interest Paid	(466.55)	(365.95)	(252.95)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	2,021.89	(659.24)	1,147.60
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	25.11	(9.89)	9.75
OPENING BALANCE – CASH & CASH EQUIVALENT	4.18	14.07	4.32
CLOSING BALANCE - CASH & CASH EQUIVALENT	29.28	4.18	14.07

As per our Report of even date

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

Reeturaj Verma
Partner
M No.193591
UDIN: 24193591BKAF0Z7412

Place: Ahmedabad
Date : 17th August, 2024

For and on Behalf of the Board
INDIAN PHOSPHATE LIMITED

Ravindra Singh **Rushil Arora**
Managing Director **Director**
(DIN : 01373396) (DIN : 09440272)

Rohit Parmar **Khushboo Sharma**
CFO **Company secretary**
(DIN:07492000) (PAN : EARPS6808D)

Place: Udaipur
Date : 17th August, 2024

Annexure - I.1

Restated Statement of Share Capital

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Authorised Capital			
No. of Equity Shares of ₹ 10/- each	25,000,000	3,000,000	3,000,000
Authorised Equity Share Capital In Rs.	2,500.00	300.00	300.00
Issued, Subscribed & Fully Paid up			
No. of Equity Shares of ₹ 10/- each	18,185,609	2,714,270	2,714,270
Issued, Subscribed & Fully Paid up Share Capital In Rs.	1,818.56	271.43	271.43
Total	1,818.56	271.43	271.43

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As At	As At	As At
	31/03/2024	31/03/2023	31/03/2022
	Number of Shares	Number of Shares	Number of Shares
Shares outstanding at the beginning of the year	2,714,270	2,714,270	2,714,270
Add:-Shares Issued during the year			
Fresh Issue	-	-	-
Bonus Shares Issued	15,471,339	-	-
Less:Shares bought back during the year			
Other Changes (give details)	-	-	-
Shares outstanding at the end of the year	18,185,609	2,714,270	2,714,270

1. The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

2. Board of Directors in its meeting held on January 23, 2024 approved issue of 57 (Fifty-Seven) bonus shares fully paid for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Mr. Ravindra Singh			
Number of Shares	14,344,700	2,421,990	2,421,990
% of Holding	78.88%	89.23%	89.23%
Ms. Mamta Arora			
Number of Shares	1,829,770	273,100	273,100
% of Holding	10.06%	10.06%	10.06%
Mr. Rushil Arora			
Number of Shares	1,005,737	-	-
% of Holding	5.53%	0.00%	0.00%
Mr. Rushita Arora			
Number of Shares	1,005,000	-	-
% of Holding	5.53%	0.00%	0.00%

Details of Promoters holding shares:-

Name of Shareholder	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Mr. Ravindra Singh			
Number of Shares	14,344,700	2,421,990	2,421,990
% of Holding	78.88%	89.23%	89.23%
Ms. Mamta Arora			
Number of Shares	1,829,770	273,100	273,100
% of Holding	10.06%	10.06%	10.06%
Mr. Rushil Arora			
Number of Shares	1,005,737	-	-
% of Holding	5.53%	-	-

% Change during the period: During the period there is 10.35% change in Promoter's share holding.

Annexure - I.2

Restated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
a. General Reserve Account	-	-	-
b. Surplus in Statement of Profit & Loss A/c	-	-	-
Opening balance	6,480.37	4,820.84	3,204.23
(+) Net Profit For the current year	1,347.32	1,659.53	1,616.61
: Less Bonus Shares Issued	(1,547.13)	-	-
Net Surplus in Statement of Profit and Loss	6,280.56	6,480.37	4,820.84
Total	6,280.56	6,480.37	4,820.84

Annexure - I.3

Restated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Secured Loans	-	-	-
From Bank	-	-	-
Indian Overseas Bank *#	316.78	447.80	381.71
Less: Current Maturity of Long Term Debt	(185.20)	(130.80)	(130.80)
	131.58	317.00	250.91
Total	131.58	317.00	250.91

* Secured by second charge with the existing credit facilities in terms of cash flows and security.

#GECLI loan is repayable in 35 monthly installments of Rs. 10.90 Lakhs each and last installment of Rs. 10.50 Lakhs, with an initial holiday period of 12 months from the date of first disbursement.

#GECL2 loan is repayable in 36 monthly installments of Rs.5.44 Lakhs each with a initial holiday holiday period of 24 months from the date of first disbursement.

Lender	Nature of Loan	Sanctioned Amount (Rs. In Lakhs)	Outstanding as on 31/03/2024 (Rs. In Lakhs)	Period of Repayment	Rate of Interest	Collateral Security
Indian Overseas Bank	GECL Loan	392.00	119.69	repayable in 35 monthly installments of Rs. 10.90 Lakhs each and last installment of Rs. 10.50 Lakhs	RLLR(6.85%*)+1.00%=7.85% Presently *RLLR = Reporate 4% + Mark-up 2.85% = 6.85% #ROI = 9.25%	1. Equitable Mortgage of Factory Land & Building (Unit I & II) 2. Hypthecation of Plant & Machinery of the company (Unit I & Unit II)
Indian Overseas Bank	GECL Loan	196.00	*197.09	repayable in 36 monthly installments of Rs.5.44 Lakhs each	RLLR(6.85%*)+1.00%=7.85% Presently *RLLR = Reporate 4% + Mark-up 2.85% = 6.85% #ROI = 9.25%	1. Equitable Mortgage of Factory Land & Building (Unit I & II) 2. Hypthecation of Plant & Machinery of the company (Unit I & Unit II)

* Above outstanding loan of Rs. 197.08 Lakhs includes interest portion of Rs. 2.28 Lakhs

ROI will be 1% above RLLR (RLLR presently 6.85%) and so present effective rate 7.85% pa. (Subject to maximum of 9.25% p.a. during entire tenor of the loan.)

Guarantee:

The entire credit limit enjoyed by the company would carry unconditional personal guarantee of the following:

(Rs in Lakhs)			
Name	Relationship	Worth	Worth as on
Mr. Pritam Singh	Director	255.00	20.03.2019
Mr Ravindra Singh	Director	245.00	20.03.2019
Mr Devendra Singh	Director	299.00	20.03.2019

Further Collaterally secured by corporate guarantee of extension of M/s. Udaipur Polysacks Ltd.

Annexure - I.4**Restated Statement of Deferred Tax Liability****(₹ in Lakhs)**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Deferred Tax Liability			
On account of timing difference in Depreciation	131.01	95.13	60.12
Deferred Tax Assets			
On account of timing difference Expenses Disallowed U/s. 43B of I.T. Act., 1961	(2.57)	(5.70)	-
Total	128.43	89.43	60.12

Annexure - I.5**Restated Statement of Long Term Provision****(₹ in Lakhs)**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
(a) Provision for Employee Benefits			
Provision for Gratuity	21.92	16.41	15.32
Provision for Leave Encashment	8.53	5.03	4.30
Total	30.44	21.44	19.63

Annexure - I.6**Restated Statement of Short Tem Borrowings**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<u>SECURED LOAN</u>			
From Banks			
<u>Working Capital Facilities</u>	-	-	-
<u>From Indian Overseas Bank *#</u>			
Cash Credit	3,698.14	1,087.68	1,440.87
Current Maturities of Long Term Borrowings	185.20	130.80	130.80
<u>UNSECURED LOANS</u>			
From Directors & their Relative	-	-	8.00
Total	3,883.34	1,218.48	1,579.67

i) Terms of Repayment :

Working capital loan from bank is repayable on demand

ii) Nature of Security with bank :**i) Primary Security:**

* Secured by First Charge by way of Hypothecation of Stocks of Raw Material, Finished Good Semi-Finished Goods, Work-in-Progress and Stores & Spares lying at Factory & Godowns and Book Debts, both present & future.

* Primary Security held under Term Loan for Indian Overseas Bank is to continue as a Collateral Security for Working Capital Limits.

ii) Collateral:

Further Collaterally secured by corporate guarantee of extension of M/s. Udaipur Polysacks Ltd.

iii) Interest

The above loan carried interest rate in the range of 9.5% - 11.5%

Annexure - 1.7

Restated Statement of Trade Payable

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Micro, Small and Medium Enterprises	37.86	58.86	735.52
Others	2,879.47	7,000.03	478.26
Total	2,917.33	7,058.89	1,213.78

(a) Ageing schedule:

Balance as at 31st March, 2024

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	37.86	-	-	-
(ii) Others	2,803.72	37.97	6.69	31.09
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	2,841.57	37.97	6.69	31.09

Balance as at 31st March, 2023

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	58.86	-	-	-
(ii) Others	6,950.69	21.75	27.59	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	7,009.55	21.75	27.59	-

Balance as at 31st March 2022

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	735.52	-	-	-
(ii) Others	478.26	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	1,213.78	-	-	-

(b) Dues payable to Micro and Small Enterprises:

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Principal amount remaining unpaid to any supplier as at the year end	37.86	58.86	-
Interest due on the above mention principal amount remaining unpaid to any	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting	-	-	-

Annexure - 1.8**Restated Statement of Other Current Liabilities**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
(a) Interest accrued but not due on borrowings	-	-	-
(b) Other Payables			
Advances from Customers	386.17	777.47	1,192.95
Creditors for Capital Goods	7.61	41.15	-
Income Tax deducted at source	19.39	18.03	13.62
Gst Payable	16.15	20.88	7.36
Other payable	203.37	289.39	297.12
Total	632.69	1,146.92	1,511.05

Annexure - 1.9**Restated Statement Short Term Provisions**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
(a) Provision for Employee Benefits			
Provision for Salary & Wages	44.92	40.37	31.46
Provision for Gratuity & Lease Encashment	2.43	1.21	0.92
Provision for PF & ESIC	1.44	1.17	0.77
(a)	48.79	42.75	33.15
(b) Other Provisions			
Provision for Expenses	13.45	214.45	472.30
Provision for Tax	456.39	546.31	557.07
(b)	469.84	760.76	1,029.36
Total (a+b)	518.64	803.51	1,062.51

Annexure - L10
Restated Statement of Property Plant & Equipment

Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
	Balance as at 1 April 2023	Additions	Disposals	Balance as at 31 March 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31 March 2024	Balance as at 31 March 2023
I. Property Plant & Equipment									
LEASE HOLD LAND	159.14	353.86	-	513.00	-	-	-	513.00	159.14
FACTORY BUILDING	716.80	-	-	716.80	243.96	22.47	-	266.44	472.84
PLANT & MACHINERY	1,325.73	184.58	-	1,510.31	471.78	75.49	-	547.27	853.95
SOLAR POWER GENERATION PLANT	301.74	-	-	301.74	6.06	19.17	-	25.23	276.50
POLLUTION CONTROL EQUIPMENT	26.70	-	-	26.70	21.89	0.51	-	22.41	4.81
LABORATORY EQUIPMENTS	3.99	4.28	-	8.27	3.55	0.29	-	3.84	0.44
FURNITURE & FIXTURES	124.80	18.49	-	143.30	48.34	10.76	-	59.11	84.19
VEHICLES	67.28	-	-	67.28	37.75	4.33	-	42.07	25.21
OFFICE EQUIPMENTS	25.39	3.40	-	28.79	9.57	4.65	-	14.22	14.57
DATA PROCESSING MACHINE (Including Computers)	31.77	16.21	-	47.98	21.10	6.62	-	27.72	20.26
Total Tangible Assets	2,783.35	580.82	-	3,364.17	864.01	144.30	-	1,008.31	2,355.86
II. Capital Work In Progress	17.72	429.67	17.72	429.67	-	-	-	-	429.67
Total	17.72	429.67	17.72	429.67	-	-	-	429.67	17.72
Total	2,801.07	1,010.49	17.72	3,793.84	864.01	144.30	-	1,008.31	2,785.52

Capital Work In Progress ageing schedule as on 31/03/2024

Particulars	Amount in CWIP for a period ended on 31/03/2024				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Project in progress					
Project - Dhule Plant	206.67	-	-	-	206.67
Project - Cuddalore TamilNadu	223.00	-	-	-	223.00
TOTAL	429.67	-	-	-	429.67

Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
	Balance as at 1 April 2022	Additions	Disposals	Balance as at 31st March, 2023	Balance as at 1 April 2022	Depreciation charge for the year	On disposals	Balance as at 31st March, 2023	Balance as at 31st March 2022
I. Property Plant & Equipment									
LEASE HOLD LAND	29.86	129.29	-	159.14	-	-	-	159.14	29.85
FACTORY BUILDING	689.45	27.35	-	716.80	222.34	21.62	-	243.96	472.84
PLANT & MACHINERY	644.52	681.20	-	1,325.73	427.53	44.25	-	471.78	853.95
SOLAR POWER GENERATION PLANT	-	301.74	-	301.74	-	6.06	-	6.06	295.68
POLLUTION CONTROL EQUIPMENT	26.70	-	-	26.70	21.38	0.51	-	21.89	4.81
LABORATORY EQUIPMENTS	3.99	-	-	3.99	3.50	0.05	-	3.55	0.48
FURNITURE & FIXTURES	90.89	33.92	-	124.80	39.25	9.10	-	48.34	76.46
VEHICLES	67.28	-	-	67.28	32.78	4.97	-	37.75	29.54
OFFICE EQUIPMENTS	25.39	-	-	25.39	5.43	4.14	-	9.57	15.81
DATA PROCESSING MACHINE (Including Computers)	28.11	3.66	-	31.77	16.52	4.59	-	21.10	11.59
Total Tangible Assets	1,606.19	1,177.15	-	2,783.35	768.72	95.29	-	864.01	837.47
II. Capital Work In Progress	325.08	17.72	325.08	17.72	-	-	-	-	17.72
Total	325.08	17.72	325.08	17.72	-	-	-	-	325.08
Total	1,931.27	1,194.87	325.08	2,801.07	768.72	95.29	-	864.01	1,937.05

Capital Work In Progress ageing schedule as on 31/03/2023

Particulars	Amount in CWIP for a period ended on 31/10/2023				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Project in progress					
Project - Dhule Plant	17.72	-	-	-	17.72
Project - Cuddalore TamilNadu	-	-	-	-	-
TOTAL	17.72	-	-	-	17.72

(₹ in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at 1 April 2021	Additions	Disposals	Balance as at 31st March, 2022	Balance as at 1 April 2021	Depreciation charge for the year	On disposals	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31 March 2021
I. Property Plant & Equipment										
LEASE HOLD LAND	16.51	13.34	-	29.85	-	-	-	-	29.85	16.51
FACTORY BUILDING	646.35	43.10	-	689.45	200.80	21.54	-	222.34	467.11	445.55
PLANT & MACHINERY	627.13	17.39	-	644.52	403.68	23.85	-	427.52	217.00	223.46
POLLUTION CONTROL EQUIPMENT	26.70	-	-	26.70	20.87	0.51	-	21.38	5.33	5.84
LABORATORY EQUIPMENTS	3.99	-	-	3.99	3.39	0.12	-	3.51	0.48	0.60
FURNITURE & FIXTURES	57.55	33.34	-	90.89	33.97	5.27	-	39.24	51.64	23.57
VEHICLES *	43.88	23.41	-	67.29	28.63	4.15	-	32.78	34.51	15.25
OFFICE EQUIPMENTS	4.64	20.75	-	25.39	3.57	1.86	-	5.43	19.95	1.06
DATA PROCESSING MACHINE (Including Computers)	16.34	11.77	-	28.11	15.01	1.51	-	16.52	11.59	1.33
Total Tangible Assets	1,443.09	163.10	-	1,606.19	709.91	58.81	-	768.72	837.47	733.18
II. Capital Work In Progress (Refer Note L.11.1)	63.25	321.03	59.20	325.08	-	-	-	-	325.08	63.25
Total	63.25	321.03	59.20	325.08	-	-	-	-	325.08	63.25
Total	1,506.34	484.13	59.20	1,931.27	709.91	58.81	-	768.72	1,162.54	796.42

Capital Work In Progress ageing schedule as on 31/03/2022

Particulars	Amount in CWIP for a period ended on 31/10/2022				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Project in progress					
Project- LABSA plant	304.34	4.04	-	-	308.38
Project - Solar plant	16.69	-	-	-	16.69
TOTAL	321.03	4.04			325.07

Annexure - I.11				(₹ in Lakhs)		
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022			
NON CURRENT INVESTMENTS						
(a) Trade Investments (Unquoted, at cost & fully paid up) Shares of Udaipur Poly Sacks Ltd. (a Subsidiary) 18,20,000 Nos.	819.00	-	-			
(b) Govt. Securities (Unquoted, at cost & fully paid up) National Saving Certificates VIIIth issue (Pledged with Commercial Tax Deptt., Rajasthan)	0.06	0.06	0.06			
Total	819.06	0.06	0.06			
Annexure - I.12				(₹ in Lakhs)		
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022			
LONG TERM LOANS & ADVANCES						
UNSECURED CONSIDERED GOOD						
(a) Capital Advances	97.67	97.49	275.16			
(b) Security Deposits with Govt. & Others	205.41	151.40	96.20			
Total	303.07	248.89	371.36			
Annexure - I.13				(₹ in Lakhs)		
Restated Statement of Other Non Current Assets						
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022			
In Fixed Deposits Accounts:						
With Scheduled Banks	-	-	-			
With original maturity of more than 12 months	611.71	580.03	361.72			
Total	611.71	580.03	361.72			
Annexure - I.14				(₹ in Lakhs)		
Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)						
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022			
a. Raw Materials and components	1,591.86	2,269.16	947.85			
b. Finished goods	3,424.64	2,457.93	570.19			
c. Traded goods	7.06	5.33	-			
d. Packing Material	71.35	69.00	65.52			
e. Stores and Spares	59.07	63.86	53.53			
f. Fuel	0.50	0.25	-			
g. Discarded Plant & Machinery	-	-	-			
Total	5,154.48	4,865.53	1,637.09			
Annexure - I.15				(₹ in Lakhs)		
Restated Statement of Trade receivables						
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022			
Undisputed						
Trade receivables - Considered good	5,615.75	8,685.76	5,131.50			
Total	5,615.75	8,685.76	5,131.50			
Age of receivables						
	As At 31/03/2024					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Trade receivables - Considered good	4,479.21	368.21	19.64	3.64	745.05	
Trade receivables - doubtful debt	-	-	-	-	-	
Disputed						
Trade receivables - Considered good	-	-	-	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
Total	4,479.21	368.21	19.64	3.64	745.05	
	As At 31/03/2023					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Trade receivables - Considered good	7,979.78	78.33	578.50	-	49.16	
Trade receivables - doubtful debt	-	-	-	-	-	
Disputed						
Trade receivables - Considered good	-	-	-	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
Total	7,979.78	78.33	578.50	-	49.16	
	As at 31/03/2022					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Trade receivables - Considered good	4,469.41	78.33	578.50	-	5.26	
Trade receivables - doubtful debt	-	-	-	-	-	
Disputed						
Trade receivables - Considered good	-	-	-	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
Total	4,469.41	78.33	578.50	-	5.26	

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	2,642.65	309.33	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Total	2,642.65	309.33	-	-	-
Annexure - I.16					
Restated Statement of Cash and Bank Balance (₹ in Lakhs)					
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022		
Cash and Cash Equivalents					
Cash on Hand	11.01	3.36	13.25		
Balances with Bank					
On Current Accounts:	-	-	-		
With Scheduled Banks	18.26	0.82	0.82		
Total	29.27	4.18	14.07		
Annexure - I.17					
Restated Statement of Short Term Loans And Advances (₹ in Lakhs)					
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022		
a) Loans and Advances to Related Party					
Advance to suppliers	72.84	72.34	1,508.38		
Loan to related party	-	-	5.88		
b) Loans and Advances to others					
Prepaid Expenses	31.71	3.81	-		
Prepaid Insurance	8.93	5.44	4.07		
Prepayments against Goods	218.16	155.24	94.77		
Prepayments against Services	11.38	1.27	-		
Loans to Employees	51.85	18.11	10.80		
Balances with Statutory/Government Authorities	540.08	731.82	264.60		
Total	934.95	988.03	1,888.51		
Annexure - I.18					
Restated Statement of Other current assets (₹ in Lakhs)					
Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022		
Advance Income Tax & TDS	71.13	96.85	222.13		
Discount Receivables	14.29	-	-		
Interest Accrued on Security Deposits	2.32	1.08	0.96		
Total	87.75	97.93	223.09		

Annexure - II.1			
Restated Statement of Revenue from operations			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Sale of products	68,547.82	72,485.01	49,183.58
Government Subsidy	1,870.12	4,384.35	6,531.62
Total	70,417.94	76,869.36	55,715.20
Details of Products Sold/Transferred			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Finished Goods Sold			
Single Super Phosphate (Powdered/Granulated)	2,674.39	9,473.68	10,819.33
Linear Alkyl Benzene Sulphonic Acid (LABSA)	64,485.19	66,394.67	44,230.55
Sulphuric Acid (Spent)	977.20	1,001.01	665.31
Total	68,136.77	76,869.36	55,715.20
Traded Goods Sold			
Chicory	36.39	-	-
Sulphuric Acid	374.66	-	-
Total	411.05	-	-
Total	68,547.82	76,869.36	55,715.20
State-wise Revenue Bifurcation			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Bihar	871.81	6,398.93	3,814.25
Gujarat	335.43	116.62	-
Haryana	604.42	942.38	1,193.83
Himachal Pradesh	25.72	213.67	251.14
Madhya Pradesh	1,973.33	4,731.51	4,709.20
Maharashtra	94.48	282.16	541.76
Punjab	17,885.65	21,615.96	14,413.75
Rajasthan	1,524.25	1,887.68	1,660.51
Uttar Pradesh	36,572.70	26,934.39	15,373.18
Uttarakhand	8,660.03	9,361.71	7,225.96
	68,547.82	72,485.01	49,183.58
Government subsidy	1,870.12	4,384.35	6,531.62
Total	70,417.94	76,869.36	55,715.20
Annexure - II.2			
Restated Statement of Other income			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest Income	37.78	30.42	19.60
Other Non Operating			
Foreign Exchange Difference	-	(16.26)	10.84
Excess provision of Earlier Year	84.55	-	-
Balances Write offs	-	11.06	(10.00)
Miscellaneous Income	-	-	-
Sale of Scrap	-	1.38	3.99
Rebate, Rate Difference & Shortage A/c	85.26	197.23	98.93
Other income	207.59	223.84	123.36
Annexure - II.3			
Restated Statement of Cost of materials consumed			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Inventories at the beginning of the year	2,269.16	947.85	493.86
Add: Purchases during the year	63,880.68	72,193.28	48,122.47
Add: Transferred from Branches	621.16	1,344.68	-
Add: Inter Unit Transfer -Spent Sulphuric Acid	-	-	1,322.82
	66,771.00	74,485.81	49,939.14
Less: Inter Unit Transfer - Spent Sulphuric Acid	621.16	1,344.68	1,322.82
Less: Closing stock at the end of the year	1,591.86	2,269.16	947.85
Cost of materials consumed	64,557.97	70,871.97	47,668.48
Annexure - II.4			
Restated Statement of Purchases of stock-in-trade			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Purchases of stock-in-trade			
Sulphuric acid	300.14	-	3.99
Seeds	2.59	5.33	-
Green Chicory	23.31	-	-
Purchases of stock-in-trade	326.04	5.33	3.99
Annexure - II.5			
Restated Statement of Changes in inventories of finished goods and work-in-progress			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Inventories at the end of the year:			
(a) Finished goods	3,424.64	2,457.93	570.19
(b) Traded Goods	7.06	5.33	-
	3,431.70	2,463.26	570.19
Inventories at the beginning of the year:			
(a) Finished goods	2,457.93	570.19	573.63
(b) Traded Goods	5.33	-	-
	2,463.26	570.19	573.63
Net (increase) / decrease	(968.44)	(1,893.07)	3.43

Annexure - II.6			
Restated Statement of Employee benefits expense			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
(a) Salaries and wages	340.43	329.35	225.39
(b) Staff welfare expenses	7.40	20.44	6.56
(c) Contributions to Provident and other funds	7.98	6.70	4.89
(d) House Rent Allowance	46.49	42.15	26.83
(e) Transportation Allowance	31.23	28.43	18.04
(f) Other Allowance	16.43	13.87	9.97
(g) Manager Remuneration & Commission	92.64	73.20	247.84
(h) Labour Expenses	15.59	22.82	23.66
Total	558.17	536.95	563.19
Annexure - II.7			
Restated Statement of Finance costs			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest Expense			
Working Capital Loans	339.77	213.97	155.30
Term Loan	35.50	45.43	30.82
Others	-	-	-
OTHER BORROWING COSTS:-			
Bank Commission & Charges	43.05	87.56	41.15
Processing Charges	48.23	18.99	25.69
Total	466.55	365.95	252.95
Annexure - II.8			
Restated Statement of Other expenses			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
MANUFACTURING EXPENSES			
Packing Material Consumed	98.42	246.40	267.90
Power & Fuel Expenses	151.87	305.95	415.14
General Freight Expenses	2.24	2.09	1.52
Repairs & Maintenance	471.97	721.57	345.81
Laboratory & Analysis	13.20	10.63	11.19
Other Manufacturing Expenses	15.42	29.75	32.69
SELLING AND DISTRIBUTION EXPENSES			
Freight outward	2,188.28	2,596.62	2,498.95
Rebate Shortage & Quality Claim	205.21	411.90	1,163.61
Business Promotion Expenses	56.82	132.14	84.58
Loading & Unloading Expenses	93.54	107.23	117.28
Godown Rent	23.03	5.92	0.83
Processing and Handling Charges (Chicory)	23.73	-	-
ADMINISTRATIVE AND OTHER EXPENSES			
Office Rent & Maintenance	13.70	14.95	19.00
Travelling & Conveyance	80.92	75.38	21.98
Printing and Stationery	2.72	2.51	1.81
Trunks & Telephones	0.73	0.81	0.37
Legal & Licence fees	12.76	41.22	4.67
Professional & Consultancy	81.18	58.52	31.21
Postage & Telegram	0.32	0.20	0.22
Membership & Subscription Fees	5.51	3.80	1.30
Auditors Remuneration	2.90	2.90	1.70
Insurance Expenses	9.05	3.63	3.86
Charity & Donation	1.19	0.36	-
Tender & Registration Fee	2.52	-	-
Watch & Ward Expenses	29.22	31.58	14.69
Miscellaneous Expenses	4.83	0.56	0.66
Loss on Sale of Plant & Machinery	-	-	26.28
Interest on Late deposit of Excise, Service Tax, VAT & Entry Tax	-	0.09	0.26
Interest on Late deposit of Income Tax Deducted at Source	0.61	36.52	34.94
Gst Expenses	10.39	-	-
Fines & Penalty	-	0.07	0.10
Sundry Balance Adjustments off	1.62	1.30	-
Prior Period Adjustments	2.87	3.05	-
CSR Expenses	34.00	24.10	8.08
Ineligible GST RCM	0.04	0.04	3.32
Total (A+B+C)	3,640.77	4,871.78	5,113.96
(i) Payments to the auditors comprises			
- As Auditors	2.53	2.40	1.20
- Other services	0.38	0.50	0.50
Annexure - II.9			
Restated Statement of Earning Per Equity Share			
(₹ in Lakhs)			
Particulars	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Before Exceptional Itmes			
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs)	1,347.32	1,659.53	1,616.61
2. Weighted Average number of equity shares used as denominator for calculating EPS (after bonus shares)	18,185,609	18,185,609	18,185,609
3. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share)	7.41	9.13	8.89

Notes to the Re-stated Financial Statements:**I. Additional regulatory information****(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year March 31,2024 and for the year ended on March 31, 2023, 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(b) Undisclosed income

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(c) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year March 31,2024 and for the year ended on March 31, 2023, 2022.

(d) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the financial year March 31,2024 and for the year ended on March 31, 2023, 2022.

(e) Utilisation of borrowed funds and share premium

During the financial year March 31,2024 and for the year ended on March 31, 2023, 2022 , the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the financial year March 31, 2024 and for the year ended on March 31, 2023, 2022 , 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.

(f) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**(g) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.****VI. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

II. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

III. Material Adjustments in Restated Profit & Loss Account:

The impact of the above has been suitably incorporated in the restated balance sheet.

(₹ in Lakhs)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Profit After Tax as per Books of Accounts	1,347.33	1,649.67	1,618.34
Adjustment for provision of Gratuity and Leave encashments	-	20.54	(4.56)
Adjustment for provision of Income Tax	-	(4.99)	8.65
Adjustment for provision of Deferred Tax	-	(5.70)	(5.82)
Profit After Tax as per Restated	1,347.33	1,659.53	1,616.61
Reserve & Surplus as per Books of Accounts	6,287.40	6,487.21	4,837.54
Adjustment in Profit & Loss Accounts	-	9.86	(1.73)
Adjustment in opening Balance	(6.84)	(16.70)	(14.97)
Reserve & Surplus as per Restated	6,280.56	6,480.37	4,820.84
Deferred Tax Liability as per Books of Accounts	39.01	23.61	(0.94)
Adjustment in Profit & Loss Accounts	(0.01)	5.70	5.82
Adjustment in opening Balance	-	-	-
Deferred Tax Liability as per Restated	39.00	29.31	4.88

IV. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2024 & March 31, 2023, 2022 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

V. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.**VI. Disclosure under AS - 12 Government Grants**

Subsidy received against the sale of Single Super Phosphate (SSP) at concessional rates to farmers, the subsidy received under Nutrient Based Subsidy Policy of Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India is treated as income and shown separately as Government Subsidy under the head "Revenue From Operations".

VII. Disclosure under AS - 15 Employee Benefits

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

1. The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Assumptions - Economic			
Discount Rate	7.09%	7.34%	7.44%
Salary Escalation Rate	8.00%	8.00%	8.00%
Expected Rate of Return on Assets	NA	NA	NA
Assumptions - Demographic			
Retirement Age	58 Years	58 Years	58 Years
Employee Turnover/ Withdrawal Rate	2.00%	2.00%	2.00%
Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

2. Change in the Present value of Defined Benefit obligations

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Defined Benefit Obligation, Beginning of Period	17.33	16.06	12.59
Service Cost	5.71	4.73	3.45
Interest Cost	1.27	1.05	0.77
Actual Plan Participants' Contributions	-	-	-
Actuarial (Gains)/Losses	0.76	(3.64)	2.03
Changes in Foreign Currency Exchange Rates	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-
Benefits paid	(1.15)	(0.87)	(2.79)
Past Service Cost	-	-	-
Losses / (Gains) on Curtailments/Settlements	-	-	-
Defined Benefit Obligation, End of Period	23.93	17.33	16.06

3. Change in the Fair Value of Plan Assets

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Fair value of Plan Assets, Beginning of Period	-	-	-
Expected Return on Plan Assets	-	-	-
Actual Company Contributions	-	-	-
Actual Plan Participants' Contributions	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Actuarial Gains/(Losses)	-	-	-
Benefit Paid	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-
Assets extinguished on Settlements/Curtailments	-	-	-
Fair Value of Plan Assets as at the End of the year	-	-	-

4. Actuarial Gain/Loss Recognised

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Expected Return on Plan Assets	-	-	-
Actuarial Gains/(Losses) on Plan Assets	-	-	-
Actual Return on Plan Assets	-	-	-

5. Amount in Balance sheet at Period-End

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Defined Benefit Obligation	23.93	17.33	16.06
Fair value of Plan Assets	-	-	-
Funded Status - (Surplus)/Deficit	23.93	17.33	16.06
Past Service Cost not yet Recognised	-	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-	-
(Asset)/Liability Recognised in the Balance Sheet	23.93	17.33	16.06

6. Amount recognised in Balance Sheet

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Balance Sheet (Asset)/Liability, Beginning of Period	17.33	16.06	12.59
Total Expense/(Income) Recognised in Profit & Loss	7.75	2.13	6.25
Acquisition/Business Combination/Divestiture	-	-	-
Benefit Payouts	(1.15)	(0.87)	(2.79)
Balance Sheet (Asset)/Liability, End of Period	23.93	17.33	16.06

7. Expenses recognized in Profit and loss

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Service Cost	5.71	4.73	3.45
Interest Cost	1.27	1.05	0.77
Expected Return on Plan Assets	-	-	-
Past Service Cost	-	-	-
Net Actuarial Losses/(Gains) Recognised during the period	0.76	(3.64)	2.03
(Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-	-
Total Expense/(Income) included in "Employee Benefit Expense"	7.75	2.13	6.25

8. Detail of Gratuity Expense and Provision Amount

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Current Liability	2.01	0.92	0.74
Non-current Liability	21.92	16.41	15.32
Total Liability	23.93	17.33	16.06
Total Liability at the end of the Year	23.93	17.33	16.06
Total Gratuity Expense Recognized	23.93	17.33	16.06

VIII. Disclosure under AS - 15 Leave Encashment & Compensated Absence

1. The disclosure in respect of the defined Leave Encashments are given below:

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Economic Assumptions			
Discount Rate	7.09%	7.34%	7.44%
Salary Escalation Rate	8.00%	8.00%	8.00%
Expected Rate of return of assets	NA	NA	NA
Demographic Assumptions			
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover/Withdrawal Rate	2.00%	2.00%	2.00%
Leave Availment Ratio	1.00%	1.00%	1.00%
Retirement Age	58 Years	58 Years	58 Years

2. Amount in Balance Sheet at Period-End

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Defined Benefit Obligation	8.95	5.32	4.48
Fair value of Plan Assets	-	-	-
Funded Status - (Surplus)/Deficit	8.95	5.32	4.48
Past Service Cost not yet Recognised	-	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-	-
(Asset)/Liability Recognised in the Balance Sheet	8.95	5.32	4.48

3. Amounts Recognised in Statement of Profit & Loss at Period-End

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Service Cost	2.25	0.55	0.39
Interest Cost	0.46	0.35	0.25
Expected Return on Plan Assets	-	-	-
Past Service Cost	-	-	-
Net Actuarial Losses/(Gains) Recognised during the period	1.20	0.51	0.75
(Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-	-
Total Expense/(Income) included in "Employee Benefit Expense"	3.91	1.41	1.39

4. Change in Defined Benefit Obligation during the Period

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Defined Benefit Obligation, Beginning of Period	5.32	4.48	3.39
Service Cost	2.25	0.55	0.39
Interest Cost	0.46	0.35	0.25
Actual Plan Participants' Contributions	-	-	-
Actuarial (Gains)/Losses	1.20	0.51	0.75
Changes in Foreign Currency Exchange Rates	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-
Benefits Paid	(0.28)	(0.57)	(0.30)
Past Service Cost	-	-	-
Losses / (Gains) on Curtailments/Settlements	-	-	-
Defined Benefit Obligation, End of Period	8.95	5.32	4.48

5. Reconciliation of Amounts recognised in Balance Sheet

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Balance Sheet (Asset)/Liability, Beginning of Period	5.32	4.48	3.39
Total Expense/(Income) Recognised in Profit & Loss	3.91	1.41	1.39
Acquisition/Business Combination/Divestiture	-	-	-
Benefit Payouts	(0.28)	(0.57)	(0.30)
Changes in Foreign Currency Exchange Rates	8.95	5.32	4.48

6. Current/Non-current Bifurcation

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	31/03/2022
Current Benefit Obligation	0.42	0.29	0.18
Non- Current Benefit Obligation	8.53	5.03	4.30
(Asset)/Liability Recognised in the Balance Sheet	8.95	5.32	4.48

IX. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

X. Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit.

XI. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary.

XII. Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

XIII. Director Personal Expenses

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

XIV. Deferred Tax Asset / Liability: [AS-22]

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

XV. The provisions of sec. 135 of the Companies Act, 2013 related to Corporate Social Responsibility are applicable to the company.

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	30/03/2022
Amount Required to be spent by the company during the period	33.96	20.97	8.01
Amount of expenditure incurred	34.00	24.10	8.08
Shortfall at the end of the previous year	-	-	-
Total of previous years shortfall	-	-	-
Reason for shortfall	NA	NA	NA
Nature of CSR activities	Civil & Plantation	Civil & Plantation	Civil & Plantation
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	NA	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA	NA

(a) Value of Imported and Indigenous material consumed

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	30/03/2022
(i) Raw Material			
Imported	-	677.09	790.24
Indigenous	64,557.98	70,194.88	46,878.23
TOTAL	64,557.98	70,871.97	47,668.47
(ii) Components, Spare parts & stores			
Imported			
Indigenous	471.97	721.57	345.81
TOTAL	471.97	721.57	345.81

(INR in Lakh)

Particulars	For the Period Ended		
	31/03/2024	31/03/2023	30/03/2022
(b) CIF value of Imports (on accrual basis)			
Raw Material	-	616.09	691.18
Traded Goods			
(c) Expenditure in Foreign Currency Travelling	-	-	-
(d) Earnings in foreign exchange	-	-	-
(e) Profit & Loss Account Includes Payments to Directors:			
Salaries & Allowances	92.64	73.20	52.84
Contribution to Provident Fund	0.67	0.22	0.22
Commission Payable			195.00
Other Perquisites			
TOTAL	93.31	73.42	248.06

ANNEXURE –VI

Statement of Accounting & Other Ratios, As Restated

Particulars	31/03/2024	31/03/2023	3/31/2022
Net Profit as Restated (A)	1,347.32	1,659.53	1,616.61
Add: Depreciation	144.30	95.29	58.81
Add: Finance Cost	466.55	365.95	252.95
Add: Income Tax/ Deferred Tax	552.84	579.46	557.14
Less: Other Income	(207.59)	(223.84)	(123.36)
EBITDA	2,303.42	2,476.39	2,362.15
EBITDA Margin (%)	3.27%	3.22%	4.24%
Net Worth as Restated (B)	8,099.12	6,751.80	5,092.27
Return on Net worth (%) as Restated (A/B)	16.64%	24.58%	31.75%
Equity Share at the end of year (in Nos.) (C)	18,185,609	2,714,270	2,714,270
Weighted No. of Equity Shares Considering Bonus Impact (after considering Bonus Impact with retrospective effect) (D)	18,185,609	18,185,609	18,185,609
Basic & Diluted Earnings per Equity Share as Restated (A/C)	7.41	61.14	59.56
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/D)	7.41	9.13	8.89
Net Asset Value per Equity share as Restated (B/C)	44.54	248.75	187.61
Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/D)	44.54	37.13	28.00

Note:-

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The company has been allotted 57 (Fifty-Seven) bonus shares for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by the Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Sr. No.	Ratio	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
1	Current Ratio	1.49	1.43	1.66
2	Debt-Equity Ratio	0.50	0.23	0.36
3	Debt Service Coverage Ratio	4.48	6.92	7.84
4	Return on Equity (ROE)(%)	18.14%	28.02%	37.74%
5	Inventory Turnover Ratio	12.76	21.22	33.61
6	Trade receivables turnover ratio	9.85	11.13	13.78
7	Trade payables turnover ratio	12.81	17.45	44.02
8	Net capital turnover ratio	17.00	19.36	17.57
9	Net profit ratio(%)	1.91%	2.16%	2.90%
10	Return on capital employed (ROCE)(%)	20.94%	31.00%	42.08%
11	Return on investments(%)	16.64%	24.58%	31.75%

Sr. No.	Ratio	As At 31/03/2024	Notes	As at March 31, 2023	Notes
1	Current Ratio	3.85%		-13.62%	
2	Debt-Equity Ratio	117.98%	Refer A-1	-36.74%	Refer B-1
3	Debt Service Coverage Ratio	-35.26%	Refer A-2	-11.77%	Refer B-2
4	Return on Equity (ROE)(%)	-35.25%		-25.74%	Refer B-3
5	Inventory Turnover Ratio	-39.87%	Refer A-3	-36.88%	
6	Trade receivables turnover ratio	-11.49%		-19.28%	
7	Trade payables turnover ratio	-26.62%	Refer A-4	-60.35%	Refer B-4
8	Net capital turnover ratio	-12.19%		10.16%	
9	Net profit ratio(%)	-11.37%	Refer A-5	-25.60%	Refer B-5
10	Return on capital employed (ROCE)(%)	-32.45%		-26.32%	Refer B-6
11	Return on investments(%)	-32.32%		-22.58%	Refer B-7

Note : A Reasons for Variations:

- 1 Debt-Equity Ratio : It is decreased as the company has repaid its debt
- 2 Debt Service Coverage Ratio : It is increased as overall operating profit of company is increased
- 3 Inventory Turnover Ratio : It is decreased due to increased in purchase stock in trade
- 4 Trade payables turnover ratio : It is decreased due to increase in Trade payables
- 5 Net profit ratio(%) :It is decreased as overall expenses of company is increased

Note : B Reasons for Variations:

- 1 Debt-Equity Ratio : It is increased as the company has borrowed debt
- 2 Debt Service Coverage Ratio : It is increased as overall operating profit of company is increased
- 3 Return on Equity (ROE)(%) : It is increased as overall operating profit of company is increased
- 4 Trade payables turnover ratio : It is increased due to increase in Average Trade payables
- 5 Net profit ratio(%) :It is increased as overall operating profit of company is increased
- 6 Return on capital employed (ROCE)(%) : It is increased due to increased in EBITDA
- 7 Return on investments(%) : It is increased as overall operating profit of company is increased

ANNEXURE –IX

Statement of Related Party & Transactions :

List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1	Ravindra Singh	Chairman cum Managing Director
2	Rushil Arora	Director
3	Rohit Parmar	Director/CFO
4	Smt. Surjeet Kaur	Relative of KMP
5	Smt. Mamta Arora	Relative of KMP
6	Rushita Arora	Relative of KMP
7	S.K. Chemicals (proprietary concern of Mrs. Surjeet Kaur)	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence
8	Udaipur Poly Sacks Limited	
9	Adheeshaa Carriers (Partnership Firm)	
10	Avantika Phosphates Limited	
11	Conic Metal & Mining private Limited	
12	Elysian Hotels private Limited	
13	Indian Surfactants Limited	
14	Consolidated Earth Movers private Limited	
15	Consolidated Mines Private Limited	
16	Arora Mining Exploration private Limited	
17	Drill Well Cement private Limited	
18	Satguru Mining Private Limited	
19	Earth Mover (Partnership Firm)	
20	Step by Step Sansthan-Trust	

(₹ in Lakhs)

Transactions during the year:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Sale of Goods			
Udaipur Poly Sacks Limited	791.47	1,001.01	665.31
Elysian Hotels private Limited	18.90		
Purchase of Goods			
S.K. Chemicals	21,929.74	47,596.87	19,449.72
Udaipur Poly Sacks Limited	-	31.73	7.16
Investment (Purchase of Shares/Securities)			
Udaipur Poly Sacks Limited	819.00	-	-
Loan received from Related Parties			
S.K. Chemicals	2,413.71	10,385.31	12,136.43
Udaipur Poly Sacks Limited	866.21	6,500.62	4,048.33
Rushita Arora	-	25.00	-
Step By Step Sansthan	20.00	-	-
Ravindra Singh		1.50	8.00
Loan Repaid to Related Parties			
S.K. Chemicals	2,413.71	10,385.31	12,136.43
Udaipur Poly Sacks Limited	857.95	6,500.62	4,048.33
Rushita Arora	-	25.00	-
Step By Step Sansthan	20.00	-	-
Ravindra Singh	-	9.50	-
Loan/Advances given to Related Party-Individual/Firm			
Rushil Arora	77.57	130.93	-
Ravindra Singh	921.55	116.50	40.00
Smt. Mamta Arora	9.94		
Loan/Advances received back from Related Party-			
Rushil Arora	83.45	125.05	-
Ravindra Singh	921.55	116.50	40.00
S.K. Chemicals	-	-	-
Smt. Mamta Arora	9.94		
Advances given to associate body corporate			
Indian Surfactants Limited	-	-	0.38
Advances received back from associate body corporate			
Indian Surfactants Limited	-	-	0.38
Facility Usage Charges			
S.K. Chemicals	0.40	-	-
Adheeshaa Carriers	1,631.25	1,923.70	1,776.69
Ravindra Singh	-	-	-
Smt. Mamta Arora	1.08	1.27	1.17
Commission Paid			
Ravindra Singh	-	-	195.00
Remuneration			
Ravindra Singh	42.00	42.00	42.00
Rushil Arora	31.20	31.20	10.84
Rohit Parmar	19.44	-	-

Closing Balances at the year end:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Trade receivables			
Udaipur Poly Sacks Limited	420.04	93.42	3.49
Trade payable			
S.K. Chemicals	631.00	5,512.32	-
Adheeshaa Carriers	6.43	6.60	-
Mamta Arora		-	0.16
Remuneration/Salary Payable			
Ravindra Singh	2.43	7.53	195.24
Rushil Arora	-	-	1.82
Advance given to Suppliers			
S.K. Chemicals	-	-	1,372.57
Drill Well Cement private Limited	72.34	72.34	72.34
Adheeshaa Carriers	0.51	-	63.47
Outstanding Business Advances/Loans			
Rushil Arora	-	5.88	-
Outsatnding Loans			
Ravindra Singh	-	-	8.00

ANNEXURE –VII

Statement of Capitalization, As Restated

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	31/03/2024	
Debt :		
Long Term Debt	131.58	[●]
Short Term Debt	3,883.34	[●]
Total Debt	4,014.92	-
Shareholders Funds		
Equity Share Capital	1,818.56	[●]
Reserves and Surplus	6,280.56	[●]
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	8,099.12	[●]
Long Term Debt/ Shareholders' Funds	0.02	[●]
Total Debt / Shareholders Fund	0.50	[●]
*Note:-		
1) "The post issue figures are as on 31.03.2024"		
2) "The post issue figures are not available since issue price is not yet finalized"		

ANNEXURE –VIII			
Statement of Tax Shelter, As Restated			(₹ in Lakhs)
Particulars	As At		
	31/03/2024	31/03/2023	31/03/2022
Profit Before Tax as per books of accounts (A)	1,900.16	2,238.99	2,173.75
-- Normal Tax rate	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate	NA	NA	NA
Permanent differences			
Other adjustments	50.51	86.76	35.37
Prior Period Item	-	-	-
Total (B)	50.51	86.76	35.37
Timing Differences			
Depreciation as per Books of Accounts	144.30	95.29	58.81
Depreciation as per Income Tax	286.15	235.11	78.19
Difference between tax depreciation and book depreciation	(141.85)	(139.82)	(19.38)
Other adjustments		-	4.56
Deduction under chapter VI-A			-
Total (C)	(141.85)	(139.82)	(14.83)
Net Adjustments (D = B+C)	(91.35)	(53.06)	20.54
Total Income (E = A+D)	1,808.81	2,185.93	2,194.30
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Taxable Income/ (Loss) for the year/period (E+F)	1,808.81	2,185.93	2,194.30
Tax Payable for the year	455.24	550.16	552.26
Tax payable as per MAT	NA	NA	NA
Tax expense recognised	455.24	550.16	552.26
Tax payable as per normal rates or MAT (whichever is higher)	Income Tax	Income Tax	Income Tax

ANNEXURE –X**Statement of Dividends**

No Dividend Paid till Date

ANNEXURE –XI**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under audit

ANNEXURE –XII**Contingent Liabilities & Capital Commitment:**

a.Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lakhs)

Particulars	31/03/2024	31/03/2023	31/03/2022
Guarantees given by Compa'n's Banker on behlaf of Company*	296.75	296.75	NIL
Letter of credits outstanding	467.86	1026.34	545.00
Corporate guarantee given by company to Banker of M/s Elysian Hotels Pvt Ltd (Related Party)	10500.00	NIL	NIL
Outstanding Demand of Income Tax for the AY 2011-12	109.64	109.64	109.64
Outstanding Interest Liability of Income Tax for the AY 21-22	-	0.23	-
Show-cause Notice u/s 73 of CGST Act, 2017 for the FY 18-19	196.73	196.73	196.73
Demand of TDS	3.09	3.09	3.09
Total	11574.07	1632.78	854.46

* Guarantees given by Company's Banker on behalf of the Company - Rs. 296.75 Lakhs (Previous Year Rs. 296.75 Lakhs) and margin given there against Rs. 260.18 Lakhs (Previous Year Rs. 247.30 Lakhs).

(₹ in Lakhs)

Capital Commitment	31/03/2024	31/03/2023	31/03/2022
NIL	NIL	NIL	NIL

**Independent Auditor’s Examination report on
Restated Consolidated Financial Information of Indian Phosphate Limited**

**To,
The Board of Directors
Indian Phosphate Limited,
Plot 638, Sector-11, Udaipur City,
Udaipur, Girwa, Rajasthan, India, 313001**

Dear Sir,

1. We have examined the attached Restated Consolidated Financial Information of **INDIAN PHOSPHATE LIMITED** (the “Company” or the “Issuer”), comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31 ,2024, the Restated Consolidated Statements of Profit and Loss , the Restated Consolidated Cash Flow Statement for the years ended March 31, 2024, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Consolidated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on August 17, 2024 for the purpose of inclusion in the Red Herring Prospectus / Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”).
2. These restated Summary Statement have been 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 (“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”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Rajasthan and the NSE EMERGE in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Consolidated Financial Information. The Board of Directors’ responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Consolidated 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 February 21,2024 in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial 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 IPO.
5. These Restated Consolidated Financial Information have been compiled by the management from the Audited

Consolidated Financial Statements of the Company for the financial years ended on March 31, 2024, which has been approved by the Board of Directors.

- a) We have not audited the Consolidated financial statements of the company as at March 31, 2024, which were prepared by the company in accordance with Indian Accounting Standard (Indian GAAP).
 - b) We have relied upon Statutory Audited Consolidated financial statements of the Company for the years ended March 31, 2024, prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on August 14, 2024.
6. For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by statutory auditor dated August 14, 2024, on the Consolidated Financial statements of the company for the years ended March 31, 2024, as referred in Paragraph 5 above.

The audits for the financial period ended on March 31, 2024, were conducted by the Company's auditors M/s K. L. VYAS and Company, Chartered Accountants, and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated consolidated statements of profit and loss and consolidated cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the " Restated Consolidated Financial Information" examined by them for the said year.

7. Based on our examination and according to the information and explanations given to us, we report that:

- a) The "**Restated Consolidated Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at and for the year ended on March 31, 2024, are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- b) The "**Restated Consolidated Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at and for the year ended on March 31, 2024, are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- c) The "**Restated Consolidated Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company as at and for the year ended on March 31, 2024 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
- g) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended on March 31, 2024 which would require adjustments in this Restated Financial Statements of the Company;
- i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV** to this report;

- j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
- k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the year ended on March 31, 2024 proposed to be included in the Offer Documents.

Annexure No.	Particulars
I	Restated Consolidated Statement of Assets & Liabilities
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surplus
I.3	Restated Statement of Minority Interest
I.4	Restated Statement of Long-Term Borrowings
I.5	Restated Statement of Deferred Tax Liabilities
I.6	Restated Statement of Long-term provisions
I.7	Restated Statement of Short-term borrowings
I.8	Restated Statement of Trade Payable
I.9	Restated Statement of Other Current Liabilities
I.10	Restated Statement of Short-Term Provisions
I.11	Restated Statement of Property, Plant & Equipment and Intangible Assets
I.12	Restated Statement of Non-Current Investments
I.12.1	Restated Statement of Goodwill on Consolidation
I.13	Restated Statement of Long-Term Loans & Advances
I.14	Restated Statement of Other Non-current Assets
I.15	Restated Statement of Inventories
I.16	Restated Statement of Trade Receivable
I.17	Restated Statement of Cash & Cash Equivalent
I.18	Restated Statement of Short-Term Loans and Advances
I.19	Restated Statement of Other Current Assets
II	Restated Consolidated Statement of Profit & Loss
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Cost of Material Consumed
II.4	Restated Statement of Purchases of stock-in-trade
II.5	Restated Statement of Changes in Inventories of finished goods and work-in-progress
II.6	Restated Statement of Employees Benefit Expenses
II.7	Restated Statement of Finance Cost
II.8	Restated Statement of Other Expenses
II.9	Restated Statement of Earnings per equity share
Other Annexures:	
III	Restated Consolidated Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated

Annexure No.	Particulars
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities & Capital Commitments

9. We, M/s. S V J K and Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till November 30, 2026.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited financial statements mentioned in paragraph 5 above.
11. 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.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. 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, the stock exchanges and Registrar of Companies, Rajasthan in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, S V J K and Associates
(Erstwhile A S R V & Co.)
Chartered Accountants
Firm Reg. No: 135182W
PRC No:014698

Reeturaj Verma
Partner
Membership No:193591

Place: Ahmedabad
Date: 17th August, 2024
UDIN: 24193591BKAFOY5858

ANNEXURE - I
RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES

(₹ in Lakhs)

	Particulars	Note	As At 31/03/2024
I	EQUITY AND LIABILITIES		
	1. Shareholders' funds		
	(a) Share Capital	I.1	1,818.56
	(b) Reserves and surplus	I.2	6,244.91
	2. Minority Interest	I.3	1,824.47
	3. Non-current liabilities		
	(a) Long-term borrowings	I.4	1,790.12
	(b) Other Non-current liabilities		-
	(c) Deferred tax liabilities	I.5	-
	(d) Long-term provisions	I.6	77.57
	4. Current liabilities		
	(a) Short-term borrowings	I.7	7,013.60
	(b) Trade payables	I.8	
	i) Due to MSME		72.55
	ii) Due to Others		5,107.12
	(c) Other current liabilities	I.9	994.86
	(d) Short-term provisions	I.10	574.84
	TOTAL		25,518.60
II.	ASSETS		
	1. Non-current assets		
	(a) Property Plant & Equipments and Intangible Assets		
	(i) Property Plant & Equipments	I.11	3,950.01
	(ii) Capital work-in-progress		650.02
	(b) Non-current investments	I.12	0.09
	(c) Goodwill on Consolidation	I.12.1	142.32
	(d) Deferred Tax Asset (net)	I.5	133.89
	(e) Long-term loans and advances	I.13	463.33
	(f) Other Non Current Assets	I.14	1,212.59
	2. Current assets		
	(a) Inventories	I.15	8,788.22
	(b) Trade receivables	I.16	7,960.23
	(c) Cash and cash equivalents	I.17	31.92
	(d) Short-term loans and advances	I.18	2,093.44
	(e) Other Current Assets	I.19	92.54
	TOTAL		25,518.60

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

For and on behalf of the Board of Directors
INDIAN PHOSPHATE LIMITED

Reeturaj Verma
Partner
M No.193591

Ravindra Singh Rushil Arora
Managing Director Director
(DIN : 01373396) (DIN : 09440272)

UDIN: 24193591BKAFOY5858

Rohit Parmar Khushboo Sharma
CFO Company secretary
(DIN:07492000) (PAN : EARPS6808D)

Place: Ahmedabad
Date : 17th August, 2024

Place: Udaipur
Date : 17th August, 2024

ANNEXURE - II
RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

	Particulars	Note	For the year ended 31/03/2024
I	Revenue from operations	II.1	71,487.02
II	Other Income	II.2	270.79
III	Total Income (I+II)		71,757.81
	Expenses:		
	(a) Cost of materials consumed	II.3	65,368.90
	(b) Purchases of stock-in-trade	II.4	326.04
	(c) Changes in inventories of finished goods and work-in- progress	II.5	(971.32)
	(d) Employee benefits expense	II.6	636.90
	(e) Finance costs	II.7	522.52
	(f) Depreciation and amortisation expense	I.10	163.67
	(g) Other expenses	II.8	3,933.42
IV	Total expenses		69,980.13
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,777.68
VI	Exceptional Items		-
VII	Profit /(Loss) before tax (V-VI)		1,777.68
VIII	Tax expense:		
	(a) Current tax expense		455.24
	(b) Deferred tax charge/(credit)		53.65
	(c) Previous Year Tax		58.58
			567.47
IX	Profit after tax for the year (VII-VIII)		1,210.21
	Profit/(loss) attriuted to Minority Shareholders		(101.47)
	Profit/(loss) attriuted to Majority Shareholders		1,311.68
			1,210.21
XII	Earnings per share (face value of ₹ 10/- each):	II.9	
	(a) Basic (in ₹)		6.65
	(b) Diluted (in ₹)		6.65

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

For and on behalf of the Board of Directors
INDIAN PHOSPHATE LIMITED

Reeturaj Verma
Partner
M No.193591
UDIN: 24193591BKAF0Y5858

Ravindra Singh
Managing Director
(DIN : 01373396)

Rushil Arora
Director
(DIN : 09440272)

Rohit Parmar
CFO
(DIN:07492000)

Khushboo Sharma
Company secretary
(PAN : EARPS6808D)

Place: Ahmedabad
Date : 17th August, 2024

Place: Udaipur
Date : 17th August, 2024

ANNEXURE - III
RESTATED CONSOLIDATED STATEMENT OF CASH FLOW

(₹ in Lakhs)

Particulars	For the period ended 31-03-2024
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before Extraordinary items	1,777.68
Adjustment For:	
(a) Depreciation and Amortization	163.67
(b) Interest Charges	522.52
(C) Interest Received	(53.33)
Operating Profit before Working Capital Changes	2,410.54
Adjustment For :	
(a) (Increase)/Decrease in Inventories	(3,922.69)
(b) (Increase)/Decrease in Trade Receivables	725.53
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(1,291.39)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(2,281.87)
CASH GENERATED FROM OPERATIONS	(4,359.87)
Less : Direct Taxes paid	(567.47)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(4,927.35)
NET CASH FROM OPERATING ACTIVITIES (A)	(4,927.35)
B. CASH FLOW FROM INVESTING ACTIVITIES	
(a) Sales / (Addition) in Fixed Assets & WIP	(2,826.67)
(b) (Increase) / Decrease in Investment	(0.03)
(c) (Increase) / Decrease in Non Current Assets	(632.56)
(d) Interest Received	53.33
NET CASH FROM INVESTING ACTIVITIES (B)	(3,405.93)
C. CASH FLOW FROM FINANCING ACTIVITIES	
(a) Increase/(Decrease) in Long Term Borrowings	1,473.12
(b) Increase/(Decrease) in Short Term Borrowings	5,795.12
(c) Issue of Share Capital	-
(d) Increase / (Decrease) in Long Term Provisions	56.13
(e) Interest Paid	(522.52)
Consolidated Adjustments for Current Year	1,559.18
NET CASH FLOW IN FINANCING ACTIVITIES (C)	8,361.03
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	27.75
OPENING BALANCE – CASH & CASH EQUIVALENT	4.18
CLOSING BALANCE - CASH & CASH EQUIVALENT	31.92

As per our Report of even date

For S V J K and Associates
Chartered Accountants
Firm's Registration No: 135182W

Reeturaj Verma
Partner
M No.193591
UDIN: 24193591BKAF0Y5858

Place: Ahmedabad
Date : 17th August, 2024

For and on Behalf of the Board
INDIAN PHOSPHATE LIMITED

Ravindra Singh
Managing Director
(DIN : 01373396)

Rohit Parmar
CFO
(DIN:07492000)

Place: Udaipur
Date : 17th August, 2024

Rushil Arora
Director
(DIN : 09440272)

Khushboo Sharma
Company secretary
(PAN : EARPS6808D)

Annexure - I.1

Restated Statement of Share Capital

(₹ in Lakhs)

Particulars	As At 31/03/2024
Authorised Capital	
No. of Equity Shares of ₹ 10/- each	2,50,00,000
Authorised Equity Share Capital In Rs.	2,500.00
Issued, Subscribed & Fully Paid up	
No. of Equity Shares of ₹ 10/- each	1,81,85,609
Issued, Subscribed & Fully Paid up Share Capital In Rs.	1,818.56
Total	1,818.56

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As At
	31/03/2024
	Number of Shares
Shares outstanding at the beginning of the year	27,14,270
Add:-Shares Issued during the year	
Fresh Issue	-
Bonus Shares Issued	1,54,71,339
Less:Shares bought back during the year	
Other Changes (give details)	-
Shares outstanding at the end of the year	1,81,85,609

1. The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

2. Board of Directors in its meeting held on January 23, 2024 approved issue of 57 (Fifty-Seven) bonus shares fully paid for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As At 31/03/2024
Mr. Ravindra Singh	
Number of Shares	1,43,44,700
% of Holding	78.88%
Ms. Mamta Arora	
Number of Shares	18,29,770
% of Holding	10.06%
Mr. Rushil Arora	
Number of Shares	10,05,737
% of Holding	5.53%
Mr. Rushita Arora	
Number of Shares	10,05,000
% of Holding	5.53%

Details of Promoters holding shares:-

Name of Shareholder	As At 31/03/2024
Mr. Ravindra Singh	
Number of Shares	1,43,44,700
% of Holding	78.88%
Ms. Mamta Arora	
Number of Shares	18,29,770
% of Holding	10.06%
Mr. Rushil Arora	
Number of Shares	10,05,737
% of Holding	5.53%
Mr. Rushita Arora	
Number of Shares	10,05,000
% of Holding	5.53%

% Change during the period: During the period there is 10.35% change in Promoter's share holding.

Annexure - I.2

Restated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As At 31/03/2024
a. General Reserve Account	-
b. Surplus in Statement of Profit & Loss A/c	-
Opening balance	6,480.36
(+) Net Profit For the current year	1,311.68
: Less Bonus Shares Issued	1,547.13
Net Surplus in Statement of Profit and Loss	6,244.91
Total	6,244.91

Annexure - I.3

Restated Statement of Minority Interest

(₹ in Lakhs)

Particulars	As At 31/03/2024
Balance as per Balance Sheet as on 12/02/2024	1,925.94
Add: Profit/(Loss) for the year	(101.47)
Less : Appropriations of Equity paid shares	-
Total	1,824.47

Annexure - I.4

Restated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As At 31/03/2024
Secured Loans	-
From Bank	-
Indian Overseas Bank	443.28
Less: Current Maturity of Long Term Debt	(241.66)
	201.62
Unsecured Loans	
From Directors, their relatives and firms	1,588.50
From Members	-
	1,588.50
Total	1,790.12

* Secured by second charge with the existing credit facilities in terms of cash flows and security.

#GECL1 loan is repayable in 35 monthly installments of Rs. 10.90 Lakhs each and last installment of Rs. 10.50 Lakhs, with an initial holiday period of 12 months from the date of first disbursement.

#GECL2 loan is repayable in 36 monthly installments of Rs.5.44 Lakhs each with a initial holiday holiday period of 24 months from the date of first disbursement.

Lender	Nature of Loan	Sanctioned Amount (Rs. In Lakhs)	Outstanding as on 31/03/2024 (Rs. In Lakhs)	Period of Repayment	Rate of Interest	Collateral Security
Indian Overseas Bank	GECL Loan	392.00	119.69	repayable in 35 monthly installments of Rs. 10.90 Lakhs each and last installment of Rs. 10.50 Lakhs	RLLR(6.85%*)+1.00%=7.85% Presently *RLLR = Reporate 4% + Mark-up 2.85% = 6.85% #ROI = 9.25%	1. Equitable Mortgage of Factory Land & Building (Unit I & II) 2. Hypthecation of Plant & Machinery of the company (Unit I & Unit II)
Indian Overseas Bank	GECL Loan	196.00	*323.59	repayable in 36 monthly installments of Rs.5.44 Lakhs each	RLLR(6.85%*)+1.00%=7.85% Presently *RLLR = Reporate 4% + Mark-up 2.85% = 6.85% #ROI = 9.25%	1. Equitable Mortgage of Factory Land & Building (Unit I & II) 2. Hypthecation of Plant & Machinery of the company (Unit I & Unit II)

ROI will be 1% above RLLR (RLLR presently 6.85%) and so present effective rate 7.85% pa. (Subject to maximum of 9.25% p.a. during entire tenor of the loan.)

Guarantee:

The entire credit limit enjoyed by the company would carry unconditional personal guarantee of the following:

Name	Relationship	(Rs in Lakhs)	
		Worth	Worth as on
Mr. Pritam Singh	Director	255.00	20.03.2019
Mr Ravindra Singh	Director	245.00	20.03.2019
Mr Devendra Singh	Director	299.00	20.03.2019

Further Collaterally secured by corporate guarantee of extension of M/s. Udaipur Polysacks Ltd.

Annexure - I.5**Restated Statement of Deferred Tax Liability****(₹ in Lakhs)**

Particulars	As At 31/03/2024
Deferred Tax Liability	
On account of timing difference in Depreciation	478.71
Deferred Tax Assets	
On account of timing difference Expenses Disallowed U/s. 43B of I.T. Act., 1961	(216.40)
MAT Credit Carried Forward	(396.20)
Total	(133.89)

Annexure - I.6**Restated Statement of Long Term Provision****(₹ in Lakhs)**

Particulars	As At 31/03/2024
<u>(a) Provision for Employee Benefits</u>	
Provision for Gratuity	55.47
Provision for Leave Encashment	22.10
Total	77.57

Annexure - I.7**Restated Statement of Short Tem Borrowings****(₹ in Lakhs)**

Particulars	As At 31/03/2024
<u>SECURED LOAN</u>	
From Banks	
<u>Working Capital Facilities</u>	-
<u>From Indian Overseas Bank *#</u>	
Cash Credit	6,771.94
Current Maturities of Long Term Borrowings	241.66
<u>UNSECURED LOANS</u>	
From Directors & their Relative	-
Total	7,013.60

i) Terms of Repayment :

Working capital loan from bank is repayable on demand

ii) Nature of Security with bank :**i) Primary Security:**

- * Secured by First Charge by way of Hypothecation of Stocks of Raw Material, Finished Good Semi-Finished Goods, Work-in-Progress and Stores & Spares lying at Factory & Godowns and Book Debts, both present & future.
- * Primary Security held under Term Loan for Indian Overseas Bank is to continue as a Collateral Security for Working Capital Limits.

ii) Collateral:

- # Further Collaterally secured by corporate guarantee of extension of M/s. Udaipur Polysacks Ltd.

iii) Interest

The above loan carried interest rate in the range of 9.5% - 11.5%

Annexure - I.8					
Restated Statement of Trade Payable					(₹ in Lakhs)
Particulars					As At 31/03/2024
Micro, Small and Medium Enterprises					72.55
Others than Micro, Small and Medium Enterprises					5,527.16
Less:					
(a) Trade Payables having scheduled payment beyond 12 Months after the reporting date					-
(b) Holding Company balances					(420.04)
Total					5,179.67
(a) Ageing schedule:					
Balance as at 31st March, 2024					(₹ in Lakhs)
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	72.55	-	-	-	
(ii) Others	5,007.64	54.10	12.20	33.18	
(iii) Disputed dues - MSME	-	-	-	-	
(iv) Disputed dues - Others	-	-	-	-	
Total	5,080.19	54.10	12.20	33.18	
(b) Dues payable to Micro and Small Enterprises:					
					(₹ in Lakhs)
Particulars					As At 31/03/2024
Principal amount remaining unpaid to any supplier as at the year end					-
Interest due on the above mention principal amount remaining unpaid to any					-
Amount of the interest paid by the Company in terms of Section 16					-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act					-
Amount of interest accrued and remaing unpaid at the end of the accounting					-
Annexure - I.9					
Restated Statement of Other Current Liabilities					(₹ in Lakhs)
Particulars					As At 31/03/2024
(a) Interest accrued but not due on borrowings					-
(b) Other Payables					
Advances from Customers				738.32	
Creditors for Capital Goods				7.61	
Income Tax deducted at source				24.72	
Gst Payable				19.59	
Other payable				204.62	
Total				994.86	
Annexure - I.10					
Restated Statement Short Term Provisions					(₹ in Lakhs)
Particulars					As At 31/03/2024
(a) Provision for Employee Benefits					
Provision for Salary & Wages				81.16	
Provision for Gratuity & Lease Encashment				1.05	
Provision for PF & ESIC				2.79	
				(a)	
				85.00	
(b) Other Provisions					
Provision for Expenses				33.46	
Provision for Tax				456.38	
				(b)	
				489.84	
Total (a+b)					574.84

Annexure - I.11

Restated Statement of Property Plant & Equipment

(₹ in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2023	Additions	Disposals	Balance as at 31 March 2024	Balance as at 1 April 2023	Additions	Depreciation charge for the year	On disposals	Balance as at 31 March 2024	Balance as at 31 March 2024	Balance as at 31 March 2023
I. Property Plant & Equipment											
LEASE HOLD LAND	159.15	439.37	-	598.52	-	-	-	-	-	598.52	159.15
FACTORY BUILDING	716.80	1,440.18	-	2,156.98	243.96	540.92	27.19	-	812.07	1,344.91	472.84
PLANT & MACHINERY	1,325.72	1,764.62	-	3,090.34	471.77	1,016.09	88.55	-	1,576.41	1,513.93	853.95
SOLAR POWER GENERATION PLANT	301.74	-	-	301.74	6.06	-	19.17	-	25.23	276.51	295.68
POLLUTION CONTROL EQUIPMENT	26.70	-	-	26.70	21.88	-	0.51	-	22.39	4.31	4.82
LABORATORY EQUIPMENTS	3.99	23.46	-	27.45	3.55	14.51	0.51	-	18.57	8.88	0.44
FURNITURE & FIXTURES	124.82	92.60	-	217.42	48.36	30.11	11.55	-	90.02	127.40	76.46
VEHICLES	67.28	2.05	-	69.33	37.75	1.92	4.33	-	44.00	25.33	29.53
OFFICE EQUIPMENTS	25.38	29.12	-	54.50	9.57	16.75	4.94	-	31.26	23.24	15.81
DATA PROCESSING MACHINE (Including Computers)	31.77	30.44	-	62.21	21.11	7.18	6.91	-	35.20	27.01	10.66
Total Tangible Assets	2,783.35	3,821.84	-	6,605.19	864.01	1,627.48	163.66	-	2,655.15	3,950.01	1,919.34
II. Capital Work In Progress	17.71	650.03	17.72	650.02						650.02	17.71
Total	17.71	650.03	17.72	650.02	-	-	-	-	-	650.02	17.71
Total	2,801.06	4,471.87	17.72	7,255.21	864.01	1,627.48	163.66	-	2,655.15	4,600.03	1,937.05

Capital Work In Progress ageing schedule as on 31/03/2024

Particulars	Amount in CWIP for a period ended on 31/03/2024				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Project in progress					
Project- Dhule Plant	206.67	-	-	-	206.67
Project - Cuddalore TamilNadu	223.00	-	-	-	223.00
Capital Work In Progress - P&M	165.38	-	-	-	165.38
Capital Work In Progress - Building	54.98	-	-	-	54.98
TOTAL	650.02				650.02

Annexure - I.12		(₹ in Lakhs)			
Particulars		As At 31/03/2024			
NON CURRENT INVESTMENTS					
(a) Govt. Securities (Unquoted, at cost & fully paid up) National Saving Certificates VIIIth issue (Pledged with Commercial Tax Deptt., Rajasthan)		0.09			
Total		0.09			
Annexure - I.12.1		(₹ in Lakhs)			
Particulars		As At 31/03/2024			
GODWILL ON CONSOLIDATION					
On aquisition of Subsidiary		142.32			
Total		142.32			
Annexure - I.13		(₹ in Lakhs)			
Particulars		As At 31/03/2024			
LONG TERM LOANS & ADVANCES					
UNSECURED CONSIDERED GOOD					
(a) Capital Advances		97.67			
(b) Security Deposits with Govt. & Others		329.74			
(c) Advances recoverable in cash or kind or for value to be received		35.92			
Total		463.33			
Annexure - I.14		(₹ in Lakhs)			
Restated Statement of Other Non Current Assets					
Particulars		As At 31/03/2024			
In Fixed Deposits Accounts:					
With Scheduled Banks		-			
With original maturity of more than 12 months		1,212.59			
Total		1,212.59			
Annexure - I.15		(₹ in Lakhs)			
Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)					
Particulars		As At 31/03/2024			
a. Raw Materials and components		2,231.87			
b. Finished goods		6303.92			
c. Traded goods		7.06			
d. Packing Material		130.89			
e. Stores and Spares		113.98			
f. Fuel		0.50			
Total		8,788.22			
Restated Statement of Trade receivables		(₹ in Lakhs)			
Particulars		As At 31/03/2024			
Undisputed					
Trade receivables - Considered good		8,380.27			
Less - Trade receivable due from Subsidiary		(420.04)			
Total		7,960.23			
Age of receivables		As At 31/03/2024			
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	6,893.26	31.44	62.13	3.31	970.09
Trade receivables - doubtful debt	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Total	6,893.26	31.44	62.13	3.31	970.09

Annexure - I.17	
Restated Statement of Cash and Bank Balance	
(₹ in Lakhs)	
Particulars	As At 31/03/2024
Cash and Cash Equivalents	
Cash on Hand	13.38
Balances with Bank	
On Current Accounts:	-
With Scheduled Banks	18.54
Total	31.92
Annexure - I.18	
Restated Statement of Short Term Loans And Advances	
(₹ in Lakhs)	
Particulars	As At 31/03/2024
a) Loans and Advances to Related Party	
Advance to suppliers	72.84
Loan to related party	-
b) Loans and Advances to others	
Prepaid Expenses	47.52
Prepaid Insurance	8.93
Prepayments against Goods	279.94
Prepayments against Services	11.38
Loans to Employees	62.40
Balances with Statutory/Government Authorities	1,610.43
Total	2,093.44
Annexure - I.19	
Restated Statement of Other current assets	
(₹ in Lakhs)	
Particulars	As At 31/03/2024
Advance Income Tax & TDS	75.93
Discount Receivable	14.29
Interest Accrued on Security Deposits	2.32
Total	92.54

Annexure - II.1	
Restated Statement of Revenue from operations	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Sale of products	69,236.16
Government Subsidy	2,250.86
Total	71,487.02
Details of Products Sold/Transferred	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Finished Goods Sold	
Single Super Phosphate (Powdered/Granulated)	3,466.27
Linear Alkyl Benzene Sulphonic Acid (LABSA)	64,485.19
Dilute Sulphuric Acid (Spent)	873.65
Total	68,825.11
Traded Goods Sold	
Chicory	36.39
Sulphuric Acid	374.66
Total	411.05
Total	69,236.16
Annexure - II.2	
Restated Statement of Other income	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Interest Income	53.33
Security Deposits	5.64
Other Income	-
Other Non Operating	
Excess provision of Earlier Year	82.95
Balances Write offs	43.61
Rebate, Rate Difference & Shortage A/c	85.26
Total	270.79
Other income	270.79
Annexure - II.3	
Restated Statement of Cost of materials consumed	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Inventories at the beginning of the year	2,269.16
Add- Inventory as on aquisition Period	806.10
Add: Purchases during the year	64,525.51
Add: Transferred from Branches	-
Add: Inter Unit Transfer -Spent Sulphuric Acid	-
Total	67,600.77
Less: Inter Unit Transfer - Spent Sulphuric Acid	-
Less: Closing stock at the end of the year	2,231.87
Cost of materials consumed	65,368.90

Annexure - II.4	
Restated Statement of Purchases of stock-in-trade	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Purchases of stock-in-trade	
Sulphuric acid	300.14
Chicory Seeds	2.59
Green Chicory	23.31
Purchases of stock-in-trade	326.04
Annexure - II.5	
Restated Statement of Changes in inventories of finished goods and work-in-progress	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Inventories at the end of the year:	
(a) Finished goods	6,303.92
(b) Traded Goods	7.06
	6,310.98
Inventories at the beginning of the year:	
(a) Finished goods	2,457.93
(b) Traded Goods	5.33
Add- Inventory as on aquisition Period of Subsidiary Co	2,876.40
	5,339.66
Net (increase) / decrease	(971.32)
Annexure - II.6	
Restated Statement of Employee benefits expense	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
(a) Salaries and wages	415.10
(b) Staff welfare expenses	8.03
(c) Contributions to Provident and other funds	9.40
(d) House Rent Allowance	46.49
(e) Transportation Allowance	31.23
(f) Other Allowance	16.43
(g) Manager Remuneration & Comission	94.64
(h) Labour Expenses	15.59
Total	636.90
Annexure - II.7	
Restated Statement of Finance costs	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Interest Expense	
Working Capital Loans	385.66
Term Loan	37.41
OTHER BORROWING COSTS:-	
Bank Commission & Charges	51.22
Processing Charges	48.23
Total	522.52

Annexure - II.8	
Restated Statement of Other expenses	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
<u>MANUFACTURING EXPENSES</u>	
Packing Material Consumed	134.66
Power & Fuel Expenses	182.29
General Freight Expenses	2.24
Repairs & Maintenance	493.38
Laboratory & Analysis	14.01
Other Manufacturing Expenses	25.49
<u>SELLING AND DISTRIBUTION EXPENSES</u>	
Freight outward	2,278.04
Trade Discount	51.60
Rebate Shortage & Quality Claim	202.04
Business Promotion Expenses	56.82
Loading & Unloading Expenses	104.32
Godown Rent	27.81
Processing and Handling Charges (Chicory)	23.73
<u>ADMINISTRATIVE AND OTHER EXPENSES</u>	
Office Rent & Maintenance	14.64
Travelling & Conveyance	90.13
Printing and Stationery	4.49
Trunks & Telephones	1.23
Legal & Licence fees	13.31
Professional & Consultancy	83.39
Postage & Telegram	0.37
Membership & Subscription Fees	5.51
Auditors Remuneration	3.90
Insurance Expenses	13.20
Charity & Donation	1.94
Tender & Registration Fee	2.52
Watch & Ward Expenses	32.53
Miscellaneous Expenses	10.51
Demand IT & GST audit	10.39
Interest on Late deposit of Excise, Service Tax, VAT & Entry Tax	8.64
Interest on Late deposit of Income Tax Deducted at Source	0.61
Balance Adjustments off	1.62
Prior Period Expense	2.87
CSR Expenses	34.80
Ineligible GST RCM	0.41
Total (A+B+C)	3,933.42
(i) Payments to the auditors comprises	
- As Auditors	2.73
- Other services	1.18
Annexure - II.9	
Restated Statement of Earning Per Equity Share	
(₹ in Lakhs)	
Particulars	For the year ended 31/03/2024
Before Exceptional Itmes	
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs)	1,210.21
2. Weighted Average number of equity shares used as denominator for calculating EPS (after bonus shares)	1,81,85,609
3. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share)	6.65

Notes to the Re-stated Financial Statements:**I. Additional regulatory information****(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year March 31,2024 . Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(b) Undisclosed income

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(c) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year March 31,2024.

(d) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the financial year March 31,2024.

(e) Utilisation of borrowed funds and share premium

During the financial year March 31,2024, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the financial year March 31, 2024, 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.

(f) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**(g) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.****VI. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

II. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

III. Material Adjustments in Restated Profit & Loss Account:

The impact of the above has been suitably incorporated in the restated balance sheet.

Particulars	(₹ in Lakhs)	
	For the period ended	
	31/03/2024	
Profit After Tax as per Books of Accounts		1,210.21
Adjustment for provision of Gratuity and Leave encashments		-
Adjustment for provision of Income Tax		-
Adjustment for provision of Deferred Tax		-
Profit After Tax as per Restated		1,210.21

Reserve & Surplus as per Books of Accounts	6,251.75
Adjustment in Profit & Loss Accounts	-
Adjustment in opening Balance	(6.84)
Reserve & Surplus as per Restated	6,244.91

Deferred Tax Assets as per Books of Accounts	139.59
Adjustment in Profit & Loss Accounts	-
Adjustment in opening Balance	(5.70)
Deferred Tax Assets as per Restated	133.89

IV. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2024, to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

V. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.**VI. Disclosure under AS - 12 Government Grants**

Subsidy received against the sale of Single Super Phosphate (SSP) at concessional rates to farmers, the subsidy received under Nutrient Based Subsidy Policy of Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India is treated as income and shown separately as Government Subsidy under the head "Revenue From Operations".

VII. Disclosure under AS - 15 Employee Benefits

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age. The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

1. The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	For the Period Ended 31/03/2024
Assumptions - Economic	
Discount Rate	7.09%
Salary Escalation Rate	8.00%
Expected Rate of Return on Assets	NA
Assumptions - Demographic	
Retirement Age	58 Years
Employee Turnover/ Withdrawal Rate	2.00%
Mortality Rate	IALM (2012-14) Ultimate

2. Change in the Present value of Defined Benefit obligations

Particulars	For the Period Ended 31/03/2024
Defined Benefit Obligation, Beginning of Period	17.33
Service Cost	5.71
Interest Cost	1.27
Actual Plan Participants' Contributions	-
Actuarial (Gains)/Losses	0.76
Changes in Foreign Currency Exchange Rates	-
Acquisition/Business Combination/Divestiture	-
Benefits paid	(1.15)
Past Service Cost	-
Losses / (Gains) on Curtailments/Settlements	-
Defined Benefit Obligation, End of Period	23.93

3. Change in the Fair Value of Plan Assets
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Fair value of Plan Assets, Beginning of Period	-
Expected Return on Plan Assets	-
Actual Company Contributions	-
Actual Plan Participants' Contributions	-
Changes in Foreign Currency Exchange Rates	-
Actuarial Gains/(Losses)	-
Benefit Paid	-
Acquisition/Business Combination/Divestiture	-
Assets extinguished on Settlements/Curtailments	-
Fair Value of Plan Assets as at the End of the year	-

4. Actuarial Gain/Loss Recognised
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Expected Return on Plan Assets	-
Actuarial Gains/(Losses) on Plan Assets	-
Actual Return on Plan Assets	-

5. Amount in Balance sheet at Period-End
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Defined Benefit Obligation	23.93
Fair value of Plan Assets	-
Funded Status - (Surplus)/Deficit	23.93
Past Service Cost not yet Recognised	-
Unrecognised Asset due to Limit in Para 58(B)	-
(Asset)/Liability Recognised in the Balance Sheet	23.93

6. Amount recognised in Balance Sheet
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Balance Sheet (Asset)/Liability, Beginning of Period	17.33
Total Expense/(Income) Recognised in Profit & Loss	7.75
Acquisition/Business Combination/Divestiture	-
Benefit Payouts	(1.15)
Balance Sheet (Asset)/Liability, End of Period	23.93

7. Expenses recognized in Profit and loss
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Service Cost	5.71
Interest Cost	1.27
Expected Return on Plan Assets	-
Past Service Cost	-
Net Actuarial Losses/(Gains) Recognised during the period	0.76
(Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-
Unrecognised Asset due to Limit in Para 58(B)	-
Total Expense/(Income) included in "Employee Benefit Expense"	7.75

8. Detail of Gratuity Expense and Provision Amount
(INR in Lakh)

Particulars	For the Period Ended 31/03/2024
Current Liability	2.01
Non-current Liability	21.92
Total Liability	23.93
Total Liability at the end of the Year	23.93
Total Gratuity Expense Recognized	23.93

VIII. Disclosure under AS - 15 Leave Encashment & Compensated Absence

1. The disclosure in respect of the defined Leave Encashments are given below:

Particulars	For the Period Ended 31/03/2024
Economic Assumptions	
Discount Rate	7.09%
Salary Escalation Rate	8.00%
Expected Rate of return of assets	NA
Demographic Assumptions	
Mortality	IALM (2012-14) Ultimate
Employee Turnover/Withdrawal Rate	2.00%
Leave Availment Ratio	1.00%
Retirement Age	58 Years

2. Amount in Balance Sheet at Period-End

Particulars	For the Period Ended 31/03/2024
Defined Benefit Obligation	8.95
Fair value of Plan Assets	-
Funded Status - (Surplus)/Deficit	8.95
Past Service Cost not yet Recognised	-
Unrecognised Asset due to Limit in Para 58(B)	-
(Asset)/Liability Recognised in the Balance Sheet	8.95

3. Amounts Recognised in Statement of Profit & Loss at Period-End

Particulars	For the Period Ended 31/03/2024
Service Cost	2.25
Interest Cost	0.46
Expected Return on Plan Assets	-
Past Service Cost	-
Net Actuarial Losses/(Gains) Recognised during the period	1.20
(Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-
Unrecognised Asset due to Limit in Para 58(B)	-
Total Expense/(Income) included in "Employee Benefit Expense"	3.91

4. Change in Defined Benefit Obligation during the Period

Particulars	For the Period Ended 31/03/2024
Defined Benefit Obligation, Beginning of Period	5.32
Service Cost	2.25
Interest Cost	0.46
Actual Plan Participants' Contributions	-
Actuarial (Gains)/Losses	1.20
Changes in Foreign Currency Exchange Rates	-
Acquisition/Business Combination/Divestiture	-
Benefits Paid	(0.28)
Past Service Cost	-
Losses / (Gains) on Curtailments/Settlements	-
Defined Benefit Obligation, End of Period	8.95

5. Reconciliation of Amounts recognised in Balance Sheet

Particulars	For the Period Ended 31/03/2024
Balance Sheet (Asset)/Liability, Beginning of Period	5.32
Total Expense/(Income) Recognised in Profit & Loss	3.91
Acquisition/Business Combination/Divestiture	-
Benefit Payouts	(0.28)
Changes in Foreign Currency Exchange Rates	8.95

6. Current/Non-current Bifurcation

Particulars	For the Period Ended 31/03/2024
Current Benefit Obligation	0.42
Non- Current Benefit Obligation	8.53
(Asset)/Liability Recognised in the Balance Sheet	8.95

IX. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

X. Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit.

XI. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary.

XII. Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

XIII. Director Personal Expenses

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

XIV. Deferred Tax Asset / Liability: [AS-22]

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

XV. The provisions of sec. 135 of the Companies Act, 2013 related to Corporate Social Responsibility are applicable to the company.

Particulars	(INR in Lakh)	
	For the Period Ended	
	31/03/2024	
Amount Required to be spent by the company during the period		33.96
Amount of expenditure incurred		34.00
Shortfall at the end of the previous year		-
Total of previous years shortfall		-
Reason for shortfall		NA
Nature of CSR activities	Civil & Plantation	
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,		NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately		NA

(a) Value of Imported and Indigenous material consumed

Particulars	(INR in Lakh)	
	For the Period Ended	
	31/03/2024	
(i) Raw Material		
Imported		232.33
Indigenous		65,136.57
TOTAL		65,368.90
(ii) Components, Spare parts & stores		
Imported		-
Indigenous		-
TOTAL		-

Particulars	(INR in Lakh)	
	For the Period Ended	
	31/03/2024	
(b) CIF value of Imports (on accrual basis)		
Raw Material		-
Traded Goods		-
(c) Expenditure in Foreign Currency Travelling		-
(d) Earnings in foreign exchange		-
(e) Profit & Loss Account Includes Payments to Directors:		
Salaries & Allowances		94.64
Contribution to Provident Fund		0.67
Commission Payable		
Other Perquisites		
TOTAL		95.31

ANNEXURE –VI

Statement of Accounting & Other Ratios, As Restated

Particulars		31/03/2024
Net Profit as Restated	(A)	1,210.21
Add: Depreciation		163.67
Add: Finance Cost		522.52
Add: Income Tax/ Deferred Tax		567.47
Less: Other Income		(270.79)
EBITDA		2,193.08
EBITDA Margin (%)		3.07%
Net Worth as Restated	(B)	8,063.47
Return on Net worth (%) as Restated	(A/B)	15.01%
Equity Share at the end of year (in Nos.)	(C)	1,81,85,609
Weighted No. of Equity Shares Considering Bonus Impact (after considering Bonus Impact with retrospective effect)	(D)	1,81,85,609
Basic & Diluted Earnings per Equity Share as Restated	(A/C)	6.65
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect	(A/D)	6.65
Net Asset Value per Equity share as Restated	(B/C)	44.34
Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect	(B/D)	44.34

Note:-

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The company has been allotted 57 (Fifty-Seven) bonus shares for 10 (Ten) equity share of ₹ 10/- each (i.e. in the ratio of 57:10), which were subsequently duly approved by the Shareholders in their extra ordinary general meeting held on February 08, 2024 pursuant to which allotment was made on February 13, 2024.

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Sr. No.	Ratio	As At 31/03/2024
1	Current Ratio	1.38
2	Debt-Equity Ratio	1.09
3	Debt Service Coverage Ratio	3.71
4	Return on Equity (ROE)(%)	16.33%
5	Inventory Turnover Ratio	9.48
6	Trade receivables turnover ratio	8.59
7	Trade payables turnover ratio	10.52
8	Net capital turnover ratio	14.87
9	Net profit ratio(%)	1.69%
10	Return on capital employed (ROCE)(%)	16.08%
11	Return on investments(%)	15.01%

ANNEXURE –IX

Statement of Related Party & Transactions :

List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1	Ravindra Singh	Chairman cum Managing Director
2	Rushil Arora	Director
3	Rohit Parmar	Director/CFO
4	Smt. Surjeet Kaur	Relative of KMP
5	Smt. Mamta Arora	Relative of KMP
6	Rushita Arora	Relative of KMP
7	S.K. Chemicals (proprietary concern of Mrs. Surjeet Kaur)	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence
8	Udaipur Poly Sacks Limited	
9	Adheeshaa Carriers (Partnership Firm)	
10	Avantika Phosphates Limited	
11	Conic Metal & Mining private Limited	
12	Elysian Hotels private Limited	
13	Indian Surfactants Limited	
14	Consolidated Earth Movers private Limited	
15	Consolidated Mines Private Limited	
16	Arora Mining Exploration private Limited	
17	Drill Well Cement private Limited	
18	Satguru Mining Private Limited	
19	Earth Mover (Partnership Firm)	
20	Step by Step Sansthan-Trust	

Transactions during the year:	For the year ended 31/03/2024
Sale of Goods	
Udaipur Poly Sacks Limited	791.47
Elysian Hotels private Limited	18.90
Purchase of Goods	
S.K. Chemicals	21,929.74
Udaipur Poly Sacks Limited	-
Investment (Purchase of Shares/Securities)	
Udaipur Poly Sacks Limited	819.00
Loan received from Related Parties	
S.K. Chemicals	2,413.71
Udaipur Poly Sacks Limited	866.21
Rushita Arora	-
Step By Step Sansthan	20.00
Ravindra Singh	
Loan Repaid to Related Parties	
S.K. Chemicals	2,413.71
Udaipur Poly Sacks Limited	857.95
Rushita Arora	-
Step By Step Sansthan	20.00
Ravindra Singh	-
Loan/Advances given to Related Party-Individual/Firm	
Rushil Arora	77.57
Ravindra Singh	921.55
Smt. Mamta Arora	9.94
Loan/Advances received back from Related Party-	
Rushil Arora	83.45
Ravindra Singh	921.55
S.K. Chemicals	-
Smt. Mamta Arora	9.94
Advances given to associate body corporate	
Indian Surfactants Limited	-
Advances received back from associate body corporate	
Indian Surfactants Limited	-
Facility Usage Charges	
S.K. Chemicals	0.40
Adheeshaa Carriers	1,631.25
Ravindra Singh	-
Smt. Mamta Arora	1.08
Commission Paid	
Ravindra Singh	-
Remuneration	
Ravindra Singh	42.00
Rushil Arora	31.20
Rohit Parmar	19.44

Closing Balances at the year end:	For the year ended 31/03/2024
Trade receivables	
Udaipur Poly Sacks Limited	428.30
Trade payable	
S.K. Chemicals	631.00
Adheeshaa Carriers	6.43
Mamta Arora	
Remuneration/Salary Payable	
Ravindra Singh	2.43
Rushil Arora	-
Advance given to Suppliers	
S.K. Chemicals	-
Drill Well Cement private Limited	72.34
Adheeshaa Carriers	0.51
Outstanding Business Advances/Loans	
Rushil Arora	-
Outsatnding Loans	
Ravindra Singh	-
Udaipur Poly Sacks Limited	8.26

ANNEXURE –VII

Statement of Capitalization, As Restated

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	31/03/2024	
Debt :		
Long Term Debt	1,790.12	[●]
Short Term Debt	7,013.60	[●]
Total Debt	8,803.72	-
Shareholders Funds		
Equity Share Capital	1,818.56	[●]
Reserves and Surplus	6,244.91	[●]
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	8,063.47	[●]
Long Term Debt/ Shareholders' Funds	0.22	[●]
Total Debt / Shareholders Fund	1.09	[●]

*Note:-

1) "The post issue figures are as on 31.03.2024"

2) "The post issue figures are not available since issue price is not yet finalized"

ANNEXURE –VIII

Statement of Tax Shelter, As Restated

(₹ in Lakhs)

Particulars	As At
	31/03/2024
Profit Before Tax as per books of accounts (A)	1,777.68
-- Normal Tax rate	25.17%
-- Minimum Alternative Tax rate	NA
Profit/(loss) of Subsidiary Company	(122.47)
Profit Before Tax as per books of accounts after eliminating profit of Subsidiary	1,900.16
Permanent differences	
Other adjustments	50.51
Prior Period Item	-
Total (B)	50.51
Timing Differences	
Depreciation as per Books of Accounts	144.30
Depreciation as per Income Tax	286.15
Difference between tax depreciation and book depreciation	(141.85)
Other adjustments	
Deduction under chapter VI-A	
Total (C)	(141.85)
Net Adjustments (D = B+C)	(91.35)
Total Income (E = A+D)	1,808.81
Brought forward losses set off (Depreciation)	-
Tax effect on the above (F)	-
Taxable Income/ (Loss) for the year/period (E+F)	1,808.81
Tax Payable for the year	455.24
Tax payable as per MAT	NA
Tax expense recognised	455.24
Tax payable as per normal rates or MAT (whichever is higher)	Income Tax

ANNEXURE –X

Statement of Dividends

No Dividend Paid till Date

ANNEXURE –XI

Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit

ANNEXURE –XII

Contingent Liabilities & Capital Commitment:

a.Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lakhs)

Particulars	31/03/2024
Guarantees given by Compan's Banker on behlaf of Company*	296.75
Letter of credits outstanding	467.86
Corporate guarantee given by company to Banker of M/s Elysian Hotels Pvt Ltd (Related Party)	10500.00
Outstanding Demand of Income Tax for the AY 2011-12	109.64
Outstanding Interest Liability of Income Tax for the AY 21-22	-
Show-cause Notice u/s 73 of CGST Act, 2017 for the FY 18-19	196.73
Demand of TDS	3.09
Total	11574.07

* Guarantees given by Company's Banker on behalf of the Company - Rs. 296.72 Lakhs (Previous Year Rs. 296.75 Lakhs) and margin given there against Rs. 260.18 Lakhs (Previous Year Rs. 247.30 Lakhs).

(₹ in Lakhs)

Capital Commitment	31/03/2024
NIL	NIL



OTHER STANDALONE FINANCIAL INFORMATION

Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars	31/03/2024	31/03/2023	31/03/2022
Net Profit as Restated (A)	1,347.32	1,659.53	1,616.61
Add: Depreciation	144.30	95.29	58.81
Add: Finance Cost	466.55	365.95	252.95
Add: Income Tax/ Deferred Tax	552.83	579.46	557.14
Less: Other Income	(207.59)	(223.84)	(123.36)
EBITDA	2,303.42	2,476.39	2,362.15
EBITDA Margin (%)	3.27%	3.22%	4.24%
Net Worth as Restated (B)	8,099.12	6,751.80	5,092.27
Return on Net worth (%) as Restated (A/B)	16.63%	24.58%	31.75%
Equity Share at the end of year (in Nos.) (C)	18,185,609	2,714,270	2,714,270
Weighted No. of Equity Shares Considering Bonus Impact (D) (after considering Bonus Impact with retrospective effect)	18,185,609	18,185,609	18,185,609
Basic & Diluted Earnings per Equity Share as Restated (A/C)	7.41	61.14	59.56
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/D)	7.41	9.13	8.89
Net Asset Value per Equity share as Restated (B/C)	44.54	248.75	187.61
Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/D)	44.54	37.13	28.00

Note:-

EBITDA Margin=EBITDA/Total Revenues

Earnings per share (₹) =Profit available to equity shareholders /Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) =Restated Profit after taxation/ Net worth x 100

Net asset value/Book value per share (₹) =Net worth/No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items



MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 30, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year" or "FY") are to the twelve-month period ended March 31 of that year.

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated which is included in this Red Herring Prospectus under the section titled "Restated Financial Information" beginning on page 211 of this Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

Our Company was required to prepare Consolidated Financial Statements for the FY 2023-24. Consolidation of financial statement for FY 2022-23, FY 2021-22 was not applicable to the Company. Therefore, Our Company has prepared Restated Consolidated Financial Statements for the FY 2023-24 only. However, in order to have better understanding and comparability, information provided in this chapter is based on Restated Standalone Financial Statement for the respective years i.e. FY 2023-24, FY 2022-23 and FY 2021-22.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 30 and 19 respectively, and elsewhere in this Red Herring Prospectus. Accordingly, the degree to which the financial statements in this Red Herring Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled "Presentation of Financial, Industry and Market data" beginning on page 17 of this Red Herring Prospectus.

BUSINESS OVERVIEW

Our company is mainly engaged in the production of Linear Alkylbenzene Sulphonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant and it is used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. We are also engaged in the manufacturing of "Single Super Phosphate" (SSP) fertilizer and "Granules Single Super Phosphate" (GSSP) Fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Single Super Phosphate and Granules Single Super Phosphate are being a fertilizer in nature used in agriculture industry. Our company operates from its manufacturing facility located at Plot No. 5056, Village: Umarda, Girwa district, Udaipur, Rajasthan which is in the close proximity of supply of both the raw materials (a) Sulphuric Acid 98% (b) Rock Phosphate used in manufacturing of our products. The other major raw material Linear Alkylbenzene (LAB) is sourced from IOCL, Vadodara, Nirma Ltd., Vadodara and Reliance Industries Ltd., Patalganga.

IPL, a company specializing in manufacturing and supplying Single Super Phosphate (SSP) fertilizer, began its journey by trading dolomite and limestone. In 2004, it commissioned a manufacturing facility of SSP with an installed capacity of 200 MT/day. In 2009, it diversified into the chemical business by setting up its first Sulphonation Plant of LABSA 90% with an installed capacity of 150 MT/day. Later on, in 2010, in order to meet increased demand, our company expanded its SSP fertilizer capacity from 200 MT/day to 400 MT/day and also commenced manufacturing of Granules Single Super Phosphate with installed capacity of 200 MT/day. Subsequently, in 2011, our company expanded its Granules Single Super Phosphate fertilizer capacity from 200 MT/day to 400 MT/day. In 2022, it commissioned a second LABSA 90% plant with an installed capacity of 200 MT/day increased its combined capacity for manufacturing LABSA 90% to 350 MT/day. In November 2022, the company also ventured into non-renewable energy sector (for captive consumption) by setting up a 750 KWh solar plant in Bikaner.

Our company furthermore also produces Zincated Single Super Phosphate - "Powder/Granules" and Zincated and boronated Single Super Phosphate - "Granules" by formulating zinc and boron into the granulator and powder hopper along with Single Super Phosphate powder in required proportion. The Department of Fertiliser and the Government of India encouraged the SSP sector to create value-added fortified SSP with zinc and boron content due to the deficiency of

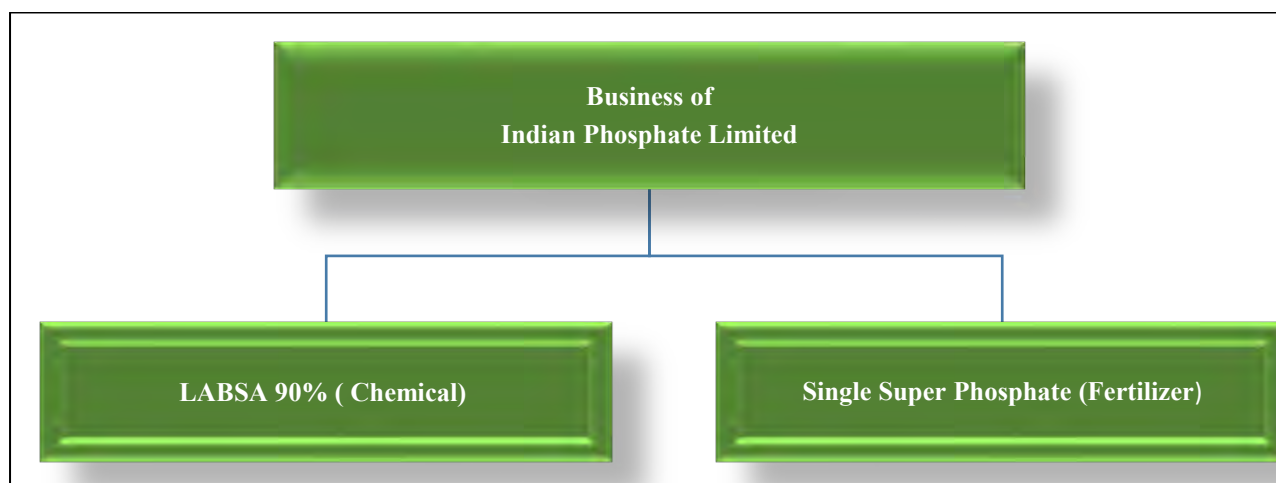
these elements in the soil. Since last 5 years our focus is to produce fortified SSP with Zinc and Boron. We have educated farmers over the past five years, encouraging them to use fortified SSP with boron and zinc according to soil deficiencies. As a result, we are currently generating more than 80% of SSP as fortified SSP.

Major revenue of the company is derived from LABSA 90% (Chemical) and Single Super Phosphate (fertilizer). The rock phosphate is the main raw material for production of Single Super Phosphate (SSP). At present, the company has installed capacity of 132000 MT/year for SSP and the subsidiary company (Udaipur Poly Sacks Limited) has installed capacity of 132000 MT/ year for SSP i.e., the combined capacity of the group is 264000 MT/ year for SSP. Our company has received a Letter of intent from Mineral resource department of Government of Madhya Pradesh (MRDGMP) for Rupakheda Piplouda Rock Phosphate Block in Rupakheda Piplouda village, Meghnagar Taluka, Jhabua district, Madhya Pradesh in 50 hectare area, further, 3S Minerals Processors Private Limited (3SMPPL) wherein one of our promoter holds 11% equity shares, has received a letter of acceptance from Rajasthan State Mines and Minerals Limited for production of beneficiated rock phosphate. Due to the availability of rock phosphate directly from MRDGMP and 3SMPPL, our company may get rock phosphate at better price and consistent supply can be ensured. This can enable our company to reduce the cost of production substantially thereby improving the competitiveness and better margin than the other SSP producers.

Government of India has announced freight subsidy on SSP effective from 1st July, 2024 in order to ensure availability of SSP in the distant states. The freight subsidy is in addition to the product subsidy. This will enable our company to reach out to remote states like West Bengal, Bihar, Chhattisgarh and northern areas of Uttar Pradesh at the competitive prices. The freight subsidy given by government will increase the Net Sales Revenue of the company as earlier it was borne by the company.

OUR BUSINESS MODEL

We derive our revenue from 2 major business verticals:



FINANCIAL KPIS OF OUR COMPANY

The financial performance of the company for stub period and last three years as per restated standalone financial Statement:

(₹ in lakhs)

Particulars	For the Period / Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	70,417.94	76,869.36	55,715.20
Growth in Revenue from Operations (%)	(8.39) %	37.97%	-
Gross Profit (₹ in Lakhs)	6,502.37	7,885.13	8,039.29
Gross Profit Margin (%)	9.23%	10.26%	14.43%
EBITDA (₹ in Lakhs)	2,303.36	2,476.39	2,362.15
EBITDA Margin (%)	3.27%	3.22%	4.24%
Profit After Tax (₹ in Lakhs)	1,347.32	1,659.53	1,616.61

Particulars	For the Period / Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
PAT Margin (%)	1.91%	2.16%	2.90%
RoE (%)	18.14%	28.02%	37.74%
RoCE (%)	20.94%	31.00%	42.08%
Net Fixed Asset Turnover (In Times)	29.82	49.60	56.88
Operating Cash Flows (₹ in Lakhs)	(191.11)	1707.03	(605.37)

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET:

After the date of last audited financial statements i.e. March 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments except mentioned below:

- On 18th March, 2023, Punjab National Bank has sanctioned credit facility of ₹ 70.20 crore out of which fund-based facility is ₹ 44.00 crore and non-fund-based facility ₹ 26.00 crore along with ₹ 0.20 crore forward cover and for which company has not yet took the disbursement of said credit facility.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Inability to promptly identify and respond to changing customer preferences or evolving trends and If one or more of our major customers choose not to source their requirements from us or to terminate our long-term contracts;
- Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
- Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations;
- Certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances;
- We may not be able to sustain our historical growth rates, and our historical performance may not be indicative of our future growth or financial results;
- COVID-19 Pandemic;
- Natural Calamities e.g., Tsunami;
- Political Stability of the Country;
- Our dependence on limited number of customers for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- The performance of the financial markets in India and globally;
- Our ability to expand our geographical area of operation;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Occurrence of Environmental Problems & Uninsured Losses;
- Concentration of ownership among our Promoters;
- Other factors beyond our control.

OUR SIGNIFICANT ACCOUNTING POLICIES:



For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, **Annexure IV** beginning under Chapter titled “*Restated Financial Information*” beginning on page 211 of this Red Herring Prospectus.

RESULTS OF OUR OPERATION

The following table sets forth detailed total income data from our restated standalone Statement of profit and loss for the Financial Year ended on March 31, 2024, 2023 and 2022, the components of which are also expressed as a percentage of total Income for such period.

(₹ in Lakhs)

Particular	31-Mar-24		31-Mar-23		31-Mar-22	
	₹ in Lakhs	% of Total Income	₹ in Lakhs	% Of Total Income	₹ in Lakhs	% of Total Income
Revenue from operations	70,417.94	99.71	76,869.36	99.71	55,715.20	99.78
Other Income	207.59	0.29	223.84	0.29	123.36	0.22
Total Income	70,625.53	100.00	77,093.20	100.00	55,838.56	100.00
Expenses						
Cost of material consumed	64,557.97	91.41	70,871.97	91.93	47,668.48	85.37
Purchase of stock-in-trade	326.04	0.46	5.33	0.01	3.99	0.01
Changes in inventories of finished goods, work-in-progress and traded goods	(968.44)	(1.37)	(1,893.07)	(2.46)	3.43	0.01
Employee benefits expense	558.17	0.79	536.95	0.70	563.19	1.01
Depreciation and amortisation expenses	144.30	0.20	95.29	0.12	58.81	0.11
Finance Costs	466.55	0.66	365.95	0.47	252.95	0.45
Other Expenses	3,640.83	5.16	4,871.78	6.32	5,113.96	9.16
Total Expenses	68,725.43	97.31	74,854.20	97.10	53,664.80	96.11
Profit/(Loss) Before Extra-Ordinary Items and Tax	1,900.10	2.69	2,238.99	2.90	2,173.75	3.89
Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00
Profit before Tax	1,900.10	2.69	2,238.99	2.90	2,173.75	3.89
Total tax expense	552.83	0.79	579.46	0.75	557.14	1.00
Profit and Loss for the Year as Restated	1,347.32	1.90	1,659.53	2.15	1,616.61	2.90

RESULTS OF OUR OPERATION

The following table sets forth detailed total income data from our Restated Standalone Statement of Profit and Loss for the financial years 2024, 2023 and 2022, the components of which are also expressed as a percentage increase from previous year.

(₹ in Lakhs)

Particular	For the Year end on March 31,		
	2024	2023	2022
Revenue from operations	70,417.94	76,869.36	55,715.20
% of growth	(8.39) %	37.97%	
Other Income	207.59	223.84	123.36
% of growth	(7.26) %	81.45%	
Total Income	70,625.53	77,093.20	55,838.56
% of growth	(8.39) %	38.06%	
Expenses			
Cost of material consumed	64,557.97	70,871.97	47,668.48
% of growth	(8.91) %	48.68%	

Particular	For the Year end on March 31,		
	2024	2023	2022
Purchase of stock-in-trade	326.04	5.33	3.99
% of growth	6019.32%	33.42%	
Changes in inventories of finished goods, work-in-progress and traded goods	(968.44)	(1,893.07)	3.43
Employee benefits expense	558.17	536.95	563.19
% Increase/(Decrease)	3.95%	(4.66) %	
Depreciation and amortization expenses	144.30	95.29	58.81
% Increase/(Decrease)	51.44%	62.03%	
Finance Costs	466.55	365.95	252.95
% Increase/(Decrease)	27.49 %	44.67%	
Other expenses	3,640.77	4,871.78	5,113.96
% Increase/(Decrease)	(25.27) %	(4.74) %	
Total Expenses	68,725.37	74,854.20	53,664.80
% to Total Income	97.31%	97.10%	96.11%
Profit before Tax and Exceptional Items	1,900.16	2,238.99	2,173.75
% to Total Income	2.69%	2.90%	3.89%
Exceptional Items	0.00	0.00	0.00
Profit before Tax	1,900.16	2,238.99	2,173.75
Total tax expense	552.83	579.46	557.14
Profit and Loss after tax for the Year as Restated	1,347.32	1,659.53	1,616.61
% to Total Income	1.91%	2.15%	2.90%

COMPARISON OF FY 2023-24 WITH FINANCIAL YEAR 2022-23:

TOTAL INCOME:

Revenue from operations (RFO)

Our Company mainly engaged in the production of Linear Alkylbenzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Our Revenue from Operation has decreased from ₹ 76,869.36 Lakhs in FY 2022-23 to ₹ 70,417.94 Lakhs in FY 2023-24 showing a negative growth of 8.39% from previous year. Revenue from operation decreased mainly due to following reasons.

The company has 2 business verticals i.e. (a) Chemical (b) Fertilizer.

The chemical business of the company has direct co-relation to volatility in crude prices as the company’s raw material (Linear Alkyl Benzene) is derived during refining process of Crude Oil by Petroleum Refineries (Like Indian Oil Corporation, RIL etc). Further the company’s business model is cost-plus model and hence company’s finished product (Linear Alkyl Benzene Sulphonic Acid 90%) i.e. the LABSA 90% is also moves along with the movement in LAB (raw material prices). During FY 2022-23, the crude prices has gone up historically high due to Russia-Ukraine war which began in Feb’22 and during most part of FY 2022-23, it remained in the higher range. While in FY 2023-24; it has come down & stabilized. The LAB prices has also increased along-with crude oil prices leading to an increase in LABSA 90% sales price in FY 2022-23, while in FY 2023-24 LAB price has decreased (in line with reduction in crude oil prices) and thereby reduction in LABSA 90% sales price, leading to reduction in total sales revenue however the volume in quantity has increased. The LAB (Raw Material) price has decreased in FY 2023-24 over FY 2022-23; leading to reduction in LABSA 90% sales price (FG) & hence impacting (reduction) the sales revenue. As stated above, the majority of the company’s business is Chemical business (91.57% in FY 2023-24) and hence the reduction in the LAB (raw material) price has led to reduction in total sales revenue.

The fertilizer business of the company has contributed approx. 12% of total sales revenue in FY 2022-23; the same has been impacted adversely by substantial reduction in subsidy effective from 1st October 2023 which has led to overall reduction in total revenue from operations in FY 2023-24. The average subsidy was reduced from Rs. 7306/- per MT to Rs. 3919/- per MT from October 2023. The subsidy for company's fertilizer is driven by the Government policy and the company fertilizer business is dependent on subsidy policy of government from time to time. GOI has now increased SSP subsidy to Rs. 4,804/MT i.e. increase of Rs. 1264 PMT w.e.f. 1st April, 2024. As a result of which revenue from operations is expected to increase for fertilizer business.

Therefore, the combine effect of (a) reduction in LAB / LABSA 90% prices (b) reduction in Subsidy on Fertilizer (c) reduction in Fertilizer volume due to reduction impact of subsidy; has together contributed reduction in Total Turnover for the FY 2023-24.

Details of product-service wise bifurcation of revenue and geography wise revenue bifurcation is as follows:

Particulars	For the year ended March 31, 2024	% of RFO	For the year ended March 31, 2023	% of RFO
(A) Sale of Products				
Single Super phosphate (Powdered/Granulated)	2,674.39	3.90	9,473.68	12.32
Linear Alkyl Benzene Sulphonic Acid (LABSA)	64,485.19	94.07	66,394.67	86.37
Sulphuric Acid (By-product)	977.20	1.43	1,001.01	1.30
(B) Sale of Traded Goods	411.05	0.60	-	0.00
Total	68,547.82	100.00	76,869.36	100.00

Geography-wise Revenue from operations:

Time	For the year ended March 31, 2024	% of RFO	For the year ended March 31, 2023	% of RFO
Domestic Sales				
Bihar	871.81	1.24	6,398.93	8.32
Gujarat	335.43	0.48	116.62	0.15
Haryana	604.42	0.86	942.38	1.23
Himachal Pradesh	25.72	0.04	213.67	0.28
Madhya Pradesh	1,973.33	2.80	4,731.51	6.16
Maharashtra	94.48	0.13	282.16	0.37
Punjab	17,885.65	25.40	21,615.97	28.12
Rajasthan	1,524.25	2.16	1,887.68	2.46
Uttar Pradesh	36,572.70	51.94	26,934.39	35.04
Uttarakhand	8,660.03	12.30	9,361.71	12.18
Total (A) (Excluding Government Subsidy)	68,547.82	97.34	72,485.01	94.30
Government subsidy (B)	1,870.12	2.66	4,384.35	5.70
Total (A+B)	70,417.94	100.00	76,869.36	100.00

Other Income:

Other income of the company decreased to ₹ 207.59 lakhs in FY 2023-24 from ₹223.84 Lakhs in FY 2022-23 showing a decrease of 7.26% from previous year i.e. FY 2022-23. Other Income mainly includes Interest Income, Sale of Scrap and Rebate, Rate Difference & Shortage and non-recurring income i.e. Balances Write offs and balance written back. Other income increased mainly on account of Rebate, Rate Difference & Shortage i.e., difference at the time of purchase and payment in price of Raw Material purchased.

EXPENDITURE:

Cost of materials consumed

Our Cost of materials consumed were ₹ 70,871.97 lakhs in FY 2022-23 as compared to ₹ 64,557.97 lakhs in FY 2023-24 showing a decrease of 8.91% from previous year i.e., FY 2022-23. Cost of materials consumed includes opening balance of Raw material, Purchase of Raw Material and Closing balance of Raw material. Raw Material mainly includes Purchase of Rock Phosphate, Sulphuric acid, Zinc sulphate, and Boron. Increase in Cost of Material consumed was more than proportion of increase in Revenue from Operation after adjusting Change in Inventories of WIP, Finished Goods & Stock in Trade. Price of Raw material was based on prevailing prices in the market.

Purchases of Stock-In-Trade

Our Purchases of Stock-In-Trade increased to ₹ 326.04 lakhs in FY 2023-24 from ₹ 5.33 Lakhs in FY 2022-23. Purchases of Stock-In-Trade mainly includes seeds, green chicory and sulphuric acid.

Changes in inventories of finished goods, work-in-progress and traded goods

Our opening Inventory was ₹ 2,463.26 lakhs as at April 01, 2023, while it was ₹ 570.19 lakhs as at April 01, 2022. Our closing Inventory was ₹ 3,431.70 lakhs as at March 31, 2024, while it was ₹ 2,463.26 lakhs as at March 31, 2023. The changes in Inventory of Stock-In-Trade decreased to ₹ (968.44) lakhs in FY 2023-24 from ₹ (1,893.07) lakhs in FY 2022-23. Finished goods and traded goods mainly includes our products Linear Alkyl Benzene Sulphonic Acid (LABSA), Single Super Phosphate (Powdered/Granulated), Sulphuric Acid (Spent), Chicory, LAB, Aluminium Hydrate and seeds. Decrease in Inventory level in FY 2023-24 is primarily attributable to a higher inventory of finished goods and traded goods at the end of FY 2023-24.

Employee Benefit Expenses

Employee Benefit expenses were ₹ 558.17 Lakhs in FY 2023-24 as compared to ₹ 536.95 Lakhs in FY 2022-23 showing an increase of 3.95 % from previous year i.e. FY 2022-23. Employee Benefit Expenses mainly includes Salaries and Wages, staff welfare expenses and contribution to provident fund and other funds. The increase was mainly attributable to an increase in the number of employees during the year to support the greater scale of our business.

Finance Cost

Finance expenses increased to ₹ 466.55 Lakhs in FY 2023-24 as against ₹ 365.95 Lakhs in FY 2022-23 showing an increase of 27.49%. Finance costs include interest expense on interest on Loans, and other Borrowing Cost. Increase in finance cost is mainly due to increase in Interest expense related to working capital loan. Other borrowing costs which related to Bank Commission & Charges for Bank Guarantee taken by Company.

Depreciation and amortization expense

The Depreciation and amortization expense increased to ₹ 144.30 Lakhs in FY 2023-24 as against ₹ 95.29 Lakhs in FY 2022-23 showing an increase of 51.43% from previous year i.e., FY 2022-23. Depreciation mainly includes depreciation on our Plant & Machinery, Factory Building, solar power generation plant, Furniture and Fixtures, Vehicles, Data processing machine and Office Equipment. Increase in depreciation was mainly due to increase in our fixed assets from ₹ 1,919.33 lakhs in FY 2022-23 to ₹ 2,355.86 lakhs.

Other Expenses

Other Expenses decreased to ₹ 3,640.83 Lakhs in FY 2023-24 from ₹ 4,871.78 Lakhs for FY 2022-23 showing a change of 25.27% from previous year i.e. FY 2022-23. Other expense mainly includes Freight outward, GST Reversal on Input Expense, Project Expense, Office Expense, Rent Expense, Professional Fees to Directors, Travelling Expense, Conveyance & Petrol Expense, Legal & Professional Expense, Office Expense, Rent Expense, Repairs & Maintenance Expense. Decrease in Other expense was mainly due to Power & Fuel Expenses due to setup of Solar Power Generation Plant in FY 2022-23 and decrease in Rebate Shortage & Quality Claim due to increase in our quality and decrease in quality claims.

Profit before Tax

As a result of the reasons mentioned above, we recorded an decrease of 15.14 % in our profit before tax, which amounted to ₹ 1,900.16 Lakhs in FY 2023-24, as compared to ₹ 2,238.99 Lakhs in FY 2022-23. The Profit before Tax for the FY 2023-24 was 2.69% of the total Income as compared to 2.90 % of total Income in FY 2022-23.

Profit after Tax (PAT)

As a result of the reasons mentioned above, we recorded an decrease of 18.82 % in our profit after tax from ₹ 1,659.53 Lakhs in the FY 2022-23 to ₹ 1,347.32 Lakhs in the FY 2023-24. The Profit after Tax for the FY 2023-24 was 1.91% of the total income as against 2.15% of total income for the FY 2022-23.

COMPARISON OF FY 2022-23 WITH FINANCIAL YEAR 2021-22:

TOTAL INCOME:

Revenue from operations (RFO)

Our Company mainly engaged in the production of Linear Alkylbenzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Our Revenue from Operation has increased from ₹ 55,715.20 Lakhs in FY 2021-22 to ₹ 76,869.36 Lakhs in FY 2022-23 showing a growth of 37.97% from previous year. Revenue from operation increased mainly due to increase in install and utilization of LABSA plant from 43,809.46 tonnes in FY 2021-22 to 52,413.92 tonnes in FY 2022-23 Details of product-service wise bifurcation of revenue and geography wise revenue bifurcation is as follows:

Product-wise Revenue from operations:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	% of RFO	For the year ended March 31, 2022	% of RFO
(A) Sale of Products				
Single Super Phosphate (Powdered/Granulated)	9,473.68	12.32	10,819.33	19.42
Linear Alkyl Benzene Sulphonic Acid (LABSA)	66,394.67	86.37	44,230.55	79.39
Sulphuric Acid (By-product)	1,001.01	1.30	665.31	1.19
(B) Sale of Traded Goods	-	0.00	-	0.00
Total	76,869.36	100.00	55,715.20	100.00

Geography-wise Revenue from operations:

(₹ in Lakhs)

Time	For the year ended March 31, 2023	% of RFO	For the year ended March 31, 2022	% of RFO
Domestic Sales				
Andhra Pradesh	-	0.00	-	0.00
Bihar	6,398.93	8.32	3,814.25	6.85
Dadra & Nagar Haveli	-	0.00	-	0.00
Gujarat	116.62	0.15	-	0.00
Haryana	942.38	1.23	1,193.83	2.14
Himachal Pradesh	213.67	0.28	251.14	0.45
Madhya Pradesh	4,731.51	6.16	4,709.20	8.45
Maharashtra	282.16	0.37	541.76	0.97
Puducherry	-	0.00	-	0.00
Punjab	21,615.97	28.12	14,413.75	25.87
Rajasthan	1,887.68	2.46	1,660.51	2.98
Tamil Nadu	-	0.00	-	0.00
Telangana	-	0.00	-	0.00
Uttar Pradesh	26,934.39	35.04	15,373.18	27.59
Uttarakhand	9,361.71	12.18	7,225.96	12.97
Total (A) (Excluding Government Subsidy)	72,485.01	94.30	49,183.58	88.28
Government subsidy (B)	4,384.35	5.70	6,531.62	11.72
Total (A+B)	76,869.36	100.00	55,715.20	100.00

Other Income:

Other income of the company increased to ₹ 223.84 lakhs in FY 2022-23 from ₹ 123.36 Lakhs in FY 2021-22 showing an increase of 81.45% from previous year i.e. FY 2021-22. Other Income mainly includes Interest Income, Sale of Scrap and Rebate, Rate Difference & Shortage and non-recurring income i.e. Balances Write offs and balance written back. Other income increased mainly on account of Rebate, Rate Difference & Shortage i.e. difference at the time of purchase and payment in price of Raw Material purchased.

EXPENDITURE:***Cost of materials consumed***

Our Cost of materials consumed were ₹ 47,668.48 lakhs in FY 2021-22 as compared to ₹ 70,871.97 lakhs in FY 2022-23 showing an increase of 48.68% from previous year i.e. FY 2021-22. Cost of materials consumed includes opening balance of Raw material, Purchase of Raw Material and Closing balance of Raw material. Raw Material mainly includes Purchase of Rock Phosphate, Sulphuric acid, Zinc sulphate, and Boron. Increase in Cost of Material consumed was more than proportion of increase in Revenue from Operation after adjusting Change in Inventories of WIP, Finished Goods & Stock in Trade. Price of Raw material was based on prevailing prices in the market.

Purchases of Stock-In-Trade

Our Purchases of Stock-In-Trade increased to ₹ 5.33 lakhs in FY 2022-23 from ₹ 3.99 Lakhs in FY 2021-22. Purchases of Stock-In-Trade mainly includes seeds and sulphuric acid.

Changes in inventories of finished goods, work-in-progress and traded goods

Our opening Inventory was ₹ 570.19 lakhs as at April 01, 2022, while it was ₹ 573.63 lakhs as at April 01, 2021. Our closing Inventory was ₹ 2,463.26 lakhs as at March 31, 2023, while it was ₹ 570.19 lakhs as at March 31, 2022. The changes in Inventory of Stock-In-Trade decreased to ₹ (1,893.07) lakhs in FY 2022-23 from ₹ 3.43 lakhs in FY 2021-22. Finished goods and traded goods mainly includes our products Linear Alkyl Benzene Sulphonic Acid (LABSA), Single Super Phosphate (Powdered/Granulated), Sulphuric Acid (Spent), Chicory, LAB, Aluminium Hydrate and seeds. Decrease in Inventory level in FY 2022-23 is primarily attributable to a higher inventory of finished goods and traded goods at the end of FY 2022-23.

Employee Benefit Expenses

Employee Benefit expenses were ₹ 536.95 Lakhs in FY 2022-23 as compared to ₹ 563.19 Lakhs in FY 2021-22 showing a decrease of 4.66% from previous year i.e. FY 2021-22. Employee Benefit Expenses mainly includes Salaries and Wages, staff welfare expenses and contribution to provident fund and other funds. Excluding non-recurring, Commission expense of ₹ 195.00 lakhs in FY 2021-22. The increase was mainly attributable to an increase in the number of employees during the year to support the greater scale of our business.

Finance Cost

Finance expenses increased to ₹ 365.95 Lakhs in FY 2022-23 as against ₹ 252.95 Lakhs in FY 2021-22 showing an increase of 44.67%. Finance costs include interest expense on interest on Loans, and other Borrowing Cost. Increase in finance cost is mainly due to increase in Interest expense related to working capital loan and increase in other borrowing costs which related to Bank Commission & Charges for Bank Guarantee taken by Company.

Depreciation and amortization expense

The Depreciation and amortization expense increased to ₹ 95.29 Lakhs in FY 2022-23 as against ₹ 58.81 Lakhs in FY 2021-22 showing an increase of 62.03% from previous year i.e. FY 2021-22. Depreciation mainly includes depreciation on our Plant & Machinery, Factory Building, solar power generation plant, Furniture and Fixtures, Vehicles, Data processing machine and Office Equipment. Increase in depreciation was mainly due to increase in our fixed assets from ₹ 837.47 lakhs in FY 2021-22 to ₹ 1,919.33 lakhs.

Other Expenses

Other Expenses decreased to ₹ 4,871.78 Lakhs in FY 2022-23 from ₹ 5,113.96 Lakhs for FY 2021- 22 showing a change of 4.74% from previous year i.e. FY 2021-22. Other expense mainly includes Freight outward, GST Reversal on Input Expense, Project Expense, Office Expense, Rent Expense, Professional Fees to Directors, Travelling Expense, Conveyance & Petrol Expense, Legal & Professional Expense, Office Expense, Rent Expense, Repairs & Maintenance Expense. Other expenses increased mainly due to non-recurring expense i.e. GST Reversal on Input Expense. Decrease in Other expense was mainly due to Power & Fuel Expenses due to setup of Solar Power Generation Plant in FY 2022-23 and decrease in Rebate Shortage & Quality Claim due to increase in our quality and decrease in quality claims.

Profit before Tax

As a result of the reasons mentioned above, we recorded an increase of 3.00% in our profit before tax, which amounted to ₹ 2,238.99 Lakhs in FY 2022-23, as compared to ₹ 2,173.75 Lakhs in FY 2021-22. The Profit before Tax for the FY 2022-23 was 2.90% of the total Income as compared to 3.89% of total Income in FY 2021-22.

Profit after Tax (PAT)

As a result of the reasons mentioned above, we recorded an increase of 2.65% in our profit after tax from ₹ 1,616.61 Lakhs in the FY 2021-22 to ₹ 1,659.53 Lakhs in the FY 2022-23. The Profit after Tax for the FY 2022-23 was 2.15% of the total income as against 2.90% of total income for the FY 2021-22.

DISCUSSION ON THE STATEMENT OF CASH FLOWS

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated:

(Amount ₹ in Lakhs)

Particulars	For the Financial Year Ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flows generated/ (used) from operating activities	(191.11)	1,707.03	(605.37)
Net cash flows generated/ (used in) investing activities	(1,805.67)	(1,057.68)	(532.48)
Net cash flows generated/ (used in)/generated from financing activities	2,021.89	(659.24)	1,147.60
Net increase/(decrease) in cash and cash equivalents	25.11	(9.89)	9.75

Operating activities:

For Financial Year 2023-24

Net cash used from operating activities was ₹ (191.11) Lakhs. This comprised of the profit before tax of ₹ 1,900.10 Lakhs, which was primarily adjusted for Depreciation & Amortization Expense of ₹ 144.30 Lakhs, Finance Cost of ₹ 466.55 lakhs and Interest Income of ₹ (37.78) lakhs. The resultant operating profit before working capital changes was ₹ 2,473.17 Lakhs, which was primarily adjusted for an increase in inventories of ₹ (288.95) lakhs, other assets and Loans and Advance of ₹ 9.14 lakhs, decrease in Trade Receivable by ₹ 3,070.01 lakhs, decrease in Trade Payable and other liability amounting by ₹ (4,948.92) Lakhs, and income tax paid of ₹ (513.82) Lakhs.

For Financial Year 2022-23

Net cash generated from operating activities was ₹ 1,707.03 Lakhs. This comprised of the profit before tax of ₹ 2,238.99 Lakhs, which was primarily adjusted for Depreciation & Amortization Expense of ₹ 95.29 Lakhs, Finance Cost of ₹ 365.95 lakhs and Interest Income of ₹ (30.42) lakhs. The resultant operating profit before working capital changes was ₹ 2,669.81 Lakhs, which was primarily adjusted for an increase in inventories of ₹ (3,228.44) lakhs, other assets and Loans and Advance of ₹ 1,148.10 lakhs, increase in Trade Receivable by ₹ (3,554.26) lakhs, increase in Trade Payable and other liability amounting by ₹ 5,221.98 Lakhs, and income tax paid of ₹ (550.16) Lakhs.

For Financial Year 2021-22

Net cash used from operating activities was ₹ (605.37) Lakhs. This comprised of the profit before tax of ₹ 2,173.75 Lakhs, which was primarily adjusted for Depreciation & Amortization Expense of ₹ 58.81 Lakhs, Finance Cost of ₹ 252.95 lakhs and Interest Income of ₹ (19.60) lakhs. The resultant operating profit before working capital changes was ₹ 2,465.91 Lakhs, which was primarily adjusted for an increase in inventories of ₹ (437.35) lakhs, other assets and Loans and Advance of ₹ (1,313.34) lakhs, increase in Trade Receivable by ₹ (2,222.52) lakhs, increase in Trade Payable and other liability amounting by ₹ 1,454.18 Lakhs, and income tax paid of ₹ (552.26) Lakhs.

Investing Activities

Financial Year 2023-24

Net cash used for investing activities was ₹ (1,805.67) Lakhs, which primarily comprised of cash used for the purchase/Sale of fixed assets (Net) of ₹ (992.77) Lakhs, proceeds from Interest income of ₹ 37.78 Lakhs and change in Non-Current Assets of ₹ (31.68) Lakhs and proceeds used for purchase of investment of ₹ (819.00) Lakhs.

For Financial Year 2022-23

Net cash used in investing activities was ₹ (1,057.68) Lakhs, which primarily comprised of cash used for the purchase/Sale of fixed assets (Net) of ₹ (869.80) Lakhs, proceeds from other income of ₹ 30.42 Lakhs and change in Non-Current Assets of ₹ (218.31) Lakhs.

For Financial Year 2021-22

Net cash used in investing activities was ₹ (532.48) Lakhs, which primarily comprised of cash used for the purchase/Sale of fixed assets (Net) of ₹ (424.93) Lakhs, proceeds from other income of ₹ 19.60 Lakhs and change in Non-Current Assets of ₹ (127.15) Lakhs.

Financing activities

For Financial Year 2023-24

Net cash inflow from financing activities was ₹ 2,021.89 Lakhs, which predominantly comprised increase of short-term borrowings of ₹ 2,664.86 Lakhs, repayment of long-term borrowings of ₹ (185.42) Lakhs, and Interest paid of ₹ (466.55) Lakhs.

For Financial Year 2022-23

Net cash outflow from financing activities was ₹ (659.24) Lakhs, which predominantly comprised decrease of short-term borrowings of ₹ (361.19) Lakhs, repayment of long-term borrowings of ₹ 66.09 Lakhs, and Interest paid of ₹ (365.95) Lakhs.

For Financial Year 2021-22

Net cash inflow from financing activities was ₹ 1,147.60 Lakhs, which predominantly comprised increase of short-term borrowings of ₹ 1,537.58 Lakhs, repayment of long-term borrowings of ₹ (141.04) Lakhs, and Interest paid of ₹ (252.95) Lakhs.

INDEBTEDNESS

As at March 31, 2024, we had total outstanding indebtedness of ₹ 4,023.17 Lakhs, which comprises of long-term borrowings amounting to ₹ 131.58 Lakhs and Short-term borrowing of ₹ 3,891.59 Lakhs. The following table sets out our indebtedness as of March 31, 2024, 2023 and 2022.

(Amount ₹ in Lakhs)

Particulars	Financial Year Ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Long term borrowing (excluding current maturity)	131.58	317.00	250.91
Short term borrowings (Including Current maturity of long-term borrowing)	3,883.34	1,218.48	1579.67
Total	4,014.92	1,535.48	1,830.58

RELATED PARTY TRANSACTIONS

For further information please refer “Annexure – IX - Related Party Disclosure” under section “Financial Information” beginning from page no. 211 of this Red Herring Prospectus.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the course of undertaking our business, we are exposed to the following risks arising from financial instruments, which include credit risk, liquidity risk and market risk. Our primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss. The potential activities where credit risks may arise include from cash and cash equivalents, security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which our Company grants credit terms in the normal course of business.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. Our financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We have practiced financial diligence and syndicated adequate liquidity in all business scenarios.

Market Risk

Market risk is the risk that results in changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect our income or the value of our holdings of financial instruments. Our operations result in us being exposed to foreign currency risk on account of trade receivables, trade payables and borrowings. The foreign currency risk may affect our income and expenses, or our financial position and cash flows. The objective of our management of foreign currency risk is to maintain this risk within acceptable parameters, while optimizing returns.

EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

1) Unusual or infrequent events or transactions

Except as described in this Red Herring Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as “unusual” or “infrequent”.

2) Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page no. 30 of the Red Herring Prospectus. To our knowledge, except as we have described in the Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page no. 30 in this Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4) 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.

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page no. 30 in this Red Herring Prospectus, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

5) Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Our Company mainly engaged in the production of Linear Alkylbenzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Further, Increases in revenues are by and large linked to increase in sales of products sold by our company and also dependent on capacity utilization and on the price realization of our products.

6) Total turnover of each major industry segment in which the issuer company operated.

Our Company mainly engaged in the production of Linear Alkyl Benzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Relevant Industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 121 of this Red Herring Prospectus.

7) Status of any publicly announced new products or business segment.

Our Company mainly engaged in the production of Linear Alkyl Benzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents and in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Otherwise as stated in the Red Herring Prospectus and in the section “Business Overview” appearing on page no. 142, our company has not publicly announced any new business segment till the date of this Red Herring Prospectus.

8) The extent to which business is seasonal.

Our Company mainly engaged in the production of Linear Alkyl Benzene Sulfonic Acid LABSA 90%, popularly known as LABSA, is an anionic surfactant & used in the formulation of all types of detergent powders, cakes, toilet cleaners and liquid detergents. Company also engaged in the manufacturing of “Single Super Phosphate” fertilizer which is manufactured and supplied as per the standards of Fertilizer Control Order of India in powder and granulated form as well as fortified with zinc and boron. Business of our company to that extent for one of the fertilizer product named “Single Super Phosphate” as is seasonal in nature, consumed during kharif and rabi crop cultivation.

Any significant dependence on a single or few suppliers or customers.

The percentage of contribution of our Company’s customer vis-à-vis the total revenue from operations on consolidated basis respectively for the period ended on October 31, 2023 and for the year ended on March 31, 2023, March 31, 2022 and March 31, 2021 is as follows:

Particulars	% contribution to revenue from operations		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Top 1 Customer	78.66	67.96	62.29
Top 3 Customers	90.21	85.80	77.91
Top 5 Customers	92.57	87.58	79.80
Top 10 Customers	93.50	88.70	81.38

**Note that Name of Customers are not mentioned since Company has not received written consent till filing of Red Herring Prospectus from its Customers to include their name in this Red Herring Prospectus.*

Particulars	% contribution to Purchases		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Top 1 Supplier	34.15	65.92	40.41
Top 3 Suppliers	88.42	87.78	86.09
Top 5 Suppliers	96.05	96.27	96.05
Top 10 Suppliers	99.29	99.53	98.77

**Note that Name of Suppliers are not mentioned since Company has not received written consent till filing of Red Herring Prospectus from its Suppliers to include their name in this Red Herring Prospectus.*



9) Competitive conditions:

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “*Business Overview*” beginning on page no. 142 of this Red Herring Prospectus.

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CAPITALISATION STATEMENT

Statement of Capitalization, As Restated

(₹in Lakhs)

Particulars	Pre-Issue	Post Issue*
	31/03/2024	
Debt :		
Long Term Debt	131.58	[●]
Short Term Debt	3,883.34	[●]
Total Debt	4,014.92	-
Shareholders Funds		
Equity Share Capital	1,818.56	[●]
Reserves and Surplus	6,280.56	[●]
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	8,099.12	[●]
Long Term Debt/ Shareholders' Funds	0.02	[●]
Total Debt / Shareholders Fund	0.50	[●]

*Note: -

1)"The post issue figures are as on 31.03.2024"

2)"The post issue figures are not available since issue price is not yet finalized"

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on July 08, 2023 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 2% of the Company’s Net worth of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 2% of the Company’s Net worth as per the last restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

1. Criminal Case No.392/2010 has been filed in the court of Chief Judicial Magistrate, Bundi under section 3/7 of Essential Commodity Act, 1955 and Fertilizer Control Order, 1985, against Chittora Fertilizers and Others including our Company and Ramesh Chandra Sharma who was the Quality Control Officer of the Company. A sample of the Fertilizer manufactured by our Company and sold by Chittora Fertilizers was taken on June 27, 2007 by the Fertilizer Inspector and District Development Officer, Bundi and the same was found to be not adhering to specific standards vide report number 1192 dated July 31, 2007 of Fertilizer Quality Control Laboratory, Udaipur. Further, a second sample was tested by Analytical Chemist Fertilizer Testing Laboratory, Nasik and it was also found to be non compliant vide their report no. 1050 dated December 15, 2007. Thus the case was filed by Ramesh Kumar Jain, District Development Officer, C.A.D., Bundi, for violation of Fertilizer Control Order, 1985 and Essential Commodity Act, 1955. The matter is still pending.
2. A case no. C.C. 0027/2014 has been filed in the court of Chief Judicial Magistrate, Sri Ganganagar against M/s Fauji Fertilizers and Others including our Company and Vivek Kumar Arya who was the Quality Control Officer of the Company under section 3/7 of Essential Commodity Act, 1955 and Fertilizer Control Order, 1985. A sample of the Fertilizer manufactured by our Company and sold by M/s Fauji Fertilizers was taken on November 29, 2006 by the Fertilizer Inspector and the same was found to be not adhering to specific standards vide report number 1621-25 dated January 04, 2007 issued by Deputy Director, Fertilizer Quality Control Laboratory, Jodhpur, Rajasthan. Further, a second sample was tested by Joint Director of Agriculture (Quality Control), Jaipur, Rajasthan and it was also found to be non compliant vide their report no. FCO/Tech/247/2006-07 dated April 02, 2007. Thus the case was filed by Om Prakash, Fertilizer Inspector, for violation of Fertilizer Control Order, 1985 and Essential Commodity Act, 1955. The matter is still pending.
3. A case no. CC/0001612/2015 has been filed in the court of Judicial Magistrate First Class, Kadi, Gujarat under section 3/7 of Essential Commodity Act, 1955 and section 19-1(a) Fertilizer Control Order, 1985 against M/s Patel Agro Tech and Others including our Company and Dharam Narayan Singh who was the Quality Control Officer of the Company. A sample of the Fertilizer was collected on December 25, 2013 by the Fertilizer Inspector and Agriculture Officer and the same was found to be not adhering to specific standards vide report number FTL/Tech/Non-Stand./12-14/2013 dated January 10, 2013, by Deputy Director, Agriculture (Quality Control) of Fertilizer Quality Control Laboratory, Gandhinagar. The matter is still pending.
4. A case no. CC/0001300/2014 has been filed in the court of Additional Chief Judicial Magistrate, Idar under section 3/7 of Essential Commodity Act, 1955 and Fertilizer Control Order, 1985 against Gujarat State Fertilizers and Chemicals Limited Depot and Others, including our Company. The matter is still pending.
5. A case no. CC/0001273/2014 has been filed in the court of Judicial Magistrate, Anand, Borsad, Gujarat under section 3/7 of Essential Commodity Act, 1955 and Fertilizer Control Order, 1985 against Shree Guru Krupa Agro and Others including our Company and Neeraj Sharma who was the Quality Control Officer of the Company. A sample of the Fertilizer manufactured by our Company and sold by Shree Guru Krupa Agro was taken on July 25, 2013 by the Fertilizer Inspector and Agriculture Officer and the same was found to be not adhering to specific standards vide report number FTL/Tech/Non-Stand./284951/2013 dated August 23, 2013, by M.Y Syed, Deputy Director, Agriculture (Quality Control) of Fertilizer Quality Control Laboratory, Gandhinagar. Further, a second

sample was tested by Fertilizer Testing Laboratory, Nasik and it was also found to be non compliant vide their report no. 3194 dated January 24, 2014. The matter is still pending.

(b) Criminal proceedings filed by the Company

1. Our Company filed an FIR dated November 12, 2022 against Dara Singh Gurjar and Bhim Singh under Sections 420, 406, 408, 452, 323, 341, 379 and 120-B of Cr PC, in the Police Station Hiran Magri, Udaipur for stealing the Chemical transported by the Company to various customers. Dara Singh was an employee of the Company who was responsible for filling and transporting the chemical in the tankers of the Company. He was siphoning off the chemical on the way in consort with Bhim Singh and on receiving complaints from various customers when the Company officials confronted Dara Singh, he created nuisance with the help of Bhim Singh and others. They looted some cash and other documents from the Company and ran away. The matter is still pending.
2. Our Company has filed an FIR dated January 31, 2020 against unknown persons under section 379 and 336 of Cr PC in the Police Station Hiran Magri, Udaipur for stealing diesel from the factory premises at Umarda, Udaipur. The matter is still pending.
3. Our Company filed an FIR dated February 4, 2022 against Hera Singh Jhala and Prem Lal Gameti under Sections 407 and 420 of Cr PC in the Police Station Hiran Magri, Udaipur for stealing the Chemical transported by the Company. The matter is still pending.

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Company

1. Our Company has adopted the trademark “Ankur” for business use relating to fungicides, herbicides and pesticides since 2014. The mark has been continuously, extensively and honestly used by the Company in respect of goods manufactured and traded in by the Company since its inception. However, another Company Ankur Seeds Private Limited, applied for a Trade Mark vide application number 5838032 which was very similar to the mark being used by our Company. Our Company has served Notice dated January 06, 2024 opposing the application for registration of the said mark by Ankur Seeds Private Limited under Sections 21(1), of the Trade Marks Act, 1999 citing the reasons for not granting the registration. The matter is still pending before the Trade Mark Registry.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no actions by statutory and regulatory authorities against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

(c) Other pending material litigations against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE SUBSIDIARY COMPANY OF THE COMPANY

(a) Criminal proceedings against the Subsidiary Company of the Company, Udaipur Poly Sacks Limited (UPSL)

1. One of the Factory workers Sh.Brijender Singh accidentally died while working in the factory of our Subsidiary Company, Udaipur Poly Sacks Limited on July 31, 2014. UPSL entered into a compromise for compensation with the deceased's elder brother Sh. Sharad Yadav. However the news of the death was published in the local newspaper based on which the Factory and Boilers Department issued a show cause notice and conducted an investigation. In view of UPSL's settlement with the deceased's relatives, it requested the Factory and Boilers Department for compounding the matter. The matter is still pending.
2. A Labour claim no. 11/2018 has been filed by one Lal Singh Yadav against UPSL before the Industrial Dispute Tribunal and Labour Court, Udaipur. He was appointed as Plant Operator on May 13, 2013 and worked as such till March 31, 2017. It has been alleged that he has been removed from the service in an inappropriate and illegal manner and has sought compensation. The matter is still pending.
3. A complaint has been filed against Adheeshaa Phosphates, a unit of UPSL and Sh. Panna Lal Dangi who was the Quality Control Manager, under section 3/7 of Essential Commodity Act, 1955 for contravention of Clause 19 (a) of the Fertilizer Control Order 1985 before Chief Judicial Magistrate, SBS Nagar, Punjab. The matter is still pending.
4. A Labour claim no. 15/2019 has been filed by one Naval Ram Dangi against Adheeshaa Phosphates, a unit of UPSL, before the Industrial Dispute Tribunal and Labour Court, Udaipur. He was appointed as welder-cum-fitter on June 1, 2013 and worked as such till March 31, 2017. It has been alleged that he has been removed from the service in an inappropriate and illegal manner and has sought compensation. The matter is still pending.
5. Criminal case no. 4415/2023 has been filed in the court of Chief Judicial Magistrate, Patiala, under section 7 of the Essential Commodity Act, 1955, and Clause 19 (a) Fertilizer Control Order, 1985, against M/s Anshul Fertilizers and others, including our Subsidiary Company, Adheesha Phosphates and Sh. Panna Lal Dangi, who was the Quality Control Officer of the Company. A sample of the fertilizer manufactured by our Subsidiary Company and sold by M/s Anshul Fertilizers was taken by the Fertilizer Inspector, and the same was found to be not adhering to specific standards vide report number 17-10/2021-CFTI dated July 26, 2021. Further, a second sample was sent by Appellate Authority to the Fertilizer Testing Laboratory, Government of Gujarat, and it was also found to be non-standard as it contains Water Soluble Phosphorus. Thus, the case was filed by Mr. Harinder Singh, Chief Agricultural Officer, Patiala, for violation of the Fertilizer Control Order, 1985, and the Essential Commodity Act, 1955. The matter is still pending.

(b) Criminal proceedings filed by the subsidiary company of our Company

1. Adheesha Phosphate, a unit of Udaipur Poly Sacks Limited has filed a criminal complaint no. 7452 /2019 u/s 138 of the Negotiable Instrument Act, 1881 r/w the provisions of Chapter- XV of the Criminal Procedure Code, 1973 for dishonouring of cheque bearing no. 107061 amounting to 1,72,998/- against M/s Ashok Fertilizers in the Court of Special Judicial Magistrate, Udaipur, Rajasthan. The matter is still pending adjudication before the court.
2. Adheeshaa Phosphates, a unit of Udaipur Poly Sacks Limited has filed a criminal complaint no. 6266 /2019 u/s 138 of the Negotiable Instrument Act, 1881 r/w the provisions of Chapter- XV of the Criminal Procedure Code, 1973 for dishonouring of cheque bearing no. 000267 amounting to Rs. 2,94,762/- against M/s Hardev Enterprises in the court of Special Judicial Magistrate, Udaipur, Rajasthan. The matter is still pending adjudication before the court.

(c) Other pending material litigations against the Subsidiary Company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations against the Subsidiary Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Subsidiary Company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Subsidiary Company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Subsidiary Company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Subsidiary Company.

D. LITIGATIONS INVOLVING THE GROUP COMPANIES OF THE COMPANY

(a) Criminal proceedings against the group companies of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the group companies of the Company.

(b) Criminal proceedings filed by the group companies of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal initiated by the group companies of the Company.

(c) Other pending material litigations against the group companies of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the group companies of the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending material litigation initiated by the group companies of the Company.

(e) Actions by statutory and regulatory authorities against the group companies of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the group companies.

E. TAX PROCEEDING

II. TAX PROCEEDING

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)
Of the Company		
(Income Tax) ¹	1	109.64
(TDS) ²	1	3.09
(GST) ³	2	197.00
Of the Group Companies/ Subsidiary Company		
Udaipur Poly Sacks Limited (TDS) ⁴	1	0.95
Of the Promoters and Directors	Nil	

¹ There was an outstanding demand of Rs. 58,12,710.00 and an interest to the demand of Rs. 51,51,433.00 amounting to Rs. 1,09,64,143.00 in the Assessment Year 2012.

² The company has a total Outstanding Demand for TDS across all Financial Years of Rs 3,08,780.00.

³ The Company has two Show Cause Notices for GST demands for the Financial Year 2018-19 of Rs 15,31,416.00 and 1,81,41,449.00 amounting to total Outstanding Demand of Rs. 1,96,72,865. Company has filed the appeal but final orders have not been issued by the Department.

The Company has one Show Cause Notice for Financial Year 2019-2020 of Rs 27,742.

⁴ Our Subsidiary Company viz., Udaipur Poly Sacks Limited has a total Outstanding Demand for TDS across all financial years of Rs 95,360.00

A. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:



The Board of Directors of our Company considers dues exceeding 2% of our Company's Net worth as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. The Net worth for the period ended on March 31, 2024 was ₹ 8099.06 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 161.98 Lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 08, 2023. Based on these criteria, details of outstanding dues owed as on March 31, 2024 by our Company are set out as below:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	11	37.86
B. Other Creditors	128	2,879.47
Total (A+B)	139	2,917.33
Material Creditors	3	2,620.08

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.indianphosphate.com. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

B. MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 213 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



GOVERNMENT APPROVALS
GOVERNMENT AND OTHER APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 167 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on February 13, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extraordinary General Meeting held on February 21, 2024 authorized the Issue.

Approval from the Stock Exchange:

In-principle approval dated June 18, 2024 from NSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of NSE, issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a) The company has entered into an agreement dated July 21, 2020 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated November 21, 2023, with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialisation of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0DHF01018.

Lenders Consent

Our Company has received the NOC from the following Lenders:

- a) NOC dated January 19, 2024 received from Punjab National Bank, Mid Corporate Centre, Udaipur
- b) NOC dated March 19, 2024 received from Indian Overseas Bank, Udaipur Branch

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of ‘Indian Phosphate Limited’	17-015271 of 1998-99	The Companies Act, 1956	Registrar of Companies, Rajasthan, Jaipur	December 14, 1998	Valid Until Cancelled

III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	AABCI0486J	Income Tax Act, 1961	Income Tax Department, Government of India	December 14, 1998	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	JDHI00934D	Income Tax Act, 1961	Income Tax Department, Government of India	July 11, 2002	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Tamil Nadu)	33AABCI0486J1ZN	Central Goods and Services Tax Act, 2017	Commercial Tax Officer, Commercial Taxes Department, Government of Tamil Nadu	Issued on June 13, 2023 w.e.f. June 13, 2023	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (Uttar Pradesh)	09AABCI0486J1ZE	Central Goods and Services Tax Act, 2017	Superintendent, Department of Commercial Taxes, Uttar Pradesh	Issued on June 25, 2018 w.e.f. June 01, 2018	Valid Until Cancelled
5.	Certificate of Registration of Goods and Services Tax (Rajasthan)	08AABCI0486J1ZG	Central Goods and Services Tax Act, 2017	Commercial Taxes Department, Government of Rajasthan	Issued on July 16, 2018 w.e.f. July 01, 2017	Valid Until Cancelled
6.	Certificate of Registration of Goods and Services Tax (Uttarakhand)	05AABCI0486J1ZM	Central Goods and Services Tax Act, 2017	State Tax Department, Uttarakhand	Issued on May 20, 2023 w.e.f. May 20, 2023	Valid Until Cancelled
7.	Certificate of Registration of Goods and Services Tax (Punjab)	03AABCI0486J1ZQ	Central Goods and Services Tax Act, 2017	Excise and Taxation Officer-cum-State Tax Officer, Government of Punjab	Issued on September 02, 2021 w.e.f. September 02, 2021	Valid Until Cancelled
8.	Certificate of Registration of Goods and Services Tax (Maharashtra)	27AABCI0486J1ZG	Central Goods and Services Tax Act, 2017	Superintendent, Department of Goods and Services Tax, Government of Maharashtra	Issued on July 20, 2023 w.e.f. July 20, 2023	Valid Until Cancelled
9.	Certificate of Registration of Goods and Services Tax (Madhya Pradesh)	23AABCI0486J1ZO	Central Goods and Services Tax Act, 2017	Superintendent, Department of Commercial Tax, Government of Madhya Pradesh	Issued on July 07, 2018 w.e.f. November 27, 2017	Valid Until Cancelled
10.	Certificate of Registration of	24AABCI0486J2ZL	Central Goods and Services Tax Act,	Superintendent, Department of	Issued on December 06,	Valid Until

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Goods and Services Tax (Gujarat)		2017	Gujarat State Tax and Commercial Tax	2022 w.e.f. October 19, 2022	Cancelled
11.	Certificate of Registration of Goods and Services Tax (Chandigarh)	04AABCI0486J1ZO	Central Goods and Services Tax Act, 2017	Commercial Tax Officer, Central Goods and Services Tax Commissionerate Chandigarh	Issued on December 03, 2020 w.e.f. December 01, 2020	Valid Until Cancelled
12.	Certificate of Registration of Goods and Services Tax (Haryana)	06AABCI0486J1ZK	Central Goods and Services Tax Act, 2017	Excise and Taxation Department, Government of Haryana	Issued on July 28, 2018 w.e.f. July 01, 2017	Valid Until Cancelled
13.	Certificate of Registration of Goods and Services Tax (Bihar)	10AABCI0486J1ZV	Central Goods and Services Tax Act, 2017	Commercial Taxes Department, Government of Bihar	December 14, 2023	Valid Until Cancelled
14.	Certificate of Enrolment of Profession Tax (Dhule, Maharashtra)	99244691779P	Maharashtra Tax on Professions, Trades, Calling and Employment Act, 1975	Maharashtra Labour Department	Issued on November 07, 2023 w.e.f. April 01, 2023	Valid Until Cancelled
15.	Certificate of Registration of Profession Tax (Dhule, Maharashtra)	27302232626P	Maharashtra Tax on Professions, Trades, Calling and Employment Act, 1975	Maharashtra Labour Department	November 06, 2023	Valid Until Cancelled
16.	Certificate of Registration of Profession Tax (Madhya Pradesh)	78569287662	Madhya Pradesh Tax on Professions, Trades, Calling and Employment Act, 1995	Department of Commercial Tax, Government of Madhya Pradesh	October 28, 2023	Valid Until Cancelled
17	Certification of registration under Section 5 of the Bihar Tax on Professions, Trades, Calling and Employments Act, 2011	10AABCI0486JR	Bihar Tax on Professions, Trades, Calling and Employments Act, 2011	Commercial Tax Department	March 29, 2024	Valid Until Cancelled
18	State Tax on Professions, Trades, Callings and Employments Registration (Punjab)	E30AABCI0486J	Punjab State Development Tax, 2018	Department of Excise and Taxation	March 19, 2024	Valid Until Cancelled

B. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyog Aadhar Registration Certificate	RJ33C0018555	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	September 03, 2019	Valid Until Cancelled
2.	Registration and Licence to work a Factory at 5056, Umarda, Distt-Udaipur	RJ/26799	Factory Act, 1948	Factories and Boilers Inspection Department, Rajasthan	December 27, 2023	March 31, 2027
3.	Environmental Clearance for expansion of Single Super Phosphate Products at Umarda, Distt. Udaipur, Rajasthan	F1(4)SEIAA/SEAC-Raj/Seckt/Project /Cat.5(a)B1(280) /09-10/402	The Environment (Protection) Act, 1986	Secretariat of State Level Expert Committee (SEAC) Rajasthan	August 03, 2010	Valid Until Cancelled
4.	Environmental Clearance for Single Super Phosphate Products at Umarda, Distt. Udaipur, Rajasthan	F1(4)SEIAA/SEAC - Raj/Seckt/Project /Cat.5(a)B1(280) /10-11	The Environment (Protection) Act, 1986	State Level Environmental Impact Assessment Authority, Jaipur Rajasthan	June 30, 2011	Valid Until Cancelled
5.	Consent to Operate the Factory (Plot no.5056, Vill: Umarda, Tehsil: Girwa, Udaipur, Rajasthan)	2022-2023/Udaipur/9163	Section 25/26 of the Water (prevention and control of pollution) Act, 1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981	Rajasthan State Pollution Control Board	Issued on September 29, 2022 w.e.f. August 06, 2022	July 31, 2027
6.	Consent to Operate the Factory (Plot no.-5056, Vill: Umarda, Tehsil: Girwa, Udaipur, Rajasthan)	2022-2023/PDF/4111	Section 25/26 of the Water (prevention and control of pollution) Act, 1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981	Rajasthan State Pollution Control Board	Issued on January 16, 2023 w.e.f. December 01, 2022	November 30, 2027
7.	Entrepreneurs Memorandum, Acknowledgement Part II For Unit I	080261200144	The Industries (Development And Regulation) Act I (D&R), 1951	General Manager, District Industry Centre, Udaipur	April 17, 2009	Valid Until Cancelled
8.	Registration under Legal Metrology (Packaged Commodities)	LMA-02122023-20abe	Schedule 8 under Rule 15(3) of Rajasthan Legal Metrology (Enforcement Rules, 2011)	Department of Consumer Affairs; Executive Standards Laboratory (Udaipur)	December 06, 2023	December 05, 2024
9.	Permission under Electricity	AVVNL/SE/O&	Rule 63 of Indian	Ajmer Vidyut	August	Valid

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Act/ for energisation for Expansion of Load from 593 HP to 1562 HP and Contract Demand from 500 KVA to 750 KVA	M/UDR/WORK S/F./2013/D.3116	Electricity Rules, 1956	Vitran Nigam Limited	27, 2013	Until Canceled
10.	No Objection Certificate (NOC) from Fire Department	LSG/UDAIPUR/FIRENOC/2023-24/22365	Rajasthan Municipalities Act, 2009	Municipal Corporation, Udaipur	November 03, 2023	Valid Until Canceled
11.	No Objection Certificate (NOC) for ground water abstraction (Plot no.-5056, Vill: Umarda, Tehsil: Girwa, Udaipur, for Both Unit I and II.)	CGWA/NOC/IND/ORIG/2023/19058	Environment (Protection) act, 1986	Government of India Ministry of Jal Shakti Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority	August 23, 2023	September 26, 2025
12.	Consent to Establish under RED/LSI Category (Plot No. T-22, Nardana MIDC Area Phase – II, Sindkheda, Dhule, Maharashtra	RED/L.S.I (R52) No: Format1.0/CC/UAN No.0000155314/CE/2302001150	Water (Prevention and control of pollution) Act, 1974 and under section 21(4) of Air(Prevention and control of pollution) Act, 1981, and Authorization under Rule 6 of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016	Assistant Secretary (Technical) Maharashtra Pollution Control Board, Mumbai	February 15, 2023	Granted for a period up to commissioning of the unit or up to 5 years whichever is earlier.
13.	Electricity Bill of Factory at Dhule, Maharashtra (Sanctioned load: 44.76 KW)	Consumer No.: 096790015000	Electricity Act, 2003	Maharashtra State Electricity Distribution Co. Ltd	November 01, 2023.	Valid until cancelled
14.	Consent to Establish Factory under RED/LSI Category for its Unit at S.F. No.98(part), 99 (part), 112 /1 (part) and 113 (part) Kudikadu Village, Cuddalore Taluk and District falling in CRZ Area, Plot No.: C-17A at SIPCOT Industrial Park, Tamil Nadu.	2301154736172	Section 25 of the Water (Prevention and control of pollution) Act, 1974	Tamil Nadu Pollution Control Board, Chennai	November 08, 2023	March 31, 2028
15.	Letter of Authorization for Storing and Distributing	F06251	The Fertilizer (Control) Order 1985	Deputy Director Agriculture,	Date of Issue:	November 11,

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Fertilizers Single Superphosphate (16% P205 Granulated) (Ankur Brand), Single Superphosphate (16% P205 Powdered) (Ankur Brand) For Storage and Sale at West Bengal			Manures and Fertilizers, West Bengal, Kolkata	December 01, 2018, Renewal with effect from December 01, 2021,	2026,
16.	Letter of Authorization for Storage and Sale of Fertilizers in Uttar Pradesh	754/75326	The Fertilizer (Control) Order 1985	Joint Director of Agriculture (Fertilizer) (Department of Agriculture, Uttar Pradesh)	May 30, 2022	May 29, 2027
17.	Letter of Authorization for Storage and Sale of Fertilizers in Rajasthan	572	The Fertilizer (Control) Order 1985	Joint Director Agriculture, Jaipur, Rajasthan	November 4, 2014 Renewed on November 4, 2019	November 3, 2024
18.	Letter of Authorization for Storage and Sale of Fertilizers in Punjab	909	The Fertilizer (Control) Order 1985	Directorate of Agriculture, Punjab Near Dara Studio, Ph-VI, S.A.S. Nagar	March 05, 2022	March 04, 2027
19.	Letter of Authorization for Storage and Sale of Fertilizers in Himachal Pradesh through HIMFED Godowns	AL-SSP-27/2018	The Fertilizer (Control) Order 1985	Joint Director of Agriculture, Department of Agriculture, Himachal Pradesh	September 07, 2018	November 03, 2024
20.	Letter of Authorization for Storage and Sale of Fertilizers in Maharashtra	LCFWD2022050397	The Fertilizer (Control) Order 1985	Director of Agriculture (I & QC) Maharashtra State, Pune	May 14, 2022	May 13, 2027
21.	Letter of Authorization for Storage and Sale of Fertilizers in Haryana	23	The Fertilizer (Control) Order 1985	Notified Authority-cum-Director General, Agriculture and Farmers Welfare Department, Haryana, Panchkula.	July 25, 2017	July 25, 2025
22.	Certificate of Registration to carry on business of selling Fertilizers in Uttarakhand	UK-AGRI/33173/28099	The Fertilizer (Control) Order 1985	Directorate of Agriculture, Uttarakhand	April 20, 2021	April 20, 2026
23.	Letter of Authorization for Storage and Sale of Fertilizers	58	The Fertilizer (Control) Order 1985	Joint Director Agriculture,	Date of issue:	November 27,


Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	in Madhya Pradesh			Farmer Welfare and Agricultural Development	November 28, 2007 Renewed from: November 28, 2019	2024
24.	Authorisation for Operating a facility for Collection, Generation, Reception, Reuse, Storage, Treatment of Hazardous Waste in Rajasthan	RPCB/HWM/2021-2022/PDF/HSW/11	Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016	Rajasthan State Pollution Control Board, Jaipur	August 17, 2021 W.e.f. July 21, 2020	April 30, 2025
25.	Registration under Legal Metrology (150 kg)	LMA-13032024-b6325	Schedule 8 under Rule 15(3) of Rajasthan Legal Metrology (Enforcement Rules, 2011)	Department of Consumer Affairs; Executive Standards Laboratory (Udaipur)	March 16, 2024	March 15, 2025
26.	NOC from Fire Department	LSG/UDAIPUR/FIRENOC/2023-24/27654	Rajasthan Municipal Corporation Act, 2009	Fire Officer, Municipal Corporation, Udaipur	July 03, 2024	July 02, 2025

C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Employees' State Insurance Registration	16000505270000499	Employees' State Insurance Act, 1948	Employees' State Insurance Organisation	August 18, 2011	Valid until Cancelled
2.	Registration under Employees' Provident Funds	RJUDR0012435000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	March 11, 2015	Valid until Cancelled
3.	Shops & Establishments Registration (Chandigarh)	PSCEA/2023/04314	Punjab Shops & Commercial Establishments Registration Act, 1958	Chandigarh Labour Department	November 20, 2023,	Valid until Cancelled
4.	Intimation for Shops and Establishments (Gujarat)	137INT202300677	Gujarat Shops & Establishments Act, 2019	Himatnagar Municipal Corporation	October 22, 2023 w.e.f. September 25, 2023	Valid until Cancelled

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
5.	Shops & Establishments Registration (Haryana)	PS/REG/KNL/LI-KNL1/0305245	Punjab Shops & Commercial Establishments Registration Act, 1958	Haryana Labour Department	November 20, 2023	Valid until Cancelled
6.	Shops & Establishments Registration (Rajasthan)	SCA/2023/27/132976	Rajasthan Shops And Commercial Acts, 1958	Government of Rajasthan, Department of Labour	May 28, 2024	Valid until Cancelled
7.	Certificate of Registration under Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	ISMWP/2024/27/132552	Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	Inspector, Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	March 04, 2024	Valid until Cancelled

D. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)


Sr. No.	Description	Owner	Class	Status	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Copyright Registration of Artistic Work 'ANKUR SINGLE SUPER PHOSPHATE'	Indian Phosphate Limited	A-124312/2018	Published	The Copyright Act, 1957	Deputy Registrar of Copyright, Government, of India, New Delhi	March 12, 2018 first published in 2014	Valid till 2074
2.	Trade Mark for the Device  TM Registration No. 1385481	Indian Phosphate Limited	1	Registered	The Trade Marks Act, 1999	Registrar of Trade Marks	September 19, 2005	September 19, 2025

E. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	indianphosphate.com	eNOM Inc./1250	May 09, 2005 Updated on April 21, 2024	May 09, 2025

IV. APPROVALS OR LICENSES APPLIED FOR BUT NOT RECEIVED:

Sr. No.	Description	Application Number	Date of Application	Status
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Sr. No.	Description	Application Number	Date of Application	Status
1.	Trade Mark Registration for the Word "INDIAN PHOSPHATE LIMITED" under Class 1	6176162	November 05, 2023	Objected under section 9(1) of Trade Mark Act, 1999 as the mark is non-distinctive in nature.
2.	Trade Mark for the Device  under Class 1	6147311	October 13, 2023	Objected under section 9(1) of Trade Mark Act, 1999 as the mark is non-distinctive in nature.
3.	Shops and Establishments Registration (Uttar Pradesh)	SA28760665	March 16, 2024	Issuance of Registration Certificate is under process, Resubmitted after solving queries.
4.	Shops and Establishments Registration (Bihar)	TBSE_REG/2024/02435	March 20, 2024	The application has been rejected as there are no employees.
5.	State Tax on Professions, Trades, Callings and Employments Enrolment (Gujarat)	137PTE232401983	October 22, 2023	The application has been rejected as there are no employees.
6.	State Tax on Professions, Trades, Callings and Employments Registration (Gujarat)	137PTR232400033	October 22, 2023	The application is under process.

APPROVALS AND LICENCES IN THE NAME OF UDAIPUR POLY SACKS LIMITED

I. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of 'Udaipur Poly Sacks Limited'	U74950RJ1995PLC009713	The Companies Act, 1956	Registrar of Companies, Rajasthan	March 21, 1995	Valid Until Cancelled

II. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	AAACU3998A	Income Tax Act, 1961	Income Tax Department, Government of India	March 21, 1995	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	JDHU00437D	Income Tax Act, 1961	Income Tax Department, Government of India	May 28, 2003	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Punjab)	03AAACU3998A1ZJ	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Punjab	September 23, 2017 wef July 01, 2017	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (Haryana)	06AAACU3998A2ZC	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Haryana	February 23, 2018 wef July 01, 2017	Valid Until Cancelled
5.	Certificate of Registration of Goods and Services Tax (Uttar Pradesh)	09AAACU3998A2Z6	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Barabanki, Uttar Pradesh	September 20, 2022	Valid Until Cancelled
6.	Certificate of Registration of Goods and Services Tax (Madhya Pradesh)	23AAACU3998A1ZH	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Madhya Pradesh	July 18, 2018 wef July 01, 2017	Valid Until Cancelled
7.	Certificate of Registration of Goods and Services Tax (Gujarat)	24AAACU3998A1ZF	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Gujarat	July 06, 2018 wef July 01, 2017	Valid Until Cancelled
8.	Certificate of Registration of Good and Services Tax (Rajasthan)	08AAACU3998A1Z9	Central Goods and Services Tax Act, 2017	Commercial Taxes Department, Government of Rajasthan	Issued on July 16, 2018 w.e.f July 01, 2017	Valid Until Cancelled
9.	Certificate of Registration of Profession Tax (Madhya Pradesh)	79679026396	Madhya Pradesh Tax on Professions, Trades, Calling and Employment Act, 1995	Department of Commercial Tax, Government of Madhya Pradesh	March 06, 2024.	Valid Until Cancelled
10.	Certificate of Registration of Profession Tax (Punjab)	E30AAACU3998A	Punjab State Development Tax, 2018	Department of Excise and Taxation	March 07, 2024	Valid Until Cancelled

B. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds	RJUDR0009191000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	March 23, 2015	Valid until Cancelled
2.	Employees' State Insurance Registration	16000505280000205	Employees State Insurance Act, 1948	Employees State Insurance Organisation	August 12, 2011	Valid until Cancelled
3.	Shops and Establishments Haryana	PSA/REG/YNR/LI-YNR-1/0321629	Punjab Shops & Commercial Establishments Registration Act, 1958	Haryana Labour Department	March 06, 2024	Valid until Cancelled
4.	Certificate of Registration under Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	ISMWP/2024/27/132550	Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	Inspector, Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979	March 04, 2024	Valid Until Cancelled

C. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	UDYAM-RJ-33-0004221	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	November 03, 2020	Valid Until Cancelled
2.	Legal Entity Identifier Certification	335800EBDEXLMBQ3SO52	As per RBI guidelines	RBI	November 14, 2019	November 24, 2024
3.	Certificate of Importer-Exporter Code (IEC)	1305021746	Foreign Trade (Development and Regulation) Act, 1992	Director General of Foreign Trade	May 10, 2005	Valid until cancelled
4.	Consent to Operate the Factory for Manufacturing and Producing of Granulated Single Super Phosphate (400.00 MT/Day), Hydro Floro Silicic Acid (20.00 MT/Day) and Single Super Phosphate (400.00 MT/Day)	2019-2020/PDF/3922 Unit ID: 26624	Section 25 of the Water (prevention and control of pollution) Act, 1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981, under Rule 6(2) of the Hazardous and other Wastes (Management & Trans-boundary movement) Rules, 2016	Rajasthan Pollution Control Board	Issued on December 20, 2019 w.e.f April 01, 2019	March 31, 2024

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
5.	Consent to Operate the Factory for Manufacturing and Producing of Boron/Zinc Fortified Single Super Phosphate (20.00 MT/Day)	2019-2020/PDF/3923 Unit Id: 26624	Section 25 of the Water (prevention and control of pollution) Act, 1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981, under Rule 6(2) of the Hazardous and other Wastes (Management & Trans-boundary movement) Rules, 2016	Rajasthan State Pollution Control Board	December 20, 2019	November 30, 2024
6.	Registration and Licence to work a Factory at 5059, Umarda, Udaipur consisting of HDPE/PP/WOVEN SACKS/SSP	RJ/23255	Factory Act, 1948	Chief Inspector of Factories and Boilers, Rajasthan	January 25, 2021	March 31, 2024
7.	Permission under Electricity Act for energisation of installation	328	Rule 63 of Indian Electricity Rules, 1956	Office of Sr. Electrical Inspector, Government of Rajasthan	May 07, 2013	Valid until Cancelled
8.	No Objection Certificate (NOC) for ground water abstraction	CGWA/NOC/IND/ORIG/2022/16800	Environment (Protection) act, 1986	Government of India Ministry of Jal Shakti Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority	September 29, 2022	September 28, 2025
9.	Business Registration Number	106476000000040	Factories Act, 1948	Department of Planning, Directorate of Economics and Statistics, Rajasthan	December 13, 2017	Valid Until Cancelled
10.	Entrepreneurs Memorandum, Acknowledgement Part II For Umarda Udaipur: Girwa	081591300001	The Industries (Development And Regulation) Act I (D&R),1951	General Manager, District Industry Centre, Udaipur	Issued on March 25, 2015	Valid Until Cancelled
11.	Registration with the Indian Bureau of Mines	IBM/15922/2013	Rule 45 of Mineral Conservation and Development Rules, 1988	Controller General, Indian Bureau of Mines, Ministry of Mines	June 18, 2013	Valid Until Cancelled
12.	Letter of Authorization for Storage and Sale of Fertilisers - Gujarat	ORIGINAL 18, RENEWAL 173	The Fertilizer (Control) Order 1985	Deputy Director of Agriculture (Extn.)	May 14, 2014	May 13, 2025


Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
13.	Letter of Authorization for Sale of Fertiliser - Single Super Phosphate (16%) P&G brand "Ankur Gold" - Himachal Pradesh	AL - SSP - 7/2015	The Fertilizer (Control) Order 1985	Department of Agriculture, Himachal Pradesh	August 31, 2015	June 02, 2026
14.	Letter of Authorization for Sale of Chemical Fertiliser - Single Super Phosphate (16%) P&G - Madhya Pradesh	A-2 Form Sr. No. 202	The Fertilizer (Control) Order 1985	Deputy Director, Farmer Welfare and Agriculture Development Department, Madhya Pradesh	January 17, 2014	January 16, 2025
15.	Letter of Authorization for Sale of Chemical Fertiliser - Punjab	LOA No. 1596	The Fertilizer (Control) Order 1985	Joint Director, Department of Agriculture and Farmer Welfare, Punjab	February 06, 2020	February 05, 2025
16.	Letter of Authorization for Sale of Chemical Fertiliser - Rajasthan	LOA No. 990	The Fertilizer (Control) Order 1985	Joint Director, Rajasthan Government, Agriculture Commissionerate, Rajasthan	Issued on November 08, 2004 Renewed on November 08, 2019	November 07, 2024
17.	Letter of Authorization for Sale of Chemical Fertiliser - Haryana	MoA No. 157	The Fertilizer (Control) Order 1985	Authority-cum-Director General Agriculture and Farmers Welfare Department, Haryana	March 15, 2017	June 30, 2025
18.	Letter of Authorization for Sale of Chemical Fertiliser - Uttar Pradesh	JDA FERTILIZER/267/BBK/1	The Fertilizer (Control) Order 1985	Joint Director of Agriculture, Department of Agriculture, Uttar Pradesh	September 08, 2022	September 07, 2027
19.	Permission for Sale of Fertilisers specified in Schedule - I of FCO, 1985, Gujarat	IQ/QC-5/Ferti Prmt/85/58935 -968/2023	The Fertilizer (Control) Order 1985	Deputy Director of Agriculture (Extn.), Gujarat	June 14, 2023	May 31, 2026
20.	Permission for Supply of Fertiliser - Single Super Phosphate (P&G) in Uttar Pradesh	Fertiliser/196/FCO-1/2023-24	The Fertilizer (Control) Order 1985	Joint Director of Agriculture (Fertilisers), Uttar Pradesh	May 09, 2023	March 31, 2024
21.	Registration under Legal Metrology (150 kg)	LMA-13032024-88b73	Schedule 8 under Rule 15(3) of Rajasthan Legal Metrology (Enforcement Rules, 2011)	Department of Consumer Affairs; Executive Standards Laboratory (Udaipur)	March 15, 2024	March 14, 2025
22.	NOC from Fire Department	LSG/UDAIPU	Rajasthan Municipal	Fire Officer,	July	July

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
		R/FIRENOC/2023-24/27660	Corporation Act, 2009	Municipal Corporation, Udaipur	03, 2024	02, 2025

III. QUALITY CERTIFICATIONS:

Sr. No	Nature of Registration	Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate for Accreditation of the Company under ISO/IEC 17025:2017 for General Requirements for the Competence of Testing & Calibration Laboratories	TC-13082	National Accreditation Board for Testing and Calibration Laboratories	February 09, 2024	February 08, 2026

IV. APPROVALS OR LICENCES APPLIED BUT NOT RECEIVED:

Sr. No.	Description	Application Number	Application Date	Status
1.	Application for Registration of Profession Tax Gujarat	99E00383090	March 04, 2024	Issuance of Registration Certificate is under process
2.	Application for Shop & Establishments Registration Certificates (Madhya Pradesh)	INDO240308SE004351	March 08, 2024	The application has been rejected due to being out of Municipal Jurisdiction.
3.	Application for Shop & Establishments Registration Certificates (Rajasthan)	SCA/2024/27/132616	March 06, 2024	The application has been rejected due to being out of Jurisdiction.
4.	Application for Shops and Establishment Registration Certificates (Punjab)	240327643	March 04, 2024	The application has been rejected due to being out of Jurisdiction.
5.	Application for Shop & Establishments Registration Certificates (Uttar Pradesh)	SA28760662	March 16, 2024	Issuance of Registration Certificate is under process
6.	Application for Trade Mark Device  under Class 1	6332199	March 06, 2024	Formalities Check Fail



SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES

The definition of “Group Companies” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Pursuant to a Board resolution dated November 27, 2023, our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company:

1. **Elysian Hotels Private Limited**
2. **Indian Surfactants Limited**

DETAILS OF OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Companies, for the last three years shall be hosted on the website of our Company:

- Reserves (excluding revaluation reserve)
- Sales
- Profit after tax
- Basic earnings per share
- Diluted earnings per share and
- Net asset value per share

Elysian Hotels Private Limited

Registered Office

623 B, Sector-11, Behind Alok School, Udaipur 313001 Rajasthan

Indian Surfactants Limited

Registered Office

F-234, Road No. 1E, Mewar Industrial Area, Madri, Udaipur, 313003 Rajasthan

Financial Information

The financial information derived from the audited financial statements of above group companies for the last three financial years, as required by the SEBI ICDR Regulations, are available on www.indianphosphate.com.

PENDING LITIGATIONS

There is no pending litigation involving any of the above-mentioned group companies which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 228 of this Red Herring Prospectus.

GENERAL DISCLOSURE

- None of our Group Companies of which Securities are listed on any stock exchange and has made any public and/or rights issue of securities to the public in the preceding three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a Wilful Defaulter or Fraudulent Borrower.



COMMON PURSUITS

None of our group companies are engaged in the same business as of our company.

BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

Except as mentioned under “*Annexure IX-Restated Related Party Disclosures*” under Chapter titled “*Restated Financial Information*” beginning on page 211 of the Red Herring Prospectus, there is no business interest among Group Companies.

In addition to all above transactions proposed to be entered, our Company may also propose to enter into new transactions or transactions beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the approval specified above.

DISSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Our Promoter have not disassociated himself from any Company or Firm during the preceding three years.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please refer Chapter titled “*Restated Financial Information*” beginning on page 211 of the Red Herring Prospectus, there is no business interest among Group Companies.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

Except as mentioned under the paragraph Changes in Significant Accounting Policies, Restated Financial Statement on page no. 211 of this Red Herring Prospectus, there have been no changes in the accounting policies in the last three years.



SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on February 13, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EoGM held on February 21, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated June 18, 2024 from NSE for using its name in this Red Herring Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our company whose post issue paid-up capital is more than ₹ 10 Crore and upto ₹ 25 Crore therefore, our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 1818.56 Lakh and we are proposing issue of 6804000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ 2498.96 Lakhs which is more than ₹ 10.00 Crores and less than ₹ 25.00 Crore.

3. Track Record

A. The company should have a track record of at least 3 years.

Our company was incorporation dated December 14, 1998 under the provisions of Companies Act, 2013. Therefore, we are in compliance with criteria of having track record of 3 years.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.



Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the period / year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations as per Restated Standalone Financial Statement	2,303.42	2,476.39	2,362.15
Net Worth as per Restated Standalone Financial Statement	8,099.12	6,751.80	5,092.27

4. Other Requirements

We confirm that;

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

5. The Company has a website: www.indianphosphate.com

6. Disclosures

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Chapter titled “**General Information**” beginning on page no. 61 of this Red Herring Prospectus. - **Complied With**
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Chapter titled “**General Information**” beginning on page no. 61 of this Red herring Prospectus. - **Complied With**
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Red Herring Prospectus.



We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

SEBI DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S) BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 18, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.”

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, JAIPUR, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE NSE

The copy of the Draft Red Herring Prospectus was submitted to NSE. Post scrutiny of the Draft Red Herring Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/3697 dated June 18, 2024 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft red herring prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

CAUTION- DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

The Company, and its Directors, accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.



The BRLM accepts no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company's website: www.indianphosphate.com would be doing so at their own risk.

The Company, the Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company's website: www.indianphosphate.com would be doing so at their own risk.

CAUTION

The BRLM accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the BRLM, and our Company dated March 04, 2024 and the Underwriting Agreement dated August 06, 2024 between BRLM and our Company and the Market Making Agreement dated August 06, 2024 entered into among the Market Maker, Book Running Lead Manager and our Company.

All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and 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 Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant



to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus was filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI issued any observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be filed with the RoC Office situated at Registrar of Companies – C/6-7, 1st Floor, Residency Area Civil Lines, Jaipur- 302001, Rajasthan and through the electronic portal at <http://www.mca.gov.in/mcafoportal>, and the same will also be available on the website of the company <https://indianphosphate.com>, for inspection.

LISTING

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated June 18, 2024 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Three Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Banker to the Issue, Market Maker, Syndicate Member and Underwriter to the Issue to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018,

1. M/s. S V J K & Associates, Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated March 13, 2024 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated August 17, 2024.
2. M/s. Zenith India Lawyers has provided their written consent to act as Legal Advisor to the issue dated February 29, 2024 and to inclusion of name as Expert dated February 29, 2024.
3. Further, such consents and reports have not been withdrawn up to the time of delivery of this Red Herring Prospectus.

EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

TABLE 1
SME IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	KP Green Engineering Limited	189.50	144.00	March 22, 2024	200.00	234.24% (+0.35%)	299.31% (+6.19%)	N.A.
2.	TAC Infosec Limited	29.99	106.00	April 05, 2024	290.00	491.27% (-0.17%)	421.13% (+7.87%)	N.A.
3.	Greenhitech Ventures Limited	6.30	50.00	April 22, 2024	95.00	170.00% (+0.41%)	150.90% (+9.44%)	N.A.
4.	Emmforce Autotech Limited	53.90	98.00	April 30, 2024	186.20	92.14% (+0.03%)	79.85% (+9.20%)	N.A.
5.	Winsol Engineers Limited	23.36	75.00	May 14, 2024	365.00	380.00% (+4.97%)	384.73% (+9.68%)	N.A.
6.	Piotex Industries Limited	14.47	94.00	May 17, 2024	109.00	-4.26% (+4.16%)	-22.34% (+7.02%)	N.A.
7.	Rulka Electricals Limited	26.40	235.00	May 24, 2024	525.00	98.19% (+2.37%)	N.A.	N.A.
8.	Beacon Trusteeship Limited	32.52	60.00	June 04, 2024	90.00	117.67% (+10.98)	N.A.	N.A.
9.	United Coffab Limited	36.29	70.00	June 24, 2024	75.00	0.24% (3.99%)	N.A.	N.A.
10.	Dindigul Farm Product Limited	34.83	54.00	June 27, 2024	102.60	109.54% (+2.79%)	N.A.	N.A.
11.	Sati Poly Plast Limited	17.36	130.00	July 22, 2024	247.00	N.A.	N.A.	N.A.
12.	V.L.Infraprojects Limited	18.52	42.00	July 30, 2024	79.80	N.A.	N.A.	N.A.
13.	Ashapura Logistics Limited	53.66	144.00	August 06, 2024	185.00	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.

MAIN BOARD IPO:

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Note:

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th / 90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

SUMMARY STATEMENT OF DISCLOSURE

TABLE 2

SME IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date					
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%			
2024-25	12	367.81	-	-	1	6	-	1	-	-	-	-	-	-			
2023-24	22	800.18	-	-	3	14	3	2	-	2	2	12	1	1			
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5			
2021-22						N.A.											

MAIN BOARD IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24			NIL											
2022-23			NIL											
2021-22			N.A.											

Notes:

1. Listing date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

Source: www.bseindia.com and www.nseindia.com

PROMISE VIS-A-VIS PERFORMANCE

Since, neither our Company nor our Promoter's Group Companies/Entities have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.



In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. – **Complied with**

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Rohini Avchar	Chairman	Independent Director
Mr. Purushotam Dass Siwal	Member	Independent Director
Mr. Shailesh Jain	Member	Independent Director
Mr. Rohit Paragbhai Parmar	Member	Executive Director & CFO

Our Company has appointed Ms. Khushboo Sharma as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

Ms. Khushboo Sharma

Indian Phosphate Limited

Plot 638, Sector-11,

Udaipur City, Girwa,

Rajasthan- 313001, India;

Telephone No.: 0294-2946959;

Web site: www.indianphosphate.com

E-Mail: investor@indianphosphate.com

Till date of this Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PUBLIC ISSUE EXPENSES

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Legal Advisors			
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00	[●]

Notes:

- Up to August 16, 2024, Our Company has deployed/incurred expense of ₹ 208.81 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by statutory Auditor, K. L. Vyas & Company, Chartered Accountants vide its certificate dated August 17, 2024, bearing UDIN: 24402560BKCDTT6640.
- Any expenses incurred towards aforesaid issue related expenses during the period from September 01, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No:



SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

FEES PAYABLE TO BRLM TO THE ISSUE

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

COMMISSION PAYABLE TO SCSBS

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*

3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*

4. *SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*

5. *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*

6. *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*

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

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH



Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 74 of this Red Herring Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Promoters as on date of filing of this Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

Except as disclosed below, there are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on date of Red Herring Prospectus.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Except as disclosed under chapter titled “*Capital Structure*” on page 74 of this Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during last five years.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI SHALL BE DISCLOSED

Our Company has not been granted any exemptions from complying with any provisions of Securities Laws by SEBI.



SECTION XIII – ISSUE RELATED INFORMATION

TERMS OF ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red- Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being Offered/Allotted in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on February 13, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on February 21, 2024.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “*Dividend Policy*” beginning on pages 210 of this Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●]/- per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●]/- per Equity Share (“**Cap Price**”).

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in English edition of Financial Express (a widely circulated English national daily newspaper) and Hindi edition of Jansatta (a widely circulated Hindi national daily newspaper and Udaipur edition of Pratahkal being the regional language of Rajasthan, (where 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 Exchange for the purpose of uploading the same on their website. 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 at the website of the Stock Exchange.

The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.



At any given point of time there shall be only one denomination of the Equity Shares of our Company.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on Page No. 107 of this Red Herring Prospectus.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the 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” on page 301 of this Red Herring Prospectus.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated November 21, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated July 21, 2020.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same maybe modified by the NSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (1) working days of closure of Issue.

Joint Holders



Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" on page 74 of this Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" on page 301 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

ISSUE PROGRAM

Event	Indicative Dates
Bid/Issue Opening Date	Monday, August 26, 2024*
Bid/Issue Closing Date	Thursday, August 29, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Friday, August 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account**	On or before Monday, September 02, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Monday, September 02, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, September 03, 2024

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

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids

Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not



received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

Our company may migrate to the main board of *National Stock Exchange of India Limited* at a later date subject to the following:

- a) If the Paid up Capital of our Company is likely to increase above ₹ 2500 Lakh by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the paid-up Capital of our company is more than ₹ 1000 Lakh but below ₹ 2500 Lakh, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the Main board from the SME Board within two years of listing on Emerge platform of NSE has to fulfill following conditions:

- a. *The increase in post issue face value capital beyond ₹ 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b. *The company should have a minimum turnover of ₹ 100 crore as per last audited financials and market capitalization of ₹ 100 crore.*
- c. *The company should have a minimum profit before tax of ₹ 10 crore for two years out of three preceding years.*
- d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of 3 (three) years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE Limited. For further details of the market making arrangement please refer to chapter titled "*General Information*" beginning on page 61 of this Red Herring Prospectus.

Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the section titled "*Capital Structure*" beginning on Page No. 74 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and upto ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “Terms of Issue” and “Issue Procedure” on page no. 261 and 272 respectively of this Red Herring Prospectus.

This public issue of 6804000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our company. The Issue and the Net Issue will constitute 27.23% and 25.73% respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process (1):

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non –Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allocation	373200 Equity Shares	Not more than 3214800 Equity Shares.	Not less than 964800 Equity Shares	Not less than 2251200 Equity Shares
Percentage of Issue Size available for Allocation	5.49% of the issue size	Not more than 50.00% of the Net being available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15.00% of the Offer shall be available for allocation.	Not less than 35.00% shall be available for allocation.
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate as follows (a) upto 64800 Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) 1286400 Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a)	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For details, “Issue

		above Up to 60% of the QIB Portion may be allocated on a discretionary basis to Anchor Investors of 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.		Procedure” on Page 272.
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000.	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000.
Maximum Application Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof



Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Format at the time of submission of the ASBA Form.
Mode of Bid	Only through the ASBA process

- (1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the issue price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Notes:

a) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

b) In the event that a Bid was submitted in joint names, the relevant Bidders were required to ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

BID/ISSUE PROGRAMME

Event	Indicative Dates
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Bid/Issue Opening Date	Monday, August 26, 2024*
Bid/Issue Closing Date	Thursday, August 29, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Friday, August 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Monday, September 02, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Monday, September 02, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, September 03, 2024

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of bids.
- b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on www.nseindia.com/emerge For details on their designated branches for submitting



Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application 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 Draft Red Herring Prospectus and this Red Herring Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.

BOOK BUILDING PROCEDURE

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would 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 Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the

systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing 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.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
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Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

Note: *Electronic Bid Cum Application Forms will also be available for download on the website of the NSE (www.nseindia.com).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called "Designated Intermediaries"):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: — Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals; Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- c) Mutual Funds registered with SEBI;
- d) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- e) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- f) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;



- g) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- h) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- i) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI;
- j) State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them

APPLICATIONS NOT TO BE MADE BY

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after

the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), Udaipur Edition of Pratalkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located). where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in, all editions of the Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Udaipur Edition of Pratalkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located), each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Build up of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if

they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on Page No. 272 of this Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

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 NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

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 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 reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person 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.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFS and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFS, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank’s own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management

companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled “Key Industry Regulations” beginning on Page No. 167 of this Red Herring Prospectus.

BIDS BY SCSBS

SCSBS participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The

SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be. Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.

S. No.	Details*
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
 - Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by an Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the

three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process:

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

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in

consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in

the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;



4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled “*General Information*” and “*Our Management*” beginning on Page No. 61 and 186 of this Red Herring Prospectus, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled “*General Information*” beginning on Page No. 61 of this Red Herring Prospectus.

GROUNDINGS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer section titled “*General Information*” beginning on Page No. 61 of this Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b)below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set for there under:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in market able lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Issue Closing Date.



The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.



In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

BASIS OF ALLOTMENT

Allotment will be made in consultation NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [●] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialised Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on November 21, 2023.



b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on July 21, 2020.

c) The Company's Equity shares bear an **ISIN- INE0DHF01018**

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Udaipur Edition of Pratahkal regional daily newspaper (Hindi being the regional language of Udaipur, where our registered office is located). In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less

than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakhs or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- 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 law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The 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) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020, consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. See “*Issue Procedure*” beginning on page 272 of this Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “*Issue Procedure*” beginning on page 272 of this Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. 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 in writing about such approval along with a copy thereof within the Bid/Issue Period.

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 only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION

OF

INDIAN PHOSPHATE LIMITED

(COMPANY LIMITED BY SHARES)

Interpretation

1. DEFINITIONS AND INTERPRETATION

1. In these regulations: -

(i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

“**Act**” means Companies Act, 2013, and any amendments, re-enactments or other statutory modifications 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.

“**Articles**” or “**Articles of Association**” or means the articles of association of the Company as amended from time to time.

“**Alternate Director**” shall have the meaning ascribed to it in Article 125 of these Articles.

“**Auditors**” shall mean and include those persons appointed as such for the time being by the Company.

“**Board**” or “**Board of Directors**” shall mean the collective Board of Directors of the Company, as duly called and constituted from time to time in accordance with the terms of these Articles.

“**Company**” means **Indian Phosphate Limited**.

“**Capital**” or “**Share Capital**” shall mean the authorised share capital of the Company.

“**Capital Redemption Reserve**” means a statutory, non-distributable reserve into which amounts are transferred following the redemption or purchase of a company's own shares out of distributable profits.

“**Chairman/Chairperson**” shall mean such person as is nominated or appointed by the present quorum.

“**Committees**” shall mean a committee constituted in accordance of the Act.

“**Depositories Act**” means the Depositories Act, 1996 or any statutory modification or reenactment thereof for the time being in force.

“**Depository**” means a Depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act and includes a company registered under the Act, which has been granted a Certificate of Registration under sub section 1(A) of section 12 of the Securities and Exchange Board of India Act, 1992.

“**Director**” means a director of the Board, including Executive, Non-executive, Alternate Directors, Nominee Director, Independent Directors appointed from time to time in accordance with the terms of these Articles and the provisions of the Act.

“**Dividend**” shall include Interim and Final Dividend.

“**General Meeting**” means any duly convened meeting of the Shareholders of the Company and includes an extraordinary general meeting.

“**Independent Director**” shall have the meaning assigned to the said term under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Financial Year**” shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

“**Member**” means a member of the Company within the meaning of sub-Section 55 of Section 2 of the Act, as amended from time to time.2 of the Act, as amended from time to time.



“**Managing Director**” shall have the meaning assigned to it under the Act.

“**Person**” means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, Incorporated association, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law.

“**Proxy**” Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

“**Seal**” means the common seal of the Company.

“**Shares**” or “**Equity Shares**” means a share in the Equity Share Capital of the Company.

“**Share Capital**” or “**Equity Share Capital**” or “**Capital**” means in relation to the Company, its equity share capital within the meaning of Section 43 of the Act, as amended from time to time, together with all rights, obligations, title, interest and claim in such equity shares and includes all subsequent issue of such equity shares of whatever face value or description, bonus shares, conversion shares and shares issued pursuant to a stock split or the exercise of any warrant, option or other convertible security of the Company

“**Shareholder**” shall mean a Member of the Company.

“**Tribunal**” means the National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.

(ii) Word importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

(iii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II (1). Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

The Company may issue the following kinds of shares in accordance with the Articles, the Act, the Rules and other applicable laws:

(a) Equity Shares

i. with voting rights; and / or

ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

(2) (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided-

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(3) (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

(4) Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

(5) (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

(6) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply.

(7) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

(8). Subject to the provisions of section 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

(i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –

(a) 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 favour of any other person ; or

(b) employees under any scheme of employee's stock option ; or

(c) any persons, whether or not those persons include the persons referred (a) or clause (b) above.

(ii) 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 rules.

(iii) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions

as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

Increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures Issued by the company

(i) To convert such debentures or loans into shares in the company; or

(ii) To subscribe for shares in the company

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term has been approved before the issue of such debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting. Provided further that, notwithstanding anything contained above, where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest.

- **Surrender of Shares**

The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

- **Modification of Rights**

The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

- **Set-off of moneys due to shareholders**

Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

- **Dematerialisation of Securities**

a) Definitions

For the purpose of this Article:

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. 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 record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

ii. Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

(iii) In exercise 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. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or byway of premium) and not by the conditions of allotment thereof made payable at fixed times: (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board. 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.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.



c. 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.

d. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

e. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

f. The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register —

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any securities including debentures of the Company.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

27. The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

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 forfeited shares and not actually paid before the forfeiture.

“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.

31. 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.

(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) 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 wave payment in whole or in part.

(iii) 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.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

(v) 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 such shares the validity of the sale shall not be impeached by any person.

(vi) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

(vii) The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any securities debentures of the Company.

Alteration of capital

35. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) increase the share capital by such sum, to be divided into share of such amount as it thinks expedient;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.



(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. (i) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.
- (d) any other reserve in the nature of share capital.

(ii) Joint Holders

Where two or more persons are registered as joint holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:

The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.

- (a) Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.
- (b) 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 more 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 register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators or administrators, of a deceased member in whose names any share stands shall be for the purpose of this Article be deemed joint holders thereof;
- (c) On death of any one or more of such joint holders, the survivors shall be the only persons, recognized by the Company as having any title to or interest in such 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.
- (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 more 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 register in respect of such shares shall alone be entitled to vote in respect thereof but the other or other of the joint holders shall be entitled to vote in preference to a joint-holders present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.
- (e) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- (f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

Capitalization of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(iii) "Provides that "Subject to the provisions of Section 63 of the Act and any other relevant provisions read with the rules made thereunder, bonus Shares be issued to its Shareholders out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit." The Board shall give effect to the resolution passed by the company in pursuance of this regulation."

(iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

i. Number of members upto 1000: 5 members personally present

ii. Number of members 1000-5000: 15 members personally present

iii. If Number of members more than 5000: 30 members personally present

(ii) No business shall be discussed or transacted at any general meeting except election of Chairman whilst the chair is vacant.

(iii) The quorum for a general meeting shall be provided in the Act.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. 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.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48.(i) On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

(ii) 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.

(iii) The Chairman shall exercise an absolute discretion in the matters as are or could reasonably be registered as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

Adjournment of meeting

49 (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. 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 minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. 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.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned

meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. 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. MR VINOD KUMAR GADIA

2. MR. NARESH KUMAR GADIA

3. MR. VIKAS VORA

(a) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).

(b) Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of the Act.

(c) The Company shall appoint such number of Independent Directors as per the requirements of the Act. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. The remuneration payable to 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.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them

(iii) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(iv) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. a.) (i) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

(ii) 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, Such person shall hold office only up to the date

of 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.

(iii) 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.

(iv) 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 Directors returns to India.

(v) 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.

(vi) 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.

(vii) The director so appointed shall be 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.

b.) Nominee Director; Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financing entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company. The aforesaid financial institutions or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant corporation and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings.

(c.) Managing Director(s):

(i) The Board may from time to time, appoint one or more Directors to be Managing Director or Whole-time Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may, from time to time subject to the provisions of any contract between him or them and the company, remove or dismiss him or them from office and appoint another in his or their place or places.

(ii) A manager or whole-time Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company subject to provisions of the Act.

(iii) Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 197, 203 thereof, the Board may from time to time entrust to or confer upon the Managing Director or whole-time Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and conditions and with such restrictions as they think fit, and they may confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(iv) Subject to the provisions of the Act the Managing Director or Whole time Director shall not, while he or they continues to hold that office, be subject to retirement by rotation.

(d) Whole-time Director;

(i) Subject to the provisions of the Act and others caserns department , if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the

Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

(ii) A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

Powers of Board

66. The management and business of the Company shall be vested in the Board of Directors, who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by these presents, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these presents, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

- Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.
- The Board may authorize any such delegate, as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.
- Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director at their discretion.
- Subject to provisions of Section 2(87)(i) and/or (ii) may execute agreement to take control the composition of the Board of Directors of the any other company(ies) and/or Subsidiary Company(ies), includes the control and authority to appoint, remove, and replace directors of the Subsidiary(ies) Company as it deems necessary to ensure alignment with the strategic objectives and interests of the Company and exercise rights upon the execution of Agreement, Director shall acquire control of the management of the subsidiary Company. Control of management shall include but not be limited to the appointment and removal of key executives, decision-making authority over strategic initiatives, and oversight of day-to-day operations, the sole discretion to determine the composition of the management team of the Company,

Proceedings of the Board

67. (i) A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit.

(ii) The Chairperson may at any time summon a meeting of the Board and the Chairperson or a Secretary, on the requisition of a Director, shall at any time summon a meeting of the Board. Subject to provisions 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the Condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.

(ii) The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

Explanation:

The expressions “interested Director” shall have the meanings given in Section 184(2) of the said Act and the expression “total strength “ shall have the meaning as given in Section 174 of the Act.

(iii) With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.

68. (i) Save as otherwise expressly provided in the Act, a meeting of the Board for time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

70. (i) 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.

(ii) 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 members to be chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.

(ii) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(iii) 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.

72. (i) A Committee may elect a Chairman of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

(ii) 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.

73. (i) A Committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. (a) i. All the business to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118; ii. such minutes book shall be signed and dated by the director; iii. the resolution shall become effective from the date of signing such minutes by the director

(b) (ii) Subject to the provisions of the Act, resolutions of the Board may be passed by circulation, if the resolution has been circulated in draft, together with necessary papers, if any, to all the Directors or members of the committee, as the case may be, at their addresses registered electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution: Provided that, where not less than one-third of the total number of directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board. A resolution under sub-



section (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78 A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79 i. The Board shall provide for the safe custody of the seal.

ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. 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.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. 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.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may, direct the payment of the cheque or warrant if purporting to be duly endorsed shall be a

good discharge to the Company. Payment in any way whatsoever shall be made at the risk of the person entitled to the money represented thereby.

86. 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.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

(iii) Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Financial Statements for each financial year. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a General Meeting shall be conclusive. The Auditor's Report shall be attached to the financial statements.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made there under—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Other

Borrowing Powers

92. The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums exceeding paid up capital and free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper, without such approval from the members. Any such money may be raised or the payment or repayment of thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, convertible debentures, convertible notes, Convertible loans secured or unsecured, iSAFE notes, stocks 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 or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.

93. Employee Stock Option Scheme

(i) Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame



guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS).

(ii) ESOP or ESPS may provide for the issue of shares/warrants, bonds or other debt instruments including the terms of payment.

(iii) The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company. Issue of Sweat Equity Shares Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

SECURITY CLAUSE

94 a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THERE OF

95. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.

b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.



SECTION XIV – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus and Prospectus, as applicable, will be filed with the ROC for registration/submission of the Red Herring Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Plot 638, Sector-11, Udaipur City, Girwa, Rajasthan-313001, India from date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on www.indianphosphate.com.

A. MATERIAL CONTRACTS

1. Memorandum of Understanding dated March 04, 2024 executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated March 16, 2024 executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated August 06, 2024, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated May 27, 2024, executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated August 06, 2024, executed between our Company, Book Running Lead Manager, and Underwriter.
6. Syndicate Agreement dated August 06, 2024 executed between our Company, Book Running Lead Manager and Syndicate Member
7. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated November 21, 2023.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated July 21, 2020.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated February 13, 2024 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on February 21, 2024.
3. Statement of Tax Benefits dated August 17, 2024 issued by our Statutory Auditors M/s. S V J K & Associates, Chartered Accountants, Ahmedabad.
4. Copy of Restated Financial Statement– M/s. S V J K & Associates, Chartered Accountants, Ahmedabad for year ended on March 31, 2024, 2023, dated August 17, 2024 included in the Red Herring Prospectus.
5. Copy of Audited Financial Statement for the year ended on March 31, 2024, 2023 and 2022.
6. Certificate from M/s. K L Vyas & Company., Chartered Accountants, Udaipur dated August 17, 2024 regarding the source and deployment of funds towards the objects of the Issue.
7. Copy of Certificate from M/s. S V J K & Associates, Chartered Accountants Ahmedabad, dated August 17, 2024 regarding Basis of Issue Price and Key Performance Indicators.
8. Search Report issued by Mohit Vanawat & Associates., Company Secretary dated March 27, 2024.
9. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, BRLM to the Issue, Registrar to the Issue, Banker to the Issue, Market Maker, Syndicate Member and Underwriter to the Issue to act in their respective capacities.
10. Due Diligence Certificate for Red Herring Prospectus from Book Running Lead Manager dated August 18, 2024 addressing NSE Emerge and SEBI.

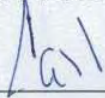


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11. Copy of in principle approval letter dated June 18, 2024 from the NSE.
 12. Valuation report from M/S. K L VYAS & COMPANY, Chartered Accountants, in relation to the valuation of equity shares of Udaipur Poly Sacks Limited.
 13. Any of the contracts or documents mentioned in the Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, 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 Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY



Ravindra Singh
(Chairman cum Managing Director)

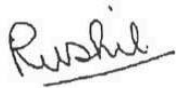
Place: Udaipur

Date: 18/08/2024

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SIGNED BY DIRECTOR OF OUR COMPANY



Rushil Arora
(Executive Director)

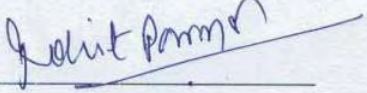
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SIGNED BY DIRECTOR OF OUR COMPANY



Rohit Paragbhai Parmar
(Executive Director)

Place: Udaipur

Date: 18/08/2024

DECLARATION

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SIGNED BY DIRECTOR OF OUR COMPANY



Purushotam Dass Siwal
(Independent Director)

Place: Udaipur

Date: 18/08/2024

DECLARATION

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SIGNED BY DIRECTOR OF OUR COMPANY

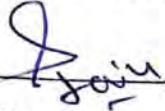
A handwritten signature in black ink, appearing to read 'Rohini Avchar', is written over a horizontal line. The signature is written in a cursive style.

Rohini Avchar
(Independent Director)
Place: Udaipur
Date: 18/08/2024

DECLARATION

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SIGNED BY DIRECTOR OF OUR COMPANY



Sailesh Kumar Jain
(Independent Director)

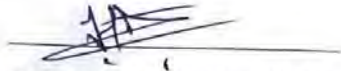
Place: Udaipur

Date: 18/08/2024

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SIGNED BY DIRECTOR OF OUR COMPANY



Hatim Hussain Kankroli Wala
(Independent Director)

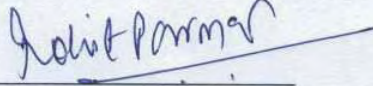
Place: Udaipur

Date: 18/08/2024

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SIGNED BY CFO OF OUR COMPANY



Rohit Paragbhai Parmar
(Chief Financial Officer)

Place: Udaipur

Date: 18/08/2024

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, 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 Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY CS OF OUR COMPANY



Khushboo Sharma
(Company Secretary and Compliance Officer)

Place: Udaipur

Date: 18/08/2024