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AURO

AURO IMPEX & CHEMICALS LIMITED

Registered office & Corporate office: 32 K.L. Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053, West Bengal, India

CORPORATE IDENTITY NUMBER: U51909WB1994PLC061514

REGISTERED AND CORPORATE OFFICE		CONTACT PERSON		TELEPHONE AND EMAIL		WEBSITE			
32 K.L. Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053, West Bengal, India		Mr. Raghav Jhunjhunwala, Company Secretary and Compliance Officer		Tel: +91 8240927251 Email: investor@auroimpex.com		www.auroimpex.com			
OUR PROMOTERS: MR. MADHUSUDAN GOENKA & MR. PRAVEEN KUMAR GOENKA									
DETAILS OF THE OFFER									
TYPE		FRESH ISSUE OF SHARES		OFFER FOR SALE		TOTAL OFFER		ELIGIBILITY AND RESERVATION	
Fresh Issue and an Offer for Sale		Up to [●] Equity Shares aggregating up to ₹ 2,000.00 lakhs		Up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs		Up to [●] Equity Shares of face value of ₹ 10 each (“Equity Shares”) aggregating up to ₹ [●] lakhs (“Offer”)		The Offer is being made in terms of Chapter IX of SEBI (ICDR) Regulation, 2018 as amended. For details in relation to share reservation among QIBs, NIIs, RIIs and Eligible Employees, see “Offer Structure” on page 269.	
OFFER FOR SALE									
NAME OF THE SELLING SHAREHOLDER		TYPE		NUMBER OF SHARES OFFERED		WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) *			
Mr. Madhusudan Goenka		Promoter		Up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs		0.70			
*As certified by M/s Rajesh Jalan & Associates, Chartered Accountants, by way of their certificate dated April 27, 2023.									
RISKS IN RELATION TO THE FIRST OFFER									
This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company and Selling Shareholder in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Offer Price” on page 82, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.									
GENERAL RISK									
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 26.									
ISSUER’S AND SELLING SHAREHOLDER’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 Offer, which is material in the context of the Offer, 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. The Selling Shareholder accepts the responsibility for and confirm the statement made by this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respect and not misleading in any material respect.									
LISTING									
The Equity Shares offered through the 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 the purpose of this Offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited. (“NSE Emerge”)									
BOOK RUNNING LEAD MANAGER									
Name and logo of the Book Running Lead Manager		Contact Person		Email and Telephone					
 Affinity Global Capital Market Private Limited		Ayushi Hansaria		Tel: +91 33 4004 7183 E-mail: auroimpex@affinityglobal.in					
REGISTRAR TO THE OFFER									
Name of the Registrar		Contact Person		Email and Telephone					
 CAMEO Corporate Services Limited		K. Sreepriya		Tel: +91 44 2846 0390 E-mail: investor@cameoindia.com					
OFFER PERIOD									
ANCHOR INVESTOR BIDDING DATE: May 4, 2023*		BID / OFFER OPENS ON: May 05, 2023		BID / OFFER CLOSES ON: May 09, 2023					

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

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

AURO

AURO IMPEX & CHEMICALS LIMITED

Our Company was originally incorporated as “Auro Impex & Chemicals Private Limited” on January 20, 1994 at Kolkata, West Bengal as a Private Limited Company under the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to a special resolution passed by the shareholders of our Company in their meeting held on September 23, 2022 and the name of our Company was changed to “Auro Impex & Chemicals Limited” and a fresh certificate of incorporation consequent upon conversion of the company from a Private Limited Company to a Public Limited Company, dated September 30, 2022 was issued by the Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our Company is U51909WB1994PLC061514. For details of change in the name of our Company and address of registered office of our Company, see “History and Certain Corporate Matters” on page 123.

Registered and Corporate Office: 32, KL Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053
Contact Person: Mr. Raghav Jhunjhunwala, Company Secretary & Compliance Officer; **Tel:** +91 8240927251
E-mail: investor@auroimpex.com; **Website:** www.auroimpex.com
Corporate Identity Number: U51909WB1994PLC061514

OUR PROMOTERS: MR. MADHUSUDAN GOENKA & MR. PRAVEEN KUMAR GOENKA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹ [●] LAKHS (THE “OFFER”) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 2,000.00 LAKHS BY OUR COMPANY (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 5,50,000 EQUITY SHARES BY MR. MADHUSUDAN GOENKA AGGREGATING UP TO ₹ [●] LAKHS (“SELLING SHAREHOLDER”) (“SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDER, THE “OFFERED SHARES”) (SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDER, THE “OFFER FOR SALE” AND TOGETHER WITH THE FRESH ISSUE, “THE OFFER”). THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE “EMPLOYEE RESERVATION PORTION”). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**Our Company in consultation with the Book Running Lead Manager, may offer a discount of up to ₹ [●] per Equity Share to Eligible Employees bidding in the Employee Reservation Portion.*

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS 7.4 TO 7.8 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND OF ₹ 74.00 TO ₹ 78.00 HAS BEEN DECIDED BY OUR COMPANY AND SELLING SHAREHOLDER, IN CONSULTATION WITH THE BRLM AND MINIMUM BID LOT CAN BE MADE FOR 1,600 EQUITY SHARES AND THE MULTIPLES OF 1,600 EQUITY SHARES AS DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM AND THE SAME SHALL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALLEDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER JANASATTA AND ALL EDITION OF THE BENGALI DAILY NEWSPAPER ARTHIK LIPI (BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE” REFERRED TO AS THE “STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON ITS WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Selling Shareholder and the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer 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 at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Offer has been made for at least 25% of the post-offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and allocation in the net offer to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, as amended. All bidders, shall only participate in the offer through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank account (including UPI ID for RIIs using UPI Mechanism) (UPI ID, RIIs and UPI Mechanism are defined hereinafter) wherein the Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Offer Procedure” on page 271.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company and Selling Shareholder in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Offer Price” on page 82, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 “Risk Factors” beginning on page 26.

ISSUER’S AND THE SELLING SHAREHOLDERS’ 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 Offer, which is material in the context of the Offer, 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. Further, the Selling Shareholder accepts responsibility for, and confirms, that the statements made or confirmed by him in this Red Herring Prospectus to the extent that the statements and information specifically pertain to him and the Equity Shares offered by him under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”), in terms of Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time. Our Company has received ‘in-principle’ approval from the NSE Emerge for the listing of the Equity Shares pursuant to letters dated March 3, 2023 for using its name in the offer document for listing of our shares on Emerge Platform of National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see “Material Contracts and Documents for Inspection” on page 376.

BOOK RUNNING LEAD MANAGER



Affinity Global Capital Market Private Limited
20B, Abdul Hamid Street, East India
House, 1st Floor, Room No. 1G, Kolkata
– 700069, West Bengal, India
Telephone: +91 33 4004 7188
E - mail: auroimpex@affinityglobal.in
Investor Grievance ID: investor@affinityglobalcap.in
Website: www.affinityglobalcap.in
Contact Person: Ayushi Hansaria
SEBI Registration Number: INM000012838

REGISTRAR TO THE OFFER



Cameo Corporate Services Limited
Subramanian Building” 1 Club House Road,
Chennai- 600 002
Tel: +91 40 6716 2222
E-mail: priya@cameoindia.com
Investor Grievance e-mail: investor@cameoindia.com
Website: www.cameoindia.com
Contact Person: K. Sreepriya
SEBI Registration No.: INR000003753

BID/OFFER PROGRAMME

BID/OFFER OPENS ON

MAY 05, 2023*

BID/OFFER CLOSES ON

MAY 09, 2023**

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

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

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SECTION I – GENERAL

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, rules, guidelines, policies, circulars, notifications, directions or clarifications shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act and the rules and regulations made thereunder, as amended. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, the terms used in “Industry Overview”, “Key Regulations and Policies”, “Statement of Special Tax Benefits”, “Financial Information”, “Basis of Offer Price”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” on pages 87, 114, 85, 160, 82, 239, 271 and 289 respectively, shall have the meaning ascribed to such terms in the relevant sections.

GENERAL TERMS

Term	Description
“Auro Impex & Chemicals Limited”, “the Company”, “Our Company”, “the Issuer”, “we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to Auro Impex & Chemicals Limited, a Public Limited Company incorporated under the Companies Act, 1956, and having its Registered Office at 32, K. L. Saigal Sarani 740A, Block - P, New Alipore Kolkata – 700053, West Bengal.
Promoter	The Promoters of our Company being Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka. (For further details, please refer to chapter titled “Our Promoter and Promoter Group” beginning on page 145 (of this Red Herring Prospectus).
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page 145 of this Red Herring Prospectus.

Company Related Terms

Term	Description
Articles or Articles of Association or AoA	Unless the context otherwise requires, refers to the Articles of Association of Auro Impex & Chemicals Limited, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and as described in the chapter titled “ Our Management ” beginning on page 127 of this Red Herring Prospectus.
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being M/s Rajesh Jalan & Associates, Chartered Accountants holding a valid peer review certificate as mentioned in the section titled “ General Information ” beginning on page 52 of this Red Herring Prospectus.
Board or Board of Directors	The Board of Directors of our Company, including all duly constituted Committees thereof. (For further details of our Directors, please refer to chapter titled “Our Management” beginning on page 127 of this Red Herring Prospectus).
Chief Financial Officer/CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled “General

Term	Description
	Information” beginning on page 52 of this Red Herring Prospectus.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled “General Information” beginning on page 52 of this Red Herring Prospectus.
Director(s)	Director(s) of our Company unless otherwise specified.
Equity Shares	The Equity Shares of our Company of face value of Rs.10/- each unless otherwise specified in the context thereof.
Executive Director(s) / Whole-time Director(s)	Executive Director(s) or Whole-time Director(s) on our Board, as described in “ <i>Our Management</i> ” on page 127
Group Company	Such companies/entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies/ entities, please refer “Our Group Company” on page 149 of this Red Herring Prospectus.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled “Our Management” beginning on page 127 of this Red Herring Prospectus.
IPO Committee	The committee constituted by our Board for the Offer, as described in “ <i>Our Management</i> ” on page 127
ISIN	International Securities Identification Number, being INE0NUL01018.
Key Managerial Personnel/ KMP	Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled “Our Management” beginning on page 127 of this Red Herring Prospectus.
Managing Director	The Managing Director of our Company as mentioned in the chapter titled “General Information” beginning on page 52 of this Red Herring Prospectus.
Manufacturing Facility	The manufacturing facility of our Company located at Vill - Kanajuli, P.O Goborara, P.S. Gurap, Dhaniakhali, Hooghly- 712305, West Bengal, India.
Materiality Policy	Policy for identification of (a) Group Companies; (b) material outstanding civil litigations proceedings of our Company, our Promoter and our Directors; and (c) material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated December 16, 2022 and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus and any addendum.
Memorandum of Association or MoA	The Memorandum of Association of our Company, as amended. Unless the context otherwise requires, refers to the Memorandum of Association of Auro Impex & Chemicals Limited, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as disclosed in the chapter titled “Our Management” beginning on page 130 of this Red Herring Prospectus.
Non-executive Director(s)	Non-executive Director(s) of our Company, as described in “ <i>Our Management</i> ” on page 127
Promoter	The Promoters of our Company being Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka. For further details, please refer to chapter titled “Our Promoter and Promoter Group” beginning on page 145 of this Red Herring Prospectus.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page 145 of this Red Herring Prospectus.
Registered Office	The Registered Office of our Company is located at 32, K. L. Saigal Sarani 740A, Block - P, New Alipore Kolkata - 700053, West Bengal, India.
Registrar of Companies or RoC	The Registrar of Companies, West Bengal at Nizam Palace, 2nd MSO Building, 2 nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700 020, West Bengal, India
Restated Financial Statements / Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows for the financial year ended on March 31, 2023, 2022 and 2021 along with the summary statement of significant accounting policies read together with the annexures and notes thereto 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.
Selling Shareholder(s)	Mr. Madhusudan Goenka.
Senior Management Personnel	Senior management/ managerial personnel of our Company and as disclosed in “ <i>Our Management</i> ” on page 127

Term	Description
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The Stakeholder's relationship committee of our Company constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of Companies Act, 2013 and as described under the chapter titled " <i>Our Management-Corporate Governance</i> " beginning on page 134 of this Red Herring Prospectus.

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
Affinity Global	Affinity Global Capital Market Private Limited. (being the Book Running Lead Manager for this Offer)
Allot or Allotment or Allotted	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to successful Bidders who have bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful Bidder to whom the Equity Shares are being/ have been allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations in the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 200.00 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLM.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The price at which the Equity Shares will be allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA account maintained with such SCSB and will include application made by UPI Bidders where the Bid Amount will be blocked upon acceptance of a UPI Mandate Request by UPI Bidders.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the

Term	Description
	Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in “Offer Procedure” on page 271
Bid cum Application Form ‘Bidder’ or ‘Applicant’	The Anchor Investor Application Form or the ASBA Form, as the context requires. Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, <i>i.e.</i> , Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	1600 Equity Shares.
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English National Daily Newspaper Financial Express, and all editions of the Hindi National Daily Newspaper Janasatta, and all edition of Bengali Daily Newspaper Arthik Lipi (Bengali being the regional language of West Bengal where our Registered Office is located) each with wide circulation, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company and Selling Shareholder in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/Offer Closing Date shall be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), and shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English National Daily Newspaper Financial Express, and all editions of the Hindi National Daily Newspaper Janasatta, and alledition of Bengali Daily Newspaper Arthik Lipi (Bengali being the regional language of West Bengal where our Registered Office is located), each with wide circulation.
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereto in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three working days for all categories of Bidders, other than Anchor Investors. Our Company and the Selling Shareholder(s), in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for the QIB Category, one working day prior to the Bid/Offer Closing Date, which shall also be notified in an advertisement in same newspaper(s) in which the Bid/Offer Opening date was published in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise Working Days only.
Book Building Process	The book building process provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Manager or BRLM	The book running lead manager to the Offer, being Affinity Global Capital Market Private Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com .
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price

Term	Description
	will not be finalised and above which no Bids will be accepted.
Cash Escrow and Sponsor Bank(s) Agreement	The cash escrow and sponsor bank(s) agreement dated April 28, 2023 amongst our Company, the Selling Shareholder(s), the Registrar to the Offer, the BRLM, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
CDP or Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars issued by SEBI, as per the list available on the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time.
Cut-Off Price	The Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLM and Selling Shareholder. Only Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer.
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs and HNIs Bidding with an application size of up to ₹5,00,000 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 Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of the National Stock Exchange of India Limited ("NSE EMERGE").
Draft Red Herring Prospectus or Draft Offer Document or DRHP	The Draft Red Herring Prospectus dated February 6, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addendum or corrigendum thereto.
Eligible Employee(s)	All or any of the following:

Term	Description
	<p>i. a permanent and full-time employee of our Company or Subsidiaries (excluding such employees who are not eligible to invest in the Offer under applicable laws), as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent and full-time employee of our Company or Subsidiaries until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form, including an employee of our Company or Subsidiaries, who is employed against a regular vacancy but, is on probation as on the date of the submission of ASBA Form, will also be deemed to be a 'permanent and full time' employee of our Company or Subsidiaries; or</p> <p>ii. a Director of our Company, whether a whole-time Director or part-time Director, (excluding our Promoter and individual members of the Promoter Group and other Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director until submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form.</p>
Eligible FPI	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer 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	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares.
Employee Discount	Our Company in consultation with the Book Running Lead Manager, may offer a discount of ₹ [●] per Equity Share to Eligible Employees and which shall be announced at least two Working Days prior to the Bid / offer Opening Date.
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, aggregating up to ₹[●] available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed [●]% of the Post-Issue Equity Share capital of our Company.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
Escrow Collection Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being ICICI Bank Limited
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band being 74, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares.
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹ 2,000 lakhs by our Company.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Offer	The Offer less the Employee Reservation Portion.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, please see the section entitled "Objects of the Offer" on page 73.

Term	Description
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Non-Institutional Bidders	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.
Offer	The Initial Public Offer of [●] Equity Shares of face value of ₹10/- each for a cash price of ₹ [●] each (including a share premium of ₹ [●] each), comprising of the Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 2,000 lakhs and the Offer for Sale up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholder(s).
Offer Agreement	The agreement dated February 3, 2023 among our Company, the Selling Shareholder(s), and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale of up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholder(s).
Offer Price	₹ [●] per Equity Shares, being the final price within the Price Band, at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholder, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 73.
Offered Shares	Up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs being offered for sale by the Selling Shareholder in the Offer for Sale
Pre-IPO Placement	A further issue of such specified securities through a private placement under applicable law to any person(s), aggregating up to ₹ [●] lakhs, at its discretion, which may be undertaken by our Company, in consultation with the BRLM, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects as disclosed in “ <i>Objects of the Offer</i> ” on page 73.
Price Band	The price band ranging from the Floor Price of ₹ 74 per Equity Share to the Cap Price of ₹ 78 per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company and Selling Shareholders, in consultation with the BRLM and will be advertised in all editions of the English National Daily Newspaper Financial Express, and all editions of the Hindi National Daily Newspaper Janasatta, and all editions of Bengali Daily Newspaper Arthik Lipi (Bengali being the regional language of West Bengal where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the ` , and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, the Selling Shareholder(s) in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price, the size of the Offer and certain other information, including any addendum or corrigendum thereto.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.

Term	Description
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being ICICI Bank Limited
‘QIBs’ or ‘Qualified Institutional Buyers’	Qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
Red Herring Prospectus or RHP	The Red Herring Prospectus dated May 1, 2023 to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addendum or corrigendum thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement entered into between our Company, the Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer or Registrar RTAs or Registrar and Share Transfer Agents	Cameo Corporate Services Limited. Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Bidder(s) or Retail Individual Investor(s) or RII(s) or RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000/- in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
Retail Portion	The portion of the Offer, being not more than 10% of the Net Offer being not more than [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s).
‘Self-certified Bank(s)’ or ‘SCSB(s)’	<p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.</p> <p>The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time.</p> <p>Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.</p>
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely Cameo Corporate Services Limited
Share Escrow Agreement	The agreement between our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.

Term	Description
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
Sponsor Bank	Bank registered with SEBI which are appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders into the UPI, the Sponsor Bank in this case being ICICI Bank Limited
Stock Exchanges	Emerge Platform of National Stock Exchange of India Limited “NSE EMERGE”.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
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 dated April 27, 2023 between the Underwriter, our Company and the Selling Shareholder(s), entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank A/C.
UPI Bidder	Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹5,00,000/- in the Non-Institutional Portion by using the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000.- shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number 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, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders to make a Bid in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or a Fraudulent Borrower	A person or an issuer who or which is categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018, as amended
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression “Working Day” shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the

Term	Description
	Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the SEBI UPI Circulars.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
AC	Alternating Current.
ACC	Advanced Chemistry Cell.
AD	Accelerated Depreciation.
AEP	Auro Electropower Pvt. Ltd.
AI	Artificial Intelligence.
AIDef	AI in Defence.
AIL	Auro Industries Limited.
ASSOCHAM	The Associated Chambers of Commerce and Industry of India.
BCD	Basic Customs Duty.
BCG	Boston Consulting Group
BG	Bank Guarantee.
BIS	Bureau of Indian Standards.
BSNL	Bharat Sanchar Nigam Limited.
BOP	Balance of Plant.
CAD	Current Account Deficit.
CAGR	Compounded Annual Growth Rate.
CAP	Corrective Action Plan.
C&I	Commercial and Industrial Consumer.
CCI	Competition Commission of India.
CEPA	Comprehensive Partnership Agreement.
CRCA	Cold Rolled Closed Annealed.
CE	Collecting Electrodes.
CPI	Consumer Price Index.
CSIR-NPL	Council of Scientific and Industrial Research-National Physical Laboratory.
CSR	Corporate Social Responsibility.
CY	Current Year.
D2C	Direct to customer.
DC	Direct Current.
DE	Discharge Electrodes.
DF	Duct Fabrication.
DoS	Department of Space.
DPIT	Department for Promotion of Industry and Internal Trade.
EIEs	Emerging Industrial Economies.
ESP	Electrostatic Precipitator.
EMDE	Emerging Market and Developing Economies
EMR	Electro-magnetic rapper.
EMs	Emerging Markets.
EPA	Environment Protection Agency
ERC	ERC Technology Private Limited.
EU	European Union
FDI	Foreign Direct Investment.
FGD	Fuel Gas Desulfurization.
FICCI	Federation of Indian Chambers of Commerce and Industry.
FPI	Foreign Portfolio Investment
FTAs	Free Trade Agreements.
FY	Financial Year.
GDP	Gross Domestic Product.
GFCE	Government Final Consumption Expenditure.
GFCF	Gross Fixed Capital Formation.
GHG	Greenhouse Gases.

Term	Description
GREY	Grey Engineering works Limited.
G-Secs	Government Securities.
GST	Goods and Services Tax.
GMV	Gross Merchandise Value.
GNI	Gross National Income.
GVA	Gross Value Added.
GVC	Global Value Chain
HFTR	High Frequency Transformer Rectifier.
IaaS	Infrastructure-as-a-service.
IBEF	India Brand Equity Foundation.
IDRCL	Indian Debt Resolution Co. Ltd.
IIP	Index of Industrial Production.
IISR	Indian Institute of Spices Research.
IndAus ECTA	India- Australia Economic Cooperation and Trade Agreement.
IMF	International Monetary Fund.
JV	Joint Venture.
KW	Kilowatt.
LIC	Low Income Countries
MAT	Minimum Alternative Tax.
MOU	Memorandum of Understanding.
MSMEs	Micro, Small and Medium Enterprises.
MT	Metric Tons.
NaBFID	National Bank for Financing Infrastructure and Development
NABL	National Accreditation Board for Testing and Calibration Laboratories.
NARCL	National Assets Reconstruction Company.
NEFT	National Electronic Funds Transfer.
NTPC	National Thermal Power Corporation.
ODMs	Original Design Manufacturers.
OEMs	Original Equipment Manufacturers.
OTT	Over-the-top.
PE-VC	Private Equity- Venture Capital.
PLI	Production-linked Incentive / Production Linked Incentive/ Productivity Linked Incentive.
PMEGP	Prime Minister's Employment Generation Program.
PMMY	Pradhan Mantri MUDRA Yojana.
PMO	Prime Minister's Office.
PP	PP Electro Filter Engineering Private Limited.
PPP	Purchasing Power Parity.
PQP	Product Qualification Program.
PSUs	Public Sector Undertakings.
QAP	Quality Assurance Plan.
R&D	Research and Development.
RESCO	Renewable Energy Service Company
REC	Renewable Energy Corporation.
QC	Quality Control.
RBI	Reserve Bank of India.
SDL	State Development Loan.
SEZs	Special Economic Zones.
SMEs	Small and Medium Enterprises.
SPV	Special Purpose Vehicle.
TF	Tank Fabrication.
TTCL	Tatanagar Transport Corporation Limited.
UAM	Udyog Aadhaar Memorandum.
UAN	Udyog Aadhaar Number.
UPI	Unified Payments Interface.
US	United States
VAM	Ventilation Air Methane.
WEO	World Economic Outlook.

Term	Description
WHO	World Health Organisation.
WPI	Wholesale Price Index.
WTO	World Trade Organisation.
Y/Y	Year on Year

Conventional and General Terms or Abbreviations

Term	Description
Rs./ ₹ /Rupees/INR	Indian Rupees.
AGM	Annual General Meeting.
AS	Accounting Standard.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation Allocation Note.
Capital Employed	Total Equity, add current borrowings, add non-current borrowings, less current investments, less cash and cash equivalents, less bank balances and other cash and cash equivalents.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable.
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force.
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
CSR	Corporate Social Responsibility.
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT and any modifications thereto or substitutions thereof, issued from time to time.
Covid-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020.
Demat	Dematerialised.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder.
DIN	Director Identification Number.
DP ID	Depository Participant's Identity Number.
DP or Depository Participant	A depository participant as defined under the Depositories Act.
DPIIT	Department for Promotion of Industry and Internal Trade.
EGM	Extraordinary General Meeting.
EBITDA	Earnings before interest, tax, depreciation and amortisation.
Employees Provident Fund Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952.
EPS	Earnings Per Share.
ESOP	Employee Stock Option Plan.
FAQs	Frequently asked questions.
FCNR	Foreign currency non-resident account.
FDI	Foreign Direct Investment
FDI Circular	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instrument) Rules, 2019.
'Financial Year' or 'Fiscal'	The period of 12 months commencing on April 1 of the immediately preceding

Term	Description
or 'Fiscal Year' or 'FY'	calendar year and ending on March 31 of that particular calendar year.
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations.
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
Fugitive Offender	Economic An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GDP	Gross Domestic Product.
GoI or Government or Central Government	The Government of India.
GST	Goods and Services tax.
HUF	Hindu undivided family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
Income Tax Act	Income- Tax Act, 1961, read with the rules framed thereunder.
Income Tax Rules	Income- Tax Rules, 1962.
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
Indian GAAP	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
IPO	Initial public offer
IST	Indian Standard Time.
IT	Information Technology.
KMP	Key Managerial Personnel.
LC	Letter of credit.
MBA	Master's degree in business administration.
MCA	Ministry of Corporate Affairs, Government of India.
MOA	Memorandum of Association.
N.A.	Not applicable.
NAV	Net asset value.
NEFT	National Electronic Fund Transfer.
NRE Account	Non-Resident External account.
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NACH	National Automated Clearing House.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
'OCB' or 'Overseas Corporate Body'	A company, partnership, society or other body corporate owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number.
PAT	Profit after tax.
P.O.	Post Office.
P.S.	Poloce Station.
RBI	Reserve Bank of India.
Regulations S	Regulation S under the U.S. Securities Act of the United States.
ROC	Registrar of Companies
ROCE	Earnings before interest and tax divided by Capital Employed.
ROE	Net profit divided by shareholders equity.

Term	Description
RoNW	Return on Net Worth.
RTGS	Real time gross settlement.
R&D	Research and development.
SCRA	Securities Contracts (Regulation) Act, 1956. (as amended till date)
SCR	Securities Contracts (Regulation) Rules, 1957. (as amended till date)
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992. (as amended till date)
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012. (as amended till date)
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014. (as amended till date)
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. (as amended till date)
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. (as amended till date)
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. (as amended till date)
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (as amended till date)
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. (as amended till date)
SEBI SBEB and Sweat Equity Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (as amended till date)
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996. (as amended till date)
State Government	The government of a state in India.
STT	Securities transaction tax.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. (as amended till date)
TAN	Tax deduction account number.
TDS	Tax deducted at source.
U.S./United States	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
U.S. GAAP	Generally accepted accounting principles of the United States of America.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations. (as amended till date)
Year/ Calendar Year	The 12 month period ending December 31.

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

Certain Conventions

In this Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, and “our Company” unless the context otherwise indicates or implies, refers to “*Auro Impex & Chemicals Limited*”.

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

Our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

All references herein to the “US”, the “U.S.” or the “United States” are to the United States of America and its territories and possessions.

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

Page Numbers

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

Currency and Units of Presentation

All references to “*Rupee(s)*”, “*Rs.*” or “*₹*” or “*INR*” are to Indian Rupees, the official currency of the Republic of India. All references to “*US\$*” or “*USD*” or “*U.S. Dollars*” are to United States Dollar, the official currency of the United States of America.

Exchange Rates

This Red Herring Prospectus may contain conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(in ₹)

Currency	Exchange rate as on*		
	March 31, 2023	March 31, 2022	March 31, 2021
1US\$	82.22	75.81	73.51

Source: Foreign exchange reference rates as available on www.fbil.org.in

* Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day has been disclosed. The reference rates are rounded off to two decimal places.

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

Time

Unless otherwise specified, all references to time in this Red Herring Prospectus are to Indian Standard Time (“**IST**”).

Financial and Other Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus have been derived from our Restated Financial Statements for the Financial Years ended March 31, 2023, 2022, and 2021 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, Guidance Note on “Reports in Company Prospectus (Revised 2019)” issued by ICAI and the Indian GAAP which are included in this Red Herring Prospectus, and set out in “*Financial Statements*” on page 160 of this Red Herring Prospectus. For further information, see “Financial Statements” on page 160.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, 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.

The restated financial information of our Company, which comprises of restated summary statement of assets and liabilities for the financial year ended as at March 31, 2023, March 31, 2022 and March 31, 2021 the restated summary statements of profit and loss (including other comprehensive income) and the restated summary statement of cash flows for the for financial year ended as at March 31, 2023, March 31, 2022 and March 31, 2021, read together with the statement of basis of preparation and significant accounting policies, read together with the annexures and other explanatory notes thereto, which have been derived from our audited GAAP financial statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, each prepared in accordance with Indian GAAP and restated in terms of the requirements of Section 26 of Part I of Chapter III 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.

There are significant differences between Ind AS, U.S. GAAP, and IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, and the SEBI ICDR Regulations. 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.

All the figures in this Red Herring Prospectus, have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs unless stated otherwise. One lakh represents 1,00,000. Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. Except for figures derived from our Restated Financial Statements (which are rounded off to the second decimal), all figures in decimals have been rounded off to the second decimal. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information.

Industry and Market Data

Unless otherwise stated, the industry and market data set forth in this Red Herring Prospectus have been obtained or derived from publicly available information and Industry Publications inter alia Planning Commission of India, Economic Survey, Industry Chambers and Associations, etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe that the industry data used in this Red Herring Prospectus is reliable though it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent 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. 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 "*Risk Factors*" on page 26. In accordance with the SEBI ICDR Regulations, the section "*Basis of the Offer Price*" on page 82 includes information relating to our peer group. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements” which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements include statements that can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “can”, “could”, “goal”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “should”, “will”, “will continue”, “shall”, “seek to”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans, or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our present plans, estimates, and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

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

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

- Our ability to successfully identify and respond to changing customer preferences and demands in a cost-effective and timely manner;
- Our ability to successfully manage the introduction of new products;
- If we do not accurately forecast the demand of our products, our revenues, profit, and cash flow could be adversely affected;
- Our sales and profitability could be harmed if we are unable to maintain and further build our brands;
- Our ability to maintain our relationships with domestic and foreign vendors and their inability to meet our products’ specifications and supply our products in a timely manner;
- Regulatory changes pertaining to the industry in India which have an impact on our business and our ability to respond to them;
- Our ability to successfully implement our strategy and growth;
- Competition in the industry in which we operate;
- Our ability to respond to technological changes;
- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations; and
- Slowdown in economic growth in India or the other countries in which we operate due to the following:
 1. Impact of the COVID-19 pandemic on our business and operations;
 2. Our ability to compete effectively;
 3. Our Company’s inability to meet its working capital requirements or maintain its existing credit facilities;
 4. General economic and business conditions in India and other countries;
 5. Our reliance on the internet network and our ability to utilize systems in an uninterrupted manner;
 6. Effect of lack of infrastructure facilities on our business;
 7. Our ability to attract, retain and manage qualified personnel;
 8. Dependence on our information technology system;
 9. Our ability to successfully implement our growth strategy and expansion plans, technological changes;
 10. Changes in fiscal, economic or political conditions in India;
 11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices, or other rates or prices;
 12. The performance of the Travel & Tourism Industry in India;
 13. Any adverse outcome in the legal proceedings in which we are involved;
 14. The occurrence of natural disasters or calamities;
 15. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
 16. Failure to obtain any approvals, licenses, registrations, and permits in a timely manner;

17. Conflict of Interest with group companies, the promoter group, and other related parties;
18. Changes in the value of the Rupee and other currencies;
19. Other factors beyond our control; and
20. Our ability to manage risks that arise from these factors.

For a discussion of factors that could cause our actual results to differ from our expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 26, 98 and 222, respectively of this Red Herring Prospectus. By their nature, certain market risk disclosures are estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

There can be no assurance to the Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders 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.

Forward-looking statements reflect our views as of the date of this Red Herring Prospectus 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 the currently available information. Although we believe that 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. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

None of our Company, Promoter, Directors, the Selling Shareholder(s), and the BRLM or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. The Selling Shareholder(s), (through our Company and the BRLM) will ensure that investors are informed of material developments in relation to the statements and undertakings expressly made by the Selling Shareholder(s) in the Red Herring Prospectus until the date of Allotment. Only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder(s), as the case may be, in this Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder(s).

SECTION - II SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and terms of the Offer included in this Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in the Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” on pages 26, 44, 61, 73, 87, 98, 160, 239, 271, and 289, respectively.

A. Primary business of our Company

We are an ISO 9001:2015 certified Company that specializes in the manufacturing of Collecting Electrode, Discharge Electrode Plate steel structures and other internal components of an Electrostatic Precipitator (ESPs) - a filtration device used to remove smoke and fine dust particles from flowing gas used in various heavy industries such as Steel Plants, Sponge Iron industry, Cement Plants, Thermal Energy Plants and any other plant where the coal is burnt, as a measure to control Air Pollution. With growing demand to minimize air pollution together with the increased awareness amongst the public and the government initiatives to reduce air pollution, in the year 2011, Our Company had set up a Manufacturing facility for manufacturing of Electrostatic precipitator internals for both American and European designs in the state of West Bengal, spread across an area of 2.44 acres of land with all the requisite machines and equipment, with the goal of becoming one of the top producers of ESP Internals (Collecting Electrode, Discharge Electrode, Electro- magnetic rapper, Tank Fabrication and Duct Fabrication and ESP Internal spare parts etc).

For further details, see “*Our Business*” on page 98.

B. Industry in which our Company operates

The global electrostatic precipitator market is estimated to grow at a CAGR of ~4% over the forecast period, i.e., 2022 – 2030. The growth of the market can be attributed to the increasing level of air pollution across the globe, along increasing industrial activities emitting toxic pollutants in the air. According to the data by the World Health Organization, 91% of the global population lives in areas exceeding WHO guideline limits of air pollutants. According to the data by the World Bank, the health damage from ambient air pollution costs over \$5.7 trillion globally, equivalent to 4.8% of global GDP, as of 2020.

Electrostatic precipitator uses electricity to charge the particles present in smokes or fumes, and collects these particles on anode or cathode plates. This way, toxic particles present in industrial smoke are not emitted in the atmosphere, in turn, reducing the level of ambient pollution. According to the data by the WHO, over 7 million deaths are caused by air pollution annually. Ambient air pollution causes approximately 4.2 million deaths worldwide.

Growing concerns amongst authorities, regarding the increasing air pollution level, is estimated to increase the demand for electrostatic precipitator. The growing adoption of electrostatic precipitator amongst various end-users, including thermal power plants, cement factories, and chemical industries, is estimated to boost the market growth. Moreover, rising government initiatives to reduce pollution is estimated to boost the market growth.

In the past few decades, the level of pollution has significantly decreased, owing to the rising awareness amongst the public. According to the data by the Environment Protection Agency (EPA), the level of carbon monoxide had decreased from -81 percentage points during the period 1980 vs 2020 to -12 percentage points during the period 2010 vs 2020.

The market is segmented by application into power & electricity, metals, chemicals, and others out of which, the power & electricity segment is anticipated to hold the notable share in the global electrostatic precipitator market over the forecast period as electricity generation creates large amount of smoke and other greenhouse gases. The growing adoption of electrostatic precipitator in thermal power plants, is estimated to fuel the segment growth.

For further details, see “*Industry Overview*” on page 87

C. Name of the Promoters

As on the date of this Red Herring Prospectus, our Promoters are Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka. For further details, see “*Our Promoter and Promoter Group*” on page 145.

D. Offer Size

Offer ⁽¹⁾	[●] Equity Shares, aggregating up to ₹ [●] lakhs
<i>of which</i>	
Employee Reservation Portion [#]	Up to [●] Equity Shares aggregating up to ₹[●] lakhs
Net Offer [#]	Up to [●] Equity Shares aggregating up to ₹[●] lakhs
<i>of which</i>	
Fresh Issue ⁽¹⁾	[●] Equity Shares, aggregating up to ₹ 2,000.00 lakhs
Offer for Sale ⁽²⁾⁽³⁾	Up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholder

- (1) The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on November 1, 2022 and the Fresh Issue has been authorised by our Shareholders pursuant to their resolution dated November 30, 2022.
- (2) For details on authorisation of the Selling Shareholder in relation to their respective portion of their Offered Shares, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 44 and 248.
- (3) The Selling Shareholder has specifically confirmed that his respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations. For details on the authorisation of the Selling Shareholder in relation to the Offer Shares, see “Other Regulatory and Statutory Disclosures” beginning on page 248.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid up equity share capital of our Company. For further details, see “The Offer” and “Offer Structure” on pages 44 and 269 respectively.

E. Objects of the Offer

Our Company proposes to utilize the Net Proceeds towards funding the following objects:

Objects	Amount (₹ in lakhs) [#]
Funding incremental working capital requirements of our Company	1,275
General corporate purposes*	[●]
To meet the Issue expenses	[●]
Net proceeds*	[●]

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

For further details, see “Objects of the Offer” on page 73.

F. Aggregate pre-Offer shareholding of the Promoter, Promoter Group and Selling Shareholder

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

Sr. No.	Name of the shareholder	Pre-Offer	
		No. of Equity Shares held	Percentage of the pre-Offer paid up Equity Share capital (%)
A. Promoter			
1.	Madhusudan Goenka*	79,88,400	86.07%
2.	Praveen Kumar Goenka	4,80,000	5.17%
	Total (A)	84,68,400	91.25%
B. Promoter Group			
1.	Madhusudan Goenka (HUF)	1,200	0.01%
2.	Vanshika Goenka	8,07,600	8.70%
3.	Rajani Goenka	1,200	0.01%
4.	Grey Engineering Works Limited	1,200	0.01%
	Total (B)	8,11,200	8.74%
	Total (A+B)	92,79,600	99.99 %

* Selling Shareholder participating in the Offer for Sale.

For further details, see “Capital Structure” beginning on page 61.

G. Summary of Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as of for the financial years ended March 31, 2023 and March 31, 2022 derived from the restated Consolidated Financial Statements and for the year ended March 31, 2021 derived from the Restated Standalone Financial Statements are as follows:

Summary of Restated Consolidated Financial Statements for the financial years ended March 31, 2023 and March 31, 2022:

(₹ in lakhs, except per Earning per share data)

Particulars	As of and for the Financial Year ended March 31	As of and for the Financial Year ended March 31
	2023 (consolidated)	2022 (consolidated)
(A) Share capital	928.08	77.34
(B) Net Worth (Total Equity)	1754.96	1,155.04
(C) Revenue	23,296.54	15,184.93
(D) PAT	599.92	230.03
(E) Earnings per Share (basic, in ₹) ⁽¹⁾	6.46	2.48
(F) Earnings per Share (diluted, in ₹) ⁽²⁾	6.46	2.48
(G) Net Asset Value per Equity Share (in ₹) ⁽³⁾	18.91	12.45
(H) Total borrowings	4,875.92	3,679.97

Summary of Restated Standalone Financial Statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	As of and for the Financial Year ended March 31	As of and for the Financial Year ended March 31	
	2023 (Standalone)	2022 (Standalone)	2021 (Standalone)
(I) Share capital	928.08	77.34	77.34
(J) Net Worth (Total Equity)	1,252.20	695.09	490.50
(K) Revenue	18,169.41	11,078.24	7,372.70
(L) PAT	557.11	204.59	90.54
(M) Earnings per Share (basic, in ₹) ⁽¹⁾	6.00	2.20	0.98
(N) Earnings per Share (diluted, in ₹) ⁽²⁾	6.00	2.20	0.98
(O) Net Asset Value per Equity Share (in ₹) ⁽³⁾	13.49	7.49	5.29
(P) Total borrowings	3,657.46	2,411.65	1,583.72

Notes:

(1) Basic EPS (₹) = Net profit / (loss) after tax attributable to equity shareholders, as restated / Weighted average number of equity shares outstanding during the year

(2) Diluted EPS (₹) = Net profit / (loss) after tax attributable to equity shareholders, as restated / Weighted average number of dilutive equity shares outstanding during the year

(3) NAV per equity share (₹) = Restated net worth as at year end / Number of equity shares outstanding at end of the year

For further details, see “Financial Statements” and “Other Financial Information” on pages 160 and 217, respectively.

H. Qualifications of the Statutory Auditor which have not been given effect to in the Restated Financial Statements

Our Statutory Auditor have not included any qualifications that have not been given effect to in the Restated Financial Statements.

I. Summary of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Promoter and Directors as on the date of this Red Herring Prospectus are as below:

(₹ in lakhs)

Nature of Cases	Number of Cases	Amount Involved (in Rs.)** In lakhs
Company		
<i>Direct Tax</i>		
E-Proceedings	2	Amount cannot be crystallised
Outstanding Demand	-	-
<i>Indirect Tax</i>		
TDS	4	0.20
Promoter		
<i>Direct Tax</i>		
E- Proceedings	1	Amount cannot be crystallised
Outstanding Demand	2	8.39
Directors other than Promoter		
<i>Direct Tax</i>		
E- Proceedings	-	-
Outstanding Demand	1	0.00046

** To the extent quantifiable.

For further details, see “*Outstanding Litigation and Material Developments*” on page 239.

J. Risk factors

Investors should see “*Risk Factors*”, beginning on page 26 to have an informed view before making an investment decision.

K. Summary of contingent liabilities

The following is a summary table of the contingent liabilities of our Company as of for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 as indicated in our Restated Financial Statements:

I. CONTINGENT LIABILITIES OF OUR COMPANY:

a) Classification of Contingent liabilities:

(₹ in lakhs)

Particulars	As at March 31,		As at March 31,
	2021	2022	2023
Claims against the company not acknowledged as debt - Bank Guarantee	14.65	14.65	5.79
Claims against the company not acknowledged as debt - Entry Tax	1.91	1.91	-

For further details of our contingent liabilities, see “*Restated Financial Statements – Note 31 Contingent Liabilities and Commitments*” on page 178.

L. Summary of Related Party Transactions

The details of related party transactions entered into by our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 derived from the Restated Standalone Financial Statements are as set out in the table below:

RELATED PARTY DISCLOSURE							
Names of related parties (As given and certified by the management)							
Particulars				Name of Related Parties			
a. Subsidiary company by virtue of control by management :				Auro Industries Ltd.			
b. Enterprises over which Key Management Personnel of the company has significant influence:				Auro Electropower Pvt Ltd Grey Engineering Works Limited ERC Technology Private Limited Tatanagar Transport Corporation Ltd. PP Electro Filter Engineering Private Limited			
c. Key Managerial Personnel (KMP) :				Name of Relationship		Date of Appointment	Designation
				Mr. Madhusudan Goenka		02.01.2002	Managing Director
				Mr. Praveen Kumar Goenka		05.08.1994	Whole Time Director
				Mr. Sibasis Mitra		16.01.2023	Director
				Mr. Sankar Thakur		16.01.2023	Director
				Ms. Vanshika Goenka		01.09.2022	Director
				Mr. Raghav Jhunjhunwala		01.11.2022	Company Secretary
				Mr. Kalyan Kumar Das		16.12.2022	Chief Financial Officer
₹ in Lakhs							
Salary to Key Managerial Personnel/ Relative of KMP		March 31, 2023		March 31, 2022		March 31, 2021	
1. Mr. Madhusudan Goenka		15.30		15.30		12.00	
2. Mr. Praveen Kumar Goenka		7.05		7.05		6.00	
₹ in Lakhs							
Particulars	Financial Year	Lease Rent	Reimbursement of Professional Charges	Reimbursement of Rent(including TDS)	Reimbursement of Travelling Expenses	Payment	Outstanding Balance
(a) Auro Electropower Pvt Ltd	2022-23	-	-	4.28	-	5.73	-
	2021-22	-	-	4.79	-	3.34	1.45
	2020-21	-	-	3.54	-	4.65	-
(b) Grey Engineering Works Limited	2022-23	-	2.66	-	-	-	-
	2021-22	-	1.95	-	-	1.95	-
	2020-21	-	-	-	-	-	-
(c) PP Electro Filter Engineering Private Limited	2022-23	-	-	-	-	-	-
	2021-22	-	0.30	-	-	0.30	-
	2020-21	-	-	-	-	-	-
(d) Mr. Madhusudan Goenka	2022-23	10.85	-	-	3.68	14.53	-
	2021-22	3.83	-	-	-	3.83	-
	2020-21	3.83	-	-	-	3.83	-
(e) Vanshika Goenka	2022-23	-	-	-	0.15	-	-
	2021-22	-	-	-	-	-	-
(f) Mr. Raghav Jhunjhunwala	2022-23	-	0.11	-	-	-	-
	2021-22	-	-	-	-	-	-
	2020-21	-	-	-	-	-	-
(g) Mr. Kalyan Kumar Das	2022-23	-	-	-	2.19	-	0.23
	2021-22	-	-	-	1.78	-	-
	2020-21	-	-	-	-	-	-
Particulars	Financial Year	Sales	Purchases	Closing Balance			
(h) Auro Industries Ltd.	2022-2023	-	1,549.81	-			
	2021-2022	0.68	1,352.81	785.89			
	2020-2021	-	537.09	268.04			
(i) Grey Engineering Works Limited	2022-2023	-	0.19	-			
	2021-2022	-	-	-			
	2020-2021	-	-	-			
₹ in Lakhs							
Loans/Advance given & Repayment thereof		Financial Year	Given	Repayment	Interest Received (Net of TDS)	Closing Balance	
(a) Auro Electropower Pvt Ltd		2022-23	-	-	-	29.00	
		2021-22	450.00	450.00	-	29.00	
		2020-21	640.00	640.00	-	29.00	
₹ in Lakhs							
Loans/Advance given & Repayment thereof		Financial Year	Given	Repayment	Interest Received (Net of TDS)	Closing Balance	
(b) Auro Industries Ltd.		2022-23	0.05	-	-	-	
		2021-22	67.28	67.28	-	-	
		2020-21	-	-	-	-	
(c) Mr. Madhusudan Goenka		2022-23	-	-	-	-	
		2021-22	-	-	-	-	
		2020-21	1.29	1.29	-	-	
₹ in Lakhs							
Loans/Advance given against Salary & Repayment thereof		Financial Year	Given	Repayment	Closing Balance		
Madhusudan Goenka		2022-23	27.00	3.00	35.25		
		2021-22	-	3.00	11.75		
		2020-21	15.00	0.25	14.75		

For details of the related party transactions, see “Financial Statements – Restated Standalone Financial Statements – Note 32 – Information on Related Party Transactions” on page 209.

M. Details of Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives (as defined in 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 relevant financing entity, during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

N. Weighted average price at which the Equity Shares were acquired by the Selling Shareholder including Promoter in the one year preceding the date of this Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by the Selling Shareholder including Promoter in the last one year preceding the date of this Red Herring Prospectus is provided below:

Name	Number of Equity Shares acquired	Weighted average price per Equity Share (in ₹)*
Promoter		
Madhusudan Goenka #	73,22,700	Nil
Praveen Kumar Goenka	4,40,000	Nil

* As certified by M/s Rajesh Jalan & Associates., Chartered Accountants, pursuant to certificate dated April 27, 2023.
Selling Shareholder participating in the Offer for Sale.

O. Average cost of acquisition of Equity Shares of the Promoter and Selling Shareholder

The average cost of acquisition per Equity Share by our Promoter and Selling Shareholder as on the date of this Red Herring Prospectus is as follows:

Name	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)*
Promoter		
Madhusudan Goenka #	79,88,400	0.70
Praveen Kumar Goenka	4,80,000	4.91

* As certified by M/s Rajesh Jalan & Associates., Chartered Accountants, pursuant to certificate dated April 27, 2023.
Selling Shareholder participating in the Offer for Sale.

Weighted average cost of acquisition of all shares transacted in the three years, 18 months and one year preceding the date of this Red Herring Prospectus:

Period	Weighted average cost of acquisition per Equity Share (in ₹)^	Cap Price is ‘x’ times the weighted average cost of acquisition*^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)^
Last one year preceding the date of this Red Herring Prospectus	[•]	[•]	[•]
Last 18 months preceding the date of this Red Herring Prospectus	[•]	[•]	[•]
Last three years preceding the date of this Red Herring Prospectus	[•]	[•]	[•]

^ As certified by M/s Rajesh Jalan & Associates, Chartered Accountants, by way of their certificate dated April 27, 2023.

* To be updated in the Prospectus, following finalisation of the Cap Price.

P. Details of price at which specified securities were acquired in the last three years preceding the date of this Red Herring Prospectus

The details of the price at which specified securities were acquired in the last three years preceding the date of this Red Herring Prospectus, by our Promoter and Selling Shareholder are disclosed as below:

Name of the Acquirer/ Date of acquisition Shareholders	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)*
Promoter		
Madhusudan Goenka #	73,22,700	NIL
Praveen Kumar Goenka	4,40,000	NIL

* As certified by M/s Rajesh Jalan & Associates., Chartered Accountants, pursuant to certificate dated April 27, 2023.

Selling Shareholder participating in the Offer for Sale.

Q. Issuance of equity shares for consideration other than cash in the last one year

Except as disclosed in “Capital Structure – History of Equity Share capital of our Company” on page 62, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

R. Split or consolidation of Equity Shares in the last one year

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

S. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking exemption from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment.

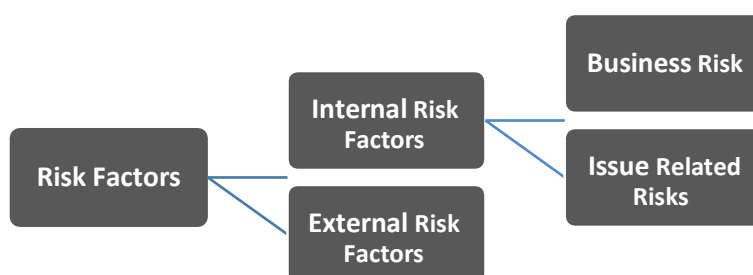
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 98, “Industry Overview” beginning on page 87 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 222 respectively, of this Red Herring Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

- Some risks may not be material individually but may be found material collectively;
- Some risks may have material impact qualitatively instead of quantitatively;
- Some risks may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Financial Information prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 1 of this Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of many factors, including the considerations described below and elsewhere in the Red Herring Prospectus. The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISK FACTORS

Business Risks:

1. ***Our business is dependent on a few customers and the loss of, or a significant reduction in purchases by such customers could adversely affect our business.***

Business of our company is dependent on few number of customers. Our top ten customers contribute 95.22%, 94.12% and 94.69% of our total sales for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively on Restated Standalone Basis. Revenues from any of our particular customer may vary significantly from reporting period to reporting period depending on the nature of ongoing orders and the implementation schedule for such orders. Our Company has been selling our products through renowned OEMs and Service Providers such as – Thermax Limited, Larsen and Toubro Limited, KC Cottrell India Private Limited, Isgec Heavy Engineering Limited, Hariaksh Industries Private Limited, Par Techno-Heat Private Limited, Filter Flow Engineering Private Limited, Imeco Overseas Private Limited, GE Power India Ltd. constituting more than 50% of our revenue. However, our long-term relationships with customers are indicative of our quality consciousness and our designing and tooling capabilities. Such concentration of our business on few customers may adversely affect us if we do not achieve our expected margins or suffer losses on one or more of these customer contracts. Significant revenue from few customers increases the potential volatility of our results and exposure to individual contract risks with such customers and suppliers, which may have an adverse effect on our results of operations.

2. ***We are dependent on a few suppliers for our raw materials. Any failure by our suppliers to make timely delivery of raw materials will affect our business.***

Our top ten suppliers contribute 93.72%, 94.96% and 85.77% of our total purchase and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively on Restated Standalone Basis. Some of our major suppliers are renowned brand owners. However, since we have a large number of suppliers available in this industry, loss of any one or more of our suppliers shall not have a major impact on our production and eventually our profitability. Further, our timely execution of orders is dependent on the timely supply and delivery of raw materials. We may face the risk of our suppliers not being able to deliver on time and/or non-delivery of materials. In the event we are unable to find an alternative supplier at a short notice, this may affect our obligations toward our customers. Although, we maintain the inventory for some of our major raw materials and we have not faced any such challenge in the past, however, there may be instances when we do not have a particular raw material in our inventory. Any such delay or failure by our supplier to deliver the raw materials on time shall affect our obligations to our customers thereby adversely affecting our financial performance and our operating cash flows.”

3. ***Our design and engineering team designs our products as per the specifications provided by the OEMs or Service providers. Any variation from the customer specification may lead to increase in cost or reduce margins.***

Most of our orders with our customers are based on designs provided by our OEMs or Service providers. During the execution of our orders, our design and engineering team designs the product as per the customer’s specification, and on the basis of such design entire order is made. With greater access to technology and an experienced team, we expect our design and engineering team to design the product and check with the proper gauge. It further involves a level of clearance from our internal team, OEM, and the end user of the products before mass production of the product without compromising on quality and safety. Any variation from the customer specification would lead to an increase in cost for the Company. While we ensure that the quality of our design and engineering team is such that it designs the product in the most efficient manner, however, there is no assurance that our competitors will not be able to increase the designing efficiency by using the latest, state- of- the-art technology.

Any failure to design the products in the most efficient manner would reduce our margins and would materially and adversely affect our profitability. Also, the ability of our competitors to design our product in a manner that is more efficient than ours would give our competitor the ability to offer attractive prices to the customers, without affecting their margins.

4. ***We face contractual risks with our suppliers owing to Purchase Orders, entered into with them.***

We obtain most of our raw materials from fixed suppliers. We procure the raw materials required for our business pursuant to the issue of the purchase orders. While we have in the past undertaken our business pursuant to such arrangements and have not faced any disputes in relation to such purchase orders, we cannot assure you that there will be no disputes with our suppliers in the future, owing to such contractual arrangements. Due to long-standing relationship with our supplier, the purchase orders we issue to some of our suppliers do not contain detailed terms and conditions for eventualities where the supply is not done in accordance with the supply terms agreed with our suppliers or in a timely manner or for circumstances where the quality of materials is not as per our requirements. For instance, where we have specified the delivery schedule to be four weeks from the date of the purchase order, our purchase order does not specify

the damages that we may levy on our suppliers in case the material is not delivered to us within 4 weeks. The purchase orders issued by us fail to adequately cover the liabilities of our Company. The purchase orders do not provide for clauses relating to indemnification, liquidated damages, dispute resolution, and termination. Such purchase orders may in the future have commercial implications on our Company in case of any dispute with our suppliers, for any reason whatsoever. In the absence of a contractual basis for liability, this may lead to delays in supply, a strained relationships with our suppliers, protracted litigation, and delays in our obligations with our customers resulting in an adverse effect on our business, results of operations, financial condition, and cash flows.

5. *Our ability to anticipate changes in consumer preference, and industry trends and to meet customers' demands is a significant factor to remain competitive, any failure to identify and understand the trends may materially adversely affect our business.*

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully introduce new and enhanced products on a timely basis is a significant factor to remain competitive. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies and our business and our results of operations may be adversely affected. We are also subject to the risks generally associated with new product and applications, including lack of market acceptance and failure of products to operate properly. Customer preferences in the markets we operate are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. To compete effectively in the industry, we must be able to produce new products to meet our customers' demand in a timely manner. Our failure to successfully produce new products could materially and adversely affect our results of operations.

6. *We are affected by the prices, availability and quality of our raw materials used in our production.*

CRCA Coil, HR Sheet, and corrosion-resistant Corten is our key raw material, which is made up of steel, which we use for the manufacturing of our products. Typically, we do not enter into long-term contracts with our suppliers, and prices for these raw materials are normally based on the quotes we receive from various suppliers. Upon receipt of quotes from our suppliers, we issue purchase orders to the supplier which has quoted the least price. Ordinarily, we agree to a delivery schedule of between 3-8 weeks with our suppliers, depending on the size of the order. Any unexpected price fluctuations after the placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials which is critical to our business. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance, and cash flows may be adversely affected.

In particular, we are vulnerable to the risk of rising/fluctuating steel prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies.

The quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our products and the timeliness of our delivery to the customers. Although we generally ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our customers in case of any substandard materials provided by our suppliers. In such circumstances, our reputation may suffer and our business may be adversely affected. In addition, our resources could be strained by any claim that proceeds to litigation.

The cost of materials consumed by us accounted for 94.74%, 94.36% and 93.37% of our total expenses for Fiscals 2023, 2022 and 2021, respectively. Please refer to the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on Page 222 for more information on the cost of our steel purchases. Our orders are negotiated with our customers based on the price at which we purchase our raw materials, possible selling prices of our products/services and our intended gross margins. Hence, we fix the prices of required materials at approximately the same time as the orders we sign with our customers so as to protect our gross margins. Nevertheless, should there be any significant increases in steel prices, and we are unable to pass on such increases in prices to our customers or find alternative suppliers/sources of direct materials who are able to supply us with the raw materials at competitive prices, our business and financial performance will be adversely affected.

7. *We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.*

The business in which we operate is currently new and fragmented in India and there are only a few companies operating in this business. The Electrostatic Precipitators (ESP) industry in India, although in its nascent stages with a few players, is highly competitive. We face strong competition in the Indian market from domestic as well as foreign companies. Some of our overseas competitors already operate in India through joint ventures with local partners or have established independent operations in India. The global industry for ESP systems is intensely competitive, and competition is likely to further intensify in light of continuing globalization. Some of these global players may in the future consider expanding their business and undertaking their business in India including through partnerships and

arrangements with our local competitors. International competitors bring with them decades of international experience, global scale, advanced technology, and significant financial resources. The key factors affecting competition include the cost of raw materials, innovation and product development time, product quality, and features, ability to control costs, pricing, reliability, safety, customer service, pre-qualification criteria, execution management issues and financing terms. There can be no assurance that we will be able to compete successfully with the global players and implement our future strategies in a way that will mitigate the effects of increased competition from local and international competitors.

8. *We have only one manufacturing facility.*

Our manufacturing facility is located at Vill - Kanajuli, P.O Goborara, P.S. Gurap, Dhaniakhali, Hooghly- 712305, India in the State of West Bengal on the Durgapur Expressway. As a result, any local social unrest, natural disaster or breakdown of services and utilities in that area could have material adverse effect on the business, financial position and results of our operations. Our manufacturing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, efficiency, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors etc. In the event that we are forced to shut down our manufacturing facility for a significant period of time, it would have a material adverse effect on our earnings, our other results of operations and our financial condition as a whole.

Further, the continuous addition of industries in and around our manufacturing facility without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may affect our business. Further, spiraling cost of living around our manufacturing facility may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness.

9. *Our inability to manage our inventory and foresee accurate demand for our products for a future period may adversely affect our reputation, business, results of operation and our financial performance.*

The estimation of the demand for our products is typically based on our projections, inventory levels at our OEM networks, and our understanding of the anticipation of consumption and spending by our consumers. If we overestimate demand for our products, we may face difficulty in the storage of such products due to the changing preferences of the customers. However, we order raw materials based on the orders we receive from our customers. Our average inventory days were 6 days, 5 days and 2 days in Fiscals 2023, 2022 and 2021 respectively, and for any growth in connection with our manufacturing business, our Company will require to increase our inventory days. Further, if we are unable to provide our products to our consumers due to any disruptions in our Manufacturing Facility or shortage of raw materials, we may incur the risk of losing customers to our competitors. While we closely monitor our inventory requirements for our product, we may be exposed to various other risks including the aforementioned risks. All of these factors could adversely affect our reputation, business, results of operation and financial performance.

10. *Our Company has availed certain unsecured loans from various body corporates which may be recalled at any time.*

Our Company has availed certain unsecured loans of which an amount of ₹ 406.15 lakhs is outstanding as on March 31, 2023, which may be recalled at any time since the unsecured loans are repayable on demand. In the event, any of such unsecured lenders seek a repayment of any these loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to undertake new projects or complete our ongoing projects. Therefore, any such demand may adversely affect our business, financial condition and results of operations. For further details, see “*Financial Indebtedness*” on page 237 of this Red Herring Prospectus.

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

As per our Restated Standalone Financial Information, our cash flows from operating, investing and financing activities are as set out below:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Standalone	Standalone	Standalone
Net Cash flow generated from Operating activities	(485.04)	(305.56)	67.22

Net Cash flow generated from Investing Activities	(287.50)	(261.19)	(98.38)
Net Cash flow generated from Financing Activities	728.25	666.86	28.28

Cash flow of a company is a key indicator to show the extent of cash generated from operations, investing and financing activities to meet the working capital requirements, provide for capital expenditure, pay dividends, taxes, repay loans and / or make new investments without raising finance from external resources.

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

For details, please refer to the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 222 of this Red Herring Prospectus.

12. *Delays or defaults in customer payments could adversely affect our financial condition.*

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we do not have any policy to receive advance payment from our customers after signing the purchase orders. Delays in customers’ payments may require us to make a working capital investment and may also delay honoring the letter of credit facilities we have availed. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, canceled, or does not proceed to completion, it could have an adverse effect on our operating results. For the Fiscal ending March 31, 2021, 2022 and 2023, our trade receivables were ₹ 1,316.70 lakhs, ₹ 1,448.24 lakhs and ₹ 1327.04 lakhs, respectively. However, as on the date of filling of this red herring prospectus, the Company has not faced any such instance of default but there is no guarantee that on the timeliness of all or any part of our customers’ payments and whether they will be able to fulfill their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

13. *We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, an enforcement of security and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition and cash flows.*

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders’ consent prior to carrying out certain activities and entering into certain transactions. As of for the financial year ended March 31, 2023, we had outstanding indebtedness of Rs. 3,255.63 lakhs based on Restated Standalone Financial Statements. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (a) any scheme of merger, amalgamation, restructuring, compromise or dissolution, (b) permit or effect any direct or indirect change in the legal or beneficial ownership or control, (c) Change in our Company’s Memorandum or Articles of Association, and

(d) affect any material change in the management of the business of our Company.

While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past, we cannot assure you that this will continue to be the case in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitutes defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, including others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, (further financing. For further information on our borrowings, see “*Financial Indebtedness*” on page 237.

14. There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving our Company, Promoters and Directors are provided below:

Nature of Cases	Number of Cases	Amount Involved (in Rs.)** In lakhs
Company		
<i>Direct Tax</i>		
E-Proceedings	2	Amount cannot be crystallised
Outstanding Demand	-	-
<i>Indirect Tax</i>		
TDS	4	0.20
Promoter		
<i>Direct Tax</i>		
E- Proceedings	1	Amount cannot be crystallised
Outstanding Demand	2	8.39
Directors other than Promoter		
<i>Direct Tax</i>		
E- Proceedings	-	-
Outstanding Demand	1	0.00046

** To the extent quantifiable.

For further details of litigation proceedings, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 239 of this Red Herring Prospectus.

15. We have in the past encountered delays in the implementation and execution of our orders.

We have in the past encountered delays in relation to the completion of our orders, primarily due to delay in handing over the products to our customers. However, we have not been levied liquidated damages by our customers due to delays attributable to us on account of delays in receipt of products. There can be no assurance that future orders will be completed in the estimated time frame. We cannot assure that all potential liabilities that may arise from delays will be covered or that the damages, if any, that may be claimed from customers/third parties for such delay, shall be adequate to cover any loss of profits resulting from such delays. Further, any delay in completing our orders may also result in an increase in the total cost of implementing the contract which could exceed the original estimate or further cost escalation. Such delays and cost overruns will adversely affect our business, cash-flows and results of operations.

16. We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.

Our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Standalone Financial Statements as set forth in the following table as of March 31, 2021, 2022 and 2023 are:

(₹ in Lakhs)

	Particulars	As at March 31,			As at March
		2020	2021	2022	31, 2023
(i)	Claims against the company not acknowledged as debt - Bank Guarantee	14.65	14.65	14.65	5.79
(ii)	Claims against the company not acknowledged as debt - Entry Tax	1.91	1.91	1.91	-

If any of these contingent liabilities materialize, our results of operations and financial condition may be adversely affected. For further details of the contingent liability, see the section titled “*Financial Statements*” on Page 178. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

17. *Latent defects in our products may increase its after-sales cost or we may suffer losses on account of replacements/ product recalls.*

Despite testing of our products prior to dispatch, errors, defects or performance issues, and/or latent defects may occur in existing products or new products. Since we provide a 12-18 months stability warranty for our products, such defects may also cause us to incur significant support and repair costs under our purchase orders/contracts. We may have to incur additional costs to address these defects. Also, the recurrence of these problems may result in the delay or loss of market acceptance of our products, which may harm our business, market reputation and financial condition.

While we have not faced any instances of a product recall as on the date of this Red Herring Prospectus, we may suffer losses on account of the replacement of products in case they fail to perform for the duration guaranteed by us or our customers, such manufacturing defects would also result in loss of our goodwill.

If a supplier fails to meet quality standards, it could expose the Company to the risk of product liability claims or delay the production schedule for the Company's products. Any defects in products could also result in customer claims for damages. Furthermore, in defending such claims, substantial costs may be incurred and adverse publicity generated. While the Company obtains quality assurances from the suppliers, there can be no assurance that such assurances or warranties will be successfully obtained or enforced. In such instances, any product recalls would adversely affect the Company's business, results of operations, and financial condition.

18. *Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel may have an adverse effect on our business prospects.*

Our experienced senior management and Directors have had a significant contribution to the growth of our business, and our future success is dependent on the continued service of our senior management team. An inability to retain any key management personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We continue to face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In particular, we may be unable to compete with other larger companies for suitably skilled personnel due to their ability to provide more competitive compensation and benefits. The loss of any of the members of our senior management team, our whole time directors or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, results of operations, financial condition and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including engineers, designers, and corporate management professionals who have the required experience and expertise. We also place extensive reliance on our design and engineering department which is critical to our business as they design the products which are reviewed by our customers. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. We may be unable to compete with our competitors for such qualified personnel because of more competitive salaries and benefits provided by them.

For every new product we expand into, we require suitably skilled personnel. Such skilled personnel may not be available in the market or we may not be able to compete with competitors for such qualified personnel because of more competitive salaries and benefits packages provided by them.

In addition, as some of our key personnel approach retirement age, we need to have appropriate succession plans in place and to successfully implement such plans. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

19. *If we are unable to manage/arrange funds (including at short notice) to meet our working capital requirements, there may be an adverse effect on our results of operations.*

Our business requires a significant amount of working capital to finance the purchase of raw materials before payments are received from customers. We cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the execution of projects leading to loss of reputation, levy of liquidated damages and an adverse effect on the cash flows. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet the working capital requirement, there may be an adverse effect on our results of operations. We may also be subject to fluctuations of interest rates for our financing. If we are unable to secure financing at favourable rates for this purpose, our ability to secure larger scale projects will be impeded and our growth and expansion plans will be materially and adversely affected which in turn will materially and adversely affect our future financial performance.

Our indebtedness is secured by charges over immovable and movable properties and other collaterals, receivables and bank accounts. If we are unable to repay or refinance our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us, we may be unable to implement our growth strategy, and our business, prospects, financial condition and results of operations may be adversely affected.

20. *Our customers may claim against us and/or terminate our services in whole or in part prematurely should we fail to satisfy their requirements and expectations or for any other reason.*

Our purchase orders with our customers are of standard form and usually, inter-alia contain details relating to price, terms of payment, delivery schedule, and other standard terms and conditions. Any defect or malfunction in our system designs, products, and/or solutions, or failure to satisfy the requirements and expectations of our customers, could lead to claims made against us and/or termination of our services in whole or in part. This may arise from unsatisfactory design or workmanship, staff turnover and, human errors. However, our production doesn't start without manufacturing clearance is given by our Company, our OEM/Service Provider and the end user and a product design is tested before being taken up for mass production; likewise, approval is taken from the Company, OEM/Service Provider and the end user before packaging of the product and hence it reduces the chances of defects in our product. Further, as our system designs, products, and technology solutions are applied in the process of finalizing the order, if it is established that any damages in and/or loss of property, as well as personal injuries and/or death resulted from defects in or malfunction of our products, we may be required to further compensate our customers and/or victims for such loss, damages, personal injuries and/or death.

In addition, we may also be subject to potential liability from legal suits for any losses suffered by our customers due to delay of the delivery of our products or services. In the event that we are involved in any legal dispute or court proceedings with our customers, our reputation will be adversely affected and we may have to spend a significant amount of resources to defend ourselves, which may adversely affect our business, cash flows and, financial performance.

21. *We have entered into, and will continue to enter into, related party transactions.*

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoters, Promoter Group, Directors, Key Managerial Personnel and Group Companies. For further details in relation to our related party transactions, see Restated Standalone Financial Statements - Note 32 - Related Party Transaction” beginning on page 209. The related party transactions entered into by the Company are in compliance with Companies Act, 2013 and other applicable laws. While we have entered into such transactions on an arm's length basis, there is no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

22. *We have entered into certain lease and sub-lease agreements with our Promoter and are obligated to pay rent to our Promoter pursuant to these agreements.*

We have entered into a certain lease and sub-lease agreements with our Promoter and are obligated to pay rent to our Promoter pursuant to these agreements. For further details in relation to lease and sub-lease agreements, see “Our Business” on page 98. We are involved in, and we expect that we will continue to be involved in, a number of related party transactions including transactions relating to the leasing of real estate with our Promoter. Although, we ensure that our related party transactions are done at arm's length and in accordance with the applicable laws, however, we cannot assure you that we can comply with all the legal requirements in relation to our related party transaction.

23. *Our Group has 3 Godowns that are not owned by us and we have only lease or leave and license rights over them. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.*

Certain premises used by our Company have been obtained on a leave and license basis, which includes our Godowns. As on March 31, 2023, we had 1 Godown in West Bengal, India. We cannot assure you that we will be able to renew our lease agreement or leave and license agreements or enter into new agreements in the future, on terms favourable to us, or at all. In the event that any lease agreement or leave and license agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable. If a lease agreement or the leave and license agreement are terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see “Our Business – Property” on page 113.

24. *Our management will have broad discretion in how we apply the Net Proceeds of the Offer and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended*

by us will result in an increase in the value of your investment.

We intend to use the Net Proceeds for the purposes described under the “Objects of the Offer” on page 73. The Objects of the Offer comprise (a) funding incremental working capital requirements of our Company, and (b) for general corporate purposes (the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds). and (c). to meet issue expenses. Further, our Objects of the Offer have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Offer would require a special resolution of the shareholders and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Offer, in accordance with applicable law.

In case of increase in an actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements. If actual utilization towards the Objects of the Offer is lower than the proposed deployment, such balance will be used for future growth opportunities, including funding other existing objects, if required. If the estimated utilization of the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

In addition, as the Offer includes an offer for sale of Equity Shares by the Selling Shareholder, the proceeds from the Offer for Sale will be remitted to the Selling Shareholder and our Company will not benefit from such proceeds.

25. *Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and other national/ international corporations and the failure to obtain or renew them in a timely manner may adversely affect our business operations.*

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. If we fail to maintain such registrations and licenses or comply with applicable conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition and results of operations.

We and our customers, may require various regulatory approvals, sanctions, licenses, registrations and permissions including environmental clearances in connection with our operations and the various development activities involved in such orders. We or our customers may face significant uncertainties due to various factors in obtaining or maintaining such approvals. If such approvals are not obtained in a timely manner or at all, there may be a material adverse effect on various development activities, including our operations, thereby adversely affecting our results of operations and financial condition. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, there can be no assurance that we will receive such renewal in time or at all.

26. *The Logo used by our Company is currently not registered under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.*

Presently, our Company is using logo “AURO” and we had made an application being number 5728792 on 20th December, 2022 for the registration of the same under the Trade Marks Act, 1999. Therefore, as on date we do not enjoy the statutory provisions that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application made for registration of our trademark will be allowed. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted. For more information about the licenses and registrations obtained and pending applications, see the section titled “Government and other Approvals” beginning on Page 244.

27. *Our inability to effectively manage project execution and milestone schedules may lead to project delays which may adversely affect our business and the result of operations.*

Our business is dependent on our ability to effectively manage the execution of our projects. An inability to effectively manage our operations, including ineffective or inefficient project management procedures could increase our costs and expenses, resulting in project delays and thereby materially and adversely affect our profitability. Further, our purchase order / contracts typically provide specified milestones to be achieved within a specific timeframe, and we may be liable to our clients for any failure to meet such project milestones within the stipulated schedule in accordance with the terms of the relevant purchase order / contract. The effectiveness of our project management processes and our ability to execute projects in a timely manner may be affected by various factors, including:

- delays in receipt of work schedules and engineering inputs, approvals and decisions required from the client;
- delays in delivery of raw materials, components or equipment;
- changes to project plans and process requirements;
- delays due to interface issues;
- delays due to environmental considerations;
- onsite accidents and accidents during delivery and installation of our products;
- unavailability of skilled and unskilled labour;
- local strikes, work stoppages and curfews by political parties;
- adverse weather conditions; and
- adverse changes to the relevant legal, regulatory or tax regimes.

Further if a project is delayed our customers may invoke the bank guarantees that we have provided in connection with the performance of the project or retain our security deposits as compensation for such damages. Such factors would have an adverse effect on our results of operations and financial condition.

28. *Our operations are dependent on a large pool of contract labour and an inability to access adequate contract labour at reasonable costs may adversely affect our business prospects and results of operations. Furthermore, in case the Industrial Court or Tribunal directs us to absorb the contract labour on our payroll, the profits of our Company will be affected to that extent.*

Our operations are significantly dependent on access to a large pool of contract labor for our manufacturing facility and the execution of our projects. As on March 31, 2023, while we had 47 permanent full time employees, we also employed around 125 contract labour. The number of contract labour employed by us varies from time to time based on the nature and extent of work we are involved in. Our dependence on such contract labor may result in significant risks for our operations, relating to the availability and skill of such contract laborers, as well as contingencies affecting the availability of such contract labor during peak periods. There can be no assurance that we will have adequate access to skilled workmen at reasonable rates. As a result, we may be required to incur additional costs to ensure the timely execution of our projects.

The utilization of our workforce is affected by a variety of factors including our ability to forecast our project schedules and contract labour requirements, and our ability to transition employees from completed orders to new orders or between orders. While our forecasts and estimates are based upon our experience and historical costs, such estimates may be unreliable. The uncertainty of contract award timing can present difficulties in mobilizing contract labour based on the contract requirements and our expenses towards contract labour may also increase. Though our Company is having in-house hub- providing food and lodging for the contractors as a measure of retention policy, any transition of contract labours could adversely affect our business operations.

Also, on an application made by contract labour, an Industrial court or Tribunal may direct that the contract labour is required to be regularized or absorbed by our Company. Further, the State Government may prohibit the employment of contract labour. If either of the above should occur, we may be required to induct such labour on our payroll, as employees which may result in increased expenses. Further, even though we have obtained all necessary approvals as required under the statutes there can be no assurance that we may continue to hold such permits, licenses or approvals in the time-frame anticipated by it or at all. Such non-issuance or non-renewal may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and future results of operations.

Furthermore, all contract labour engaged in our work are assured minimum wages that are fixed by the relevant State governments, and any increase in such minimum wages payable may adversely affect our results of operations.

29. *We may not be able to secure new contracts and/or customers.*

A substantial part of our business is order-based and non-recurring. We, therefore, have to continuously and consistently secure new customers and orders. While executing our orders, we need to ensure that our products are the best value-for-money products that is available in the market. For making our products to have the best value-for-money product, while ensuring that we make sufficient margins from the sale of our products, we have to ensure that our designs, the functioning of our teams and the after sales services are most efficient when compared with those of our competitors. For instance, during the execution of our orders, our design and engineering team designs the product before mass production, and on the basis of such design, the requirement of raw material is determined. With greater access to technology, we expect our design and engineering team to design a product with the least possible raw materials without compromising on the safety and stability of the product. Any increase in the raw material value of our products would increase the amount of steel to be used in such order, consequently increasing the cost of such order. There is no assurance that our competitors will not be able of increase the designing efficiency of the product by using the latest, state of the art technology.

There is no assurance that we will be able to provide our products to the customers in the most efficient manner resulting in securing new customers and projects. Executing profits with lower margins also affects our profitability. As such, our profitability and financial performance will depend on our ability to secure new projects that are profitable on a regular basis. If we are unable to do so for any reason, our profitability and financial performance will be materially and adversely affected.

30. *We could be adversely affected if we fail to keep pace with technical and technological developments.*

Our recent experience indicates that clients are increasingly developing larger, more technically complex projects, particularly in the renewable energy industry and infrastructure sector. We are also entering into new markets and expanding into unexplored technologies. To meet our clients' needs, we must continuously update existing, and develop new technology for our engineering and construction services. In addition, rapid and frequent technology and market demand changes can often render existing technologies obsolete, requiring substantial new capital expenditures and/or write downs of assets. Our failure to anticipate or to respond adequately to changing technical, market demands and/or client requirements could adversely affect our business and financial results. In order to further develop and implement these new technologies we may have to invest large amount of capital which may have an adverse impact on our cash position.

31. *We may not achieve the benefits we expect from future acquisitions and business partnerships, which may have an adverse effect on our profitability and ability to manage our business prospects.*

We may fail to identify or secure suitable acquisition or investment opportunities or our competitors may capitalize on such opportunities before we do. Moreover, identifying such opportunities could demand substantial management time and resources, and negotiating and financing acquisitions and establishing business partnerships might involve significant costs and uncertainties. If we fail to successfully source, execute and integrate acquisitions and investments in the future, our overall growth may be impaired, and our business operations, financial performance and prospects may be materially and adversely affected.

We may enter markets where we have limited or no experience, where our brand may be less recognized and where we may be exposed to risks separate and distinct from those we face in our existing operations. We may be unable to achieve and maintain a competitive cost structure similar to our existing operations. Our sales and marketing network may not be successful in promoting our brand and generating sufficient demand for our products and services in other markets. Furthermore, in new markets we may fail to anticipate conditions that are different from those in our existing markets. These conditions may make it difficult or impossible for us to effectively operate in these markets. If our expansion efforts in existing and new markets are unsuccessful, our profitability and prospects may be materially and adversely affected.

Any future expansion or investment may expose us to additional risks, including, among other things, business or legal issues not discovered in our due diligence processes, such as hidden liabilities and legal contingencies; diversion of our resources from existing business operations during the acquisition and integration process; legal and regulatory requirements that may render an investment more costly or subject to greater operating, legal, political or other risks or that prevent, limit or delay potential investments; failure to effectively integrate acquired assets and talent into our corporate structure and culture; and failure to realize the synergies expected from the acquisitions or business partnerships.

32. *Labour disputes could affect our operations.*

Our operations depend upon the productivity of our labour force. Our labour force is employed in our manufacturing facility. Additionally, we also recruit labour resources required for our manufacturing and other ancillary activities such as house-keeping, gardening, security etc. While we generally have good relations with our employees and we have not faced any instances of labour disputes, there can be no assurance that there will not be any major labour related disputes in the future. In the event of any labour dispute, our operations and results of operations could be adversely affected.

33. *An inability to manage our growth could disrupt our business and reduce our profitability.*

We have experienced continuous growth in the preceding years. We expect our business to grow as a result of our plans to expand further. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

- (i) maintaining high levels of client satisfaction;
- (ii) recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- (iii) adhering to health, safety and environment and quality and process execution standards that meet client expectations;
- (iv) preserving a uniform culture, values and work environment in operations within and outside India; and
- (v) developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

In addition, we have identified several growth plans as set out in the sub-section titled “*Our Business- Key Strategy*” on Page 102. Our ability to implement our business plans depends on, inter alia, global economic conditions, our capital resources, our R&D capabilities for new products and technology solutions, our ability to commercially realise the R&D results, our ability to obtain any necessary government or regulatory approval or licenses, and the availability of management, financial and other resources.

The success of our business will depend greatly on our ability to implement our business and strategies effectively. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our financial, operating and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition and profitability.

34. *Some of the reports referred to in this Red Herring Prospectus were commissioned by us.*

We have obtained certain market data, industry forecasts and data used throughout this Red Herring Prospectus from internal surveys, market research and publicly-available industry, Government and research information, publications and websites. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of the information is not guaranteed. Similarly, while we believe these industry forecasts and market research to be reliable, we have not independently verified this information and do not make any representation as to the accuracy of this information. Therefore, in discussions of matters relating to the Global market, India, its economy and our industry in this Red Herring Prospectus, the statistical and other data upon which such discussions are based may be incomplete or unreliable. In addition, internal company reports have not been verified by independent sources and may be incomplete or unreliable.

35. *Our Directors and certain Key Management Personnel hold Equity Shares or stock options in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.*

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled “*Capital Structure– Details of Equity Shares held by our Directors, Key Management Personnel and directors of our Promoter Company*” on Page 143. There is no assurance that our Directors and/or our key management personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

36. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends. Additionally, we may be restricted by the terms of our existing or future debt financing to make dividend payments only after a certain time period as will be agreed with the lenders.

37. *Our information technology systems may be vulnerable to security breaches, piracy and hacking leading to disruption in services to our customers.*

We use CAD software packages for design and engineering applications related to our projects. We are also in process of implementing of in-house advanced software for entire project management, document management, database, and payroll. This will enable us to maintain effective system controls and real-time monitoring of our projects. Our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our services to our customers. Moreover, we may not operate an adequate disaster recovery system. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our services, which could adversely affect our operations. Breaches to our information technology systems may result in unauthorized access to confidential information. Such breaches in our information technology systems may require us to incur further expenditure to be put in place advanced security systems to prevent any unauthorized access to our networks.

38. *Our insurance coverage may not adequately protect us against certain operational risks to or claims by our employees.*

Our Company maintains insurance coverage for a variety of risks. Our company has an insurance coverage which includes Fire, Earthquake, Burglary, Housebreaking, Theft, Terrorism damage, Cash in Safe, Cash in Transit against our Engineering workshop, ERW Steel Pipe Manufacturing, Pressing, ESP Spare parts & Internal Manufacturing, Forming and all other Fabrication works, Furniture & Fittings and Stock of all types of raw materials, finished, goods in process and goods packing. Although we consider our insurance coverage to be reasonable to cover all normal risks associated with our operations, we cannot assure you that there cannot be any further risks which could have been insured by us.

In case an uninsured loss or a loss in excess of insured limits occurs, we could incur liabilities, lose the capital invested in that property or lose the anticipated future income derived from that business or property while remaining obligated for any indebtedness or other financial obligations related to our business. Any such loss could result in an adverse effect to our financial condition. Furthermore, if we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. If we suffer large uninsured losses or if any insured losses suffered by us significantly exceed our insurance coverage, it may adversely affect our cash flows, business, results of operations, and financial condition.

39. *The Promoter and Promoter Group will continue to exercise control post completion of the Offer and will have considerable influence over the outcome of matters.*

Upon completion of this Offer, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by the applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

40. *We will not receive any proceeds from the Offer for Sale portion.*

The Offer includes a Fresh Issue and an Offer for Sale of Equity Shares by the Selling Shareholder. While our Company will receive the entire proceeds from the Fresh Issue, the entire proceeds from the Offer for Sale will only be paid to the Selling Shareholder and we will not receive any such proceeds.

41. *We are exposed to risks associated with foreign exchange rate fluctuations.*

We face foreign exchange rate risk as some of the financial transactions are denominated in a currency other than the Indian Rupee. Because of our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially the U.S. dollar, can have a material impact on our results of operations, cash flows and financial condition. The exchange rate between the Indian Rupee and U.S. dollar has been volatile in recent periods and may continue to remain volatile in the future.

42. *The requirements of being a public listed company may strain our resources and impose additional requirements.*

We have no experience as a public listed company or with the increased scrutiny of its affairs by shareholders, regulators and the public at large that is associated with being a public listed company. As a public listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as a private unlisted company. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange which require us to file unaudited financial results on a half-yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, our management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

43. *Our operations are subject to a variety of environmental laws and regulations including those relating to hazardous materials. Any failure to comply with applicable environmental laws and regulations could have an adverse effect on our financial condition and results of operations.*

Our operations are subject to numerous environmental protection laws and regulations, which are complex and stringent. The raw materials used in the development of our products and the impact of air & noise pollution from manufacturing activities are subject to various environmental laws and regulations. In the event that such regulations become more stringent, such as increasing the requirements for obtaining approvals or meeting government standards, this could result in changes to the infrastructure necessary for manufacturing activities, increasing the costs related to changing manufacturing methods in order to meet government standards and increasing penalties for non-compliance. Furthermore, we may incur significant expenditure relating to operating methodologies and standards in order to comply with applicable environmental laws and regulations.

In addition, our projects may involve the handling of hazardous materials, which, if improperly handled or disposed of, could subject us to civil and criminal liabilities. Further certain environmental laws provide for joint and several liabilities for remediation of releases of hazardous substances, rendering a person liable for environmental damage without regards to negligence or fault on the part of such person. In addition to potential liabilities that may be incurred in satisfying these requirements, we may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. We are also subject to regulations dealing with occupational health and safety. Such laws and regulations may expose us to liability arising out of the conduct of operations or conditions caused by others, or for our own acts. Sanctions for failure to comply with these laws, rules and regulations, many of which may be applied retroactively, may include administrative, civil and criminal penalties, revocation of permits and corrective orders. For further information on the regulatory authorities and applicable rules and regulations, see the section titled "Key Regulations and Policies" beginning on Page 114.

Risks Relating to the Offer and the Equity Shares

44. *After this Offer, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.*

Prior to this Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Offer. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the BRLM and may not be indicative of the market price of the Equity Shares after this Offer. The market price of our Equity Shares after this Offer will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;

- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the Electrostatic Precipitator (ESP) industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer.

45. *The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.*

We have applied to NSE to use its name as the Stock Exchange in this offer document for listing our shares on the NSE- Emerge platform. In accordance with the Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer 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 delay in listing the Equity Shares on the NSE- Emerge platform. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

46. *Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.*

Any future equity issuances by us or sale of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares and our Company's ability to raise capital through an issue of securities. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

47. *Foreign investors may be restricted in their ability to purchase or sell Equity Shares.*

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing or reporting requirements and does not 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 Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

48. *The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.*

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will be not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities, if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

- 50. *Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.***

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

- 51. *The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including factors as described under “Basis for Offer Price” beginning on page 82 and may not be indicative of the market price for the Equity Shares after the Offer.

The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

External Risk Factors

- 52. *Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.***

Our business had not been majorly affected due to COVID-19 pandemic. However, India experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in the manufacturing operations and an inability to meet the manufacturing targets. There is also no assurance that there will not be further mutations of COVID-19 resulting in new variants and additional economic downturns that materially adverse effect our business, financial condition, results of operations, cash flows and prospects.

- 53. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

54. *A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.*

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

55. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “Key Regulations and Policies” on page 114 of this Red Herring Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST had been implemented with effect from July 1, 2017 and had replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

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

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

59. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that Fiscal/period and in the corresponding (restated) Fiscal/period in the comparative Fiscal/period.

60. Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

61. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

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

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

SECTION IV – INTRODUCTION

THE OFFER

The following table summarises details of the Offer.

Offer of Equity Shares <i>Present offer of equity shares by our Company</i>	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Employee Reservation Portion ⁽⁸⁾	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
<i>Of which:</i>	
Fresh Issue ^{(1)*}	Up to [●] Equity Shares aggregating up to ₹ 2,000 lakhs
Offer for Sale ⁽²⁾ by the Selling Shareholder	Up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs
<i>The Offer consists of:</i>	
a. Market Maker Reservation Portion	Not less than [●] Equity Shares aggregating upto ₹ [●] lakhs
b. Net Offer to public	Not more than [●] Equity Shares aggregating upto ₹ [●] lakhs
<i>Of which</i>	
a. Allocation to Qualified Institutional Buyers	Not more than [●] Equity Shares aggregating upto ₹ [●] lakhs
b. Allocation to Non Institutional Investors	Atleast [●] Equity Shares aggregating upto ₹ [●] lakhs
c. Allocation to Retail Individual Investor	Atleast [●] Equity Shares aggregating upto ₹ [●] lakhs
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Red Herring Prospectus)	92,80,800 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds of this Offer	See “ <i>Objects of the Offer</i> ” on page 73 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

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

- (1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer 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 Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on November 1, 2022 and the Fresh Issue has been authorised by our Shareholders pursuant to their special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the Shareholders dated November 30, 2022. Further, our Board has taken on record the approval for the offer for sale by the Selling Shareholder pursuant to its resolution dated December 16, 2022.
- (3) Selling Shareholder confirms that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of the Red Herring Prospectus, and are eligible for being offered for sale in the Offer in terms of the SEBI ICDR Regulations. For details, see “Offer Procedure - Undertakings by the Selling Shareholders” beginning on page 285. The Selling Shareholder, has confirmed and authorised his participation in the Offer for Sale as set out below:

S. No.	Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Aggregate amount of Offer for Sale (up to) (in ₹ lakhs)	Date of consent letter
1.	Mr. Madhusudan Goenka	Upto 5,50,000	[●]	December 16, 2022

- (4) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer 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 Offer 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.

- (5) *As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018, as amended from time to time, the allocation in the net issue to the public category shall be made as follows:*
- a. *Minimum 50% (fifty percent) to Retail Individual Investors; and*
 - b. *Remaining to:*
 - i. *Individual applicants other than retail individual investors; and*
 - ii. *Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*
- Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.*
- (6) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price.*
- (7) *Subject to valid Bids being received at or above the Offer 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.*
- (8) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion, shall be added to the Net Offer. Our Company in consultation with the BRLMs, may offer a discount of ₹[●] per Equity Share to Eligible Employees and which shall be announced at least two Working Days prior to the Bid / offer Opening Date.*

For further details, see “Offer Procedure” beginning on page 271. For details, including in relation to grounds for rejection of Bids, please see section “Offer Structure” and “Offer Procedure” on page 269 and 271, respectively. For details of the terms of the Offer, please see the section “Terms of the Offer” on page 261.

Explanation to Regulations 253 of ICDR Regulations, 2018: *If the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage. For further details please refer to the chapter titled “Offer Structure” beginning on page 269 of this Red Herring Prospectus.*

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with “Financial Statements as Restated” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 160 and 222 respectively.

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Restated Consolidated Balance Sheet as on 31st March , 2023				
		Notes	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
(a)	Share Capital	3	928.08	77.34
(b)	Reserves and Surplus	4	826.88	1,077.70
	Total Shareholders' Funds		1,754.96	1,155.04
2	Non-Current Liabilities			
(a)	Long Term Borrowings	5	974.63	978.95
(b)	Deferred Tax Liabilities (Net)	6	72.51	60.72
(c)	Other Long Term Liability	7	199.79	94.41
	Total Non-Current Liabilities		1,246.93	1,134.08
3	Current Liabilities			
(a)	Short Term Borrowings	8	3,901.29	3,010.72
(b)	Trade Payables	9		
	(i) Dues to Micro & Small Enterprises		102.27	55.70
	(ii) Dues to Others		224.68	514.10
(c)	Other Current Liabilities	10	841.06	299.98
(d)	Short Term Provisions	11	156.89	49.94
	Total Current Liabilities		5,226.20	3,930.44
	Total Equity & Liabilities		8,228.09	6,219.57
B	ASSETS			
1	Non-Current Assets			
(a)	Property,Plants & Equipment & Intangible Assets			
	Property,Plants & Equipment	12.1	910.30	863.55
	Capital work-in-progress	12.2	275.20	63.98
(b)	Other Non-Current Assets	13	56.71	3.01
	Total Non-Current Assets		1,242.21	930.54
2	Current Assets			
(a)	Inventories	14	2,799.19	2,232.63
(b)	Trade Receivables	15	1,495.39	1,660.44
(c)	Cash and Cash Equivalent	16	1,276.65	746.21
(d)	Short Term Loans and Advances	17	1,227.47	442.89
(e)	Other Current Assets	18	187.17	206.85
	Total Current Assets		6,985.88	5,289.02
	Total Assets		8,228.09	6,219.56
Summary of Significant Accounting Policies		"2"		
The accompanying Notes are an Integral part of the Financial Statement				
As per our Report of even date.		For and on behalf of Board of		
For Rajesh Jalan & Associates		Auro Impex & Chemicals Limited		
(Chartered Accountants)				
Firm Reg. No.: 326370E		Praveen Kumar Goenka	Madhusudan Goenka	
		Whole Time Director	Managing Director	
		'DIN-00156943	'DIN-00146365	
		Raghav Jhunjhunwala	Kalyan Kumar Das	
		Company Secretary	Chief financial Officer	
		PAN-ALCPJ3808Q	PAN-BLAPD5469E	
CA. Rajesh Jalan				
Membership No. : 065792				
Place. : Kolkata				
Date. : 26.04.2023				

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Restated Consolidated Statement of Profit & Loss for the period ended 31st March, 2023				
A	INCOME	Notes	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Revenue from Operation	19	23,198.94	15,065.40
	Other Income	20	97.60	119.53
I	TOTAL INCOME		23,296.54	15,184.93
B	EXPENSES			
	Purchase of Traded Goods	21	6,258.19	4,990.35
	Cost of Raw Materials consumed	22	14,932.51	9,045.11
	Change in Inventories of Finished Goods , Work-In-Progress & Stock-In-Trade	23	3.08	(141.98)
	Employee Benefits Expense	24	287.94	221.34
	Finance Costs	25	396.28	293.91
	Depreciation and Amortization Expense	26	48.79	52.35
	Other Expenses	27	541.48	411.82
II	TOTAL EXPENSES		22,468.27	14,872.91
III	PROFIT BEFORE TAX (I - II)		828.27	312.02
IV	TAX EXPENSES :			
	(1) Provision for Income Tax			
	- Current Tax		183.30	54.94
	- MAT Credit Entitlement (created)/utilised		33.24	21.08
	- Earlier Years Taxes		0.02	0.10
	(2) Deferred Tax			
	- Deferred Tax Liability created/(reversed)		11.79	5.88
			228.36	81.99
V	PROFIT/(LOSS) FOR THE YEAR (III - IV)		599.92	230.03
	Earning per equity share(Nominal value of share ₹ 10)			
	- Basic	28	6.46	2.48
	- Diluted		6.46	2.48
Summary of Significant Accounting Policies		"2"		
The accompanying Notes are an Integral part of the Financial Statement				
As per our Report of even date. For Rajesh Jalan & Associates (Chartered Accountants) Firm Reg. No.: 326370E		For and on behalf of Board of Auro Impex & Chemicals Limited		
		Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365	
CA. Rajesh Jalan Membership No. : 065792 Place. : Kolkata Date. : 26.04.2023		Raghav Jhunjhunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief financial Officer PAN-BLAPD5469E	

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Restated Consolidated Cash Flow Statement for the period ended 31st March, 2023		
Particulars	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
Cash Flow From Operating Activities :		
Profit before tax from continuing operations	828.27	312.02
Profit before tax	828.27	312.02
Add/ (Less): Non Cash & Non Operating Item		
Depreciation	48.79	52.35
Interest & Finance Cost	352.59	257.80
Interest received	(19.66)	(14.21)
Operating Profit Before Working Capital Changes	1,210.00	607.96
Adjusted for:		
Increase/(Decrease) in Trade Payables	(242.85)	(196.00)
Increase/(Decrease) in Other Current Liabilities	541.09	(30.05)
Increase/(Decrease) in Other Long-Term Liabilities	105.38	(30.97)
(Increase)/Decrease in Trade Receivables	165.04	335.50
(Increase)/Decrease in Inventories	(566.56)	(832.31)
(Increase)/Decrease in Short Term Loans and Advances	(784.59)	(131.32)
(Increase)/Decrease in Other Non-Current Assets	(53.70)	(3.01)
(Increase)/Decrease in Other Current Assets	(13.56)	(85.74)
Extraordinary Items Before Tax	360.25	(365.95)
Direct taxes paid (net of refunds)	(76.37)	(25.46)
Net Cash Flows From/ (Used) In Operating Activities (A)	283.89	(391.40)
Cash Flows From Investing Activities :		
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(306.76)	(266.16)
Interest received	19.66	14.21
Net Cash Flows From/ (Used) In Investing Activities (B)	(287.10)	(251.94)
Cash Flows From Financing Activities :		
Proceeds/(Repayment) from Long Term Borrowings	(4.32)	245.14
Proceeds / (Repayment) from Short Term Borrowings	890.57	938.68
Interest paid	(352.59)	(257.80)
Net Cash Flows From/ (Used) In Financing Activities (C)	533.65	926.02
Net Increase / (Decrease) In Cash And Cash Equivalent (A+B+C)	530.44	282.67
Cash and Cash Equivalents at the beginning of the year	746.21	463.54
Cash and Cash Equivalent At The End Of The Year	1,276.65	746.21
Component Of Cash and Cash Equivalents		
Cash in Hand	15.23	21.60
With Banks - In Current Account	918.41	350.37
On Deposit Account	343.01	374.24
Total Cash and Cash Equivalents (Note No. 16)	1,276.65	746.21
The accompanying Notes are an Integral part of the Financial Statement		
<p>As per our report of even date For Rajesh Jalan & Associates (Chartered Accountants) Firm Reg. No.: 326370E</p>	<p>For and on behalf of Board of Auro Impex & Chemicals Limited</p>	
	<p>Praveen Kumar Goenka Whole Time Director DIN-00156943</p>	<p>Madhusudan Goenka Managing Director DIN-00146365</p>
<p>CA. Rajesh Jalan Membership No. : 065792 Place. : Kolkata Date. : 26.04.2023</p>	<p>Raghav Jhunjunwala Company Secretary PAN-ALCPJ3808Q</p>	<p>Kalyan Kumar Das Chief financial Officer PAN-BLAPD5469E</p>

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Restated Standalone Balance Sheet as on 31st March, 2023

Particulars	Note No.	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
A EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	3	928.08	77.34	77.34
(b) Reserves & Surplus	4	324.12	617.75	413.16
Total of Shareholders' Fund		1,252.20	695.09	490.50
2 Non-Current Liabilities				
(a) Long-Term Borrowings	5	892.86	837.73	576.81
(b) Deferred Tax Liability (net)	6	72.23	60.53	54.92
(c) Other Long Term Liabilities	7	199.79	328.82	125.38
Total of Non-Current Liabilities		1,164.87	1,227.07	757.12
3 Current Liabilities				
(a) Short-Term Borrowings	8	2,764.60	1,883.62	1,006.91
(b) Trade Payables				
(i) Due to Micro & Small Enterprise	9	92.51	551.48	268.04
(ii) Due to Others	9	78.98	138.45	752.30
(c) Other current liabilities	10	523.89	262.53	71.07
(d) Short Term Provisions	11	133.98	41.34	10.49
Total of Current Liabilities		3,593.96	2,877.42	2,108.81
Total Equity & Liabilities		6,011.03	4,799.58	3,356.43
B ASSETS				
1 Non-Current Assets				
(a) Property Plant Equipment & Intangible Asset				
(i) Property, Plant & Equipment	12	874.48	837.52	632.87
(ii) Capital Work in Progress	13	275.20	63.98	52.63
(b) Other Non Current Assets	14	56.71	3.01	-
Total of Non-Current Assets		1,206.40	904.51	685.50
2 Current Assets				
(a) Inventories	15	2,288.65	1,676.64	874.10
(b) Trade Receivables	16	1,327.04	1,448.24	1,316.70
(c) Cash and Cash Equivalent	17	162.75	204.61	104.50
(d) Short term Loans and Advances	18	884.40	383.38	258.40
(e) Other Current Assets	19	141.80	182.20	117.24
Total of Current Assets		4,804.63	3,895.07	2,670.93
Total Assets		6,011.03	4,799.58	3,356.43
Summary Of Significant Accounting Policies	"2"			

The accompanying Notes are an integral part of the Financial Statements

As per our Report on even date
For Rajesh Jalan & Associates
Chartered Accountants
Firm's Registration No. 326370E

For and on behalf of Board of
Auro Impex & Chemicals Limited

Praveen Kumar Goenka
Whole Time Director
DIN-00156943

Madhusudan Goenka
Managing Director
DIN-00146365

CA. Rajesh Jalan
Membership No.065792
Place: Kolkata
Date: 26.04.2023

Raghav Jhunjunwala
Company Secretary
PAN-ALCPJ3808Q

Kalyan Kumar Das
Chief Financial Officer
PAN-BLAPD5469E

AURO IMPEX & CHEMICALS LIMITED					
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)					
Restated Standalone Statement of Profit & Loss for the year ended 31st March 2023					
Particulars		Note No.	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
A	INCOME				
	Revenue from Operations	20	18,138.27	11,007.79	7,350.76
	Other Income	21	31.14	70.45	21.95
I	TOTAL INCOME		18,169.41	11,078.24	7,372.70
B	EXPENSES				
	Cost of Raw Materials Consumed	22	16,483.45	10,191.05	6,795.94
	Change in Inventories of Finished Goods, Work-In-Progress & Stock-In-Trade	23	(42.37)	(112.20)	(5.05)
	Employee Benefit Expenses	24	183.46	133.52	100.15
	Finance Cost	25	247.80	190.19	149.16
	Depreciation & Amortization Expenses	26	43.56	49.46	43.53
	Other Expenses	27	482.48	348.61	195.05
II	TOTAL EXPENSES		17,398.38	10,800.63	7,278.78
III	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (I-II)		771.03	277.61	93.92
IV	EXCEPTIONAL ITEM				
	Profit / (Loss) on Sale of Assets		-	-	-
V	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III-IV)		771.03	277.61	93.92
VI	Extraordinary Items Income/ (Expenses)				
VII	PROFIT BEFORE TAX (V-VI)		771.03	277.61	93.92
VIII	TAX EXPENSE:				
	(1) Provision for Income Tax				
	- Current Tax		168.98	46.34	14.65
	- MAT Credit Entitlement (created)/ utilised		33.24	21.08	(14.65)
	(2) Deferred Tax				
	- Deferred Tax Liability Created/ (Reversal)		11.70	5.60	3.38
	Total of Tax Expenses		213.93	73.02	3.38
IX	PROFIT/(LOSS) FOR THE YEAR (VII - VIII)		557.11	204.59	90.54
	EARNING PER SHARE (Nominal value of share ₹ 10)				
	Basic & Diluted Earning Per Share	28	6.00	2.20	0.98
Summary of Significant Accounting Policies		"2"			
The accompanying Notes are an integral part of the Financial Statements					
As per our Report on even date For Rajesh Jalan & Associates Chartered Accountants Firm's Registration No. 326370E		For and on behalf of Board of Auro Impex & Chemicals Limited			
		Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365		
CA. Rajesh Jalan Membership No.065792 Place: Kolkata Date: 26.04.2023		Raghav Jhunjunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E		

AURO IMPEX & CHEMICALS LIMITED								
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)								
Restated Standalone of Cash Flow Statement for the period ended 31st March 2023								
A	Cash Flow From Operating Activities	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs				
	Profit before tax from continuing operations	771.03	277.61	93.92				
	Profit Before Tax	771.03	277.61	93.92				
	Non cash & Non operating item							
	Depreciation	43.56	49.46	43.53				
	Interest & Finance Cost	205.43	161.07	110.70				
	Interest Received	(4.24)	(4.28)	(5.18)				
	(Profit) / Loss on Sale of Fixed Assets	-	-	(0.27)				
	Operating Profit before Working Capital Changes	1,015.78	483.87	242.70				
	Movements in Working Capital:							
	Increase/(Decrease) in Trade Payables	(518.44)	(20.71)	365.01				
	Increase/(Decrease) in Other Current Liabilities	261.36	203.44	(3.82)				
	Increase/(Decrease) in Other Long-Term Liabilities	(129.03)	191.57	(84.94)				
	Decrease/(Increase) in Trade Receivables	121.20	(131.55)	(579.58)				
	Decrease/(Increase) in Inventories	(612.01)	(802.54)	106.87				
	Decrease/(Increase) in Short Term Loan and Advances	(501.02)	(124.98)	132.09				
	Decrease/(Increase) in Other Non Current Assets	(53.70)	(3.01)	-				
	Decrease/(Increase) in Other Current Assets	7.16	(86.04)	(117.24)				
	Net cash flow before Tax and Extra Ordinary Item	(408.70)	(289.95)	61.09				
	Direct taxes paid (net of refunds)	(76.34)	(15.61)	6.13				
	Net cash flow from/ (used in) Operating Activities (A)	(485.04)	(305.56)	67.22				
B	Cash flows from investing activities							
	Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(291.74)	(265.47)	(104.14)				
	Proceeds from sale of Assets	-	-	0.58				
	Interest Received	4.24	4.28	5.18				
	Net cash flow from/(used in) Investing Activities (B)	(287.50)	(261.19)	(98.38)				
C	Cash flows from Financing Activities							
	Proceeds/(Repayment) From Long Term Borrowings	55.13	260.91	46.26				
	Proceeds/(Repayment) from Short Term Borrowings	880.98	567.01	92.73				
	Interest Paid	(205.43)	(161.07)	(110.70)				
	Net cash flows from/(used in) in Financing Activities (C)	730.68	666.86	28.28				
	Component of Cash and Cash Equivalents							
	Net increase / (decrease) in cash and cash equivalent (A+B+C)	(41.86)	100.10	(2.88)				
	Cash and cash equivalent at the beginning of the year	204.61	104.50	107.38				
	Cash and Cash Equivalent at the end of the year	162.75	204.61	104.50				
	Cash on Hand	11.85	10.81	5.56				
	With Banks - On Current Account	91.15	89.30	-				
	On Deposit Account	59.75	104.49	98.94				
	Total Cash and Cash Equivalents (Note 17)	162.75	204.61	104.50				
The accompanying Notes are an integral part of the Financial Statements								
As per our Report on even date								
For Rajesh Jalan & Associates								
Chartered Accountants								
Firm's Registration No. 326370E								
For and on behalf of Board of Auro Impex & Chemicals Limited								
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; text-align: center;">Praveen Kumar Goenka Whole Time Director DIN-00156943</td> <td style="width: 50%; text-align: center;">Madhusudan Goenka Managing Director DIN-00146365</td> </tr> <tr> <td style="width: 50%; text-align: center;">Raghav Jhunjhunwala Company Secretary PAN-ALCPJ3808Q</td> <td style="width: 50%; text-align: center;">Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E</td> </tr> </table>					Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365	Raghav Jhunjhunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E
Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365							
Raghav Jhunjhunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E							
CA. Rajesh Jalan								
Membership No.065792								
Place: Kolkata								
Date: 26.04.2023								

GENERAL INFORMATION

Our Company was originally incorporated as “Auro Impex & Chemicals Private Limited” on January 20, 1994 at Kolkata, West Bengal as a Private Limited Company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to a special resolution passed by the shareholders of our Company in their meeting held on September 23, 2022 and the name of our Company was changed to “Auro Impex & Chemicals Limited” and a fresh certificate of incorporation consequent upon conversion of the company from Private Limited Company to Public Limited Company, dated September 30, 2022 was issued by the Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our company is U51909WB1994PLC061514.

(For further details in relation to the changes in the name of our Company, registered office and other details, please refer to the chapter titled “**History and Certain Corporate Matters**” beginning on page 123 of this Red Herring Prospectus).

BRIEF COMPANY AND OFFER INFORMATION	
Registration Number	061514
Corporate Identification Number	U51909WB1994PLC061514
Date of Incorporation	January 20, 1994
Address of the Registered Office and Corporate office of the company and other details	Auro Impex & Chemicals Limited 32 K.L. Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053, West Bengal Tel: +91 9830030293 Email: aimpche@gmail.com Website: www.auroimpex.com
Address of the Registrar of Companies	Registrar of Companies, Kolkata, West Bengal Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700 020 West Bengal, India.
Designated Stock Exchange ^	SME Platform of NSE (“NSE Emerge”)
Chief Financial Officer	Mr. Kalyan Kumar Das Auro Impex & Chemicals Limited Address: 32 K.L. Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053, West Bengal. Tel: +91 8240380233 Email: kalyan@auropex.com Website: www.auroimpex.com
Company Secretary and Compliance Officer	Mr. Raghav Jhunjhunwala Auro Impex & Chemicals Limited Address: 32 K.L. Saigal Sarani, 740A, Block- P, New Alipore, Kolkata- 700053, West Bengal. Telephone: +91 8240927251 E-mail: cs@auropex.com Website: www.auroimpex.com

^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to **National Stock Exchange of India** on the **NSE Emerge Platform** only for listing of our equity shares.

OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Red Herring Prospectus are set forth in the table hereunder:

NAME	DESIGNATION	DIN	AGE (YEARS)	ADDRESS
Mr. Madhusudan Goenka	Managing Director	00146365	62	386, Block- G, Nalini Ranjan Avenue, New Alipore, Kolkata- 700053

Mr. Praveen Kumar Goenka	Whole-time director (Executive Director)	00156943	65	300, Jyotish Roy Road, New Alipore, Kolkata- 700053
Ms. Vanshika Goenka	Non-Executive Director	07022384	28	386, Block- G, Nalini Ranjan Avenue, New Alipore, Kolkata- 700053
Mr. Sibasis Mitra	Independent director	03320989	53	Barabahera, Kanaipur, Hooghly, West Bengal - 712246
Mr. Sankar Thakur	Independent director	09778473	63	Flat no. 2B, 26B Prince Baktiar Shah Road, Near Baishakhi Sangha, Tollygunge, Kolkata - 700033

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY

BOOK RUNNING LEAD MANAGER OF THE OFFER	REGISTRAR TO THE OFFER
<p>Affinity Global Capital Market Private Limited * Address: 20B, Abdul Hamid Street, East India House, 1st Floor, Room No. 1G, Kolkata – 700069, India Tel No.: +91 33 4004 7188 Email: compliance@affinityglobalcap.in Website: www.affinityglobalcap.in Investor Grievance Email: investor@affinityglobalcap.in Contact Person: Ms. Ayushi Hansaria SEBI Registration No: INM000012838 CIN: U74110WB1995PTC073711</p> <p>*Note: Since Affinity Global Capital Market Private Limited is the sole BRLM in this Offer, reporting of inter se allocation of responsibilities among lead managers is not applicable as per Clause 7(G) of Part A - Schedule VI of SEBI (ICDR) Regulations, 2018, as amended till date.</p>	<p>Cameo Corporate Services Limited Address: “Subramanian Building” No. 1, Club House Road, Chennai- 600 002 Tel: 044-40020700 Email: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Mr. K. Sreepriya SEBI Registration No.: INR000003753 CIN: U67120TN1998PLC041613</p>
LEGAL ADVISORS TO THE OFFER	STATUTORY AUDITOR OF THE COMPANY
<p>1). M/S. M. V. KINI, LAW FIRM Kini House, 6/39 Jangpura-B, New Delhi – 110014, India Tel No.: +91 – 11 – 24371038/39/ 40 Email: raj@mvkini.com Website: www.mvkini.com Contact Person: Ms. Raj Rani Bhalla</p> <p>2) M/s. J. MUKHERJEE & ASSOCIATES Address: D-1, MMS Chambers, 1st Floor, 4A, Council House Street, Kolkata, 700001 Tel. No: +91 9830640366 Email: jmukherjeeandassociates@gmail.com Contact Person: Mr. Jayabrata Mukherjee</p>	<p>M/s Rajesh Jalan & Associates. Chartered Accountants 56, Metcalfe Street, 1st Floor, Room No. 1A, Kolkata- 700013 Telephone: 033 4066 0180 E-mail: rajeshjalan@rediffmail.com Contact Person: Mr. Rajesh Jalan Membership No.: 065792 Peer Review Certificate Number: 014852 Firm Registration Number: 326370E</p>

BANKER TO THE COMPANY	PUBLIC OFFER ACCOUNT BANKS
Indian Bank Address: SME Finance Branch, 7, Red Cross Place, Kolkata- 700001, West Bengal Email: br.ssifbkolkata@allahabadbank.in	ICICI Bank Limited Address: Capital Market Division, 1st Floor, 122, Mistry Bhavan, DinshawVachha Road, Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India Tel: +91 22 2266818923/924/911 Email: sagar.welekar@icicibank.com Website: www.icicibank.com Contact Person: Mr. Sagar Welekar
SYNDICATE MEMBERS	
Affinity Global Capital Market Private Limited Address: 20B, Abdul Hamid Street, East India House 1st Floor, Room No. 1G, Kolkata – 700069, India Tel: +91 33 4004 7188 Email: compliance@affinityglobalcap.in Website: www.affinityglobalcap.in Contact Person: Ms. Ayushi Hansaria	
ADVISOR TO THE COMPANY	BANKERS TO THE OFFER / SPONSOR BANK
Neomile Corporate Advisory Limited Address: 1215, 12TH ,C Wing, One Bkc Bandra East Mumbai City Maharastra 400051 India Tel: +91 22 2675 6222 Email: kirtanmumbai@gmail.com Website: neomilecapital.com Contact Person: Tatsat Mehta	ICICI Bank Limited Address: Capital Market Division, 1st Floor, 122, Mistry Bhavan, DinshawVachha Road, Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India Tel: +91 22 2266818923/924/911 Email: sagar.welekar@icicibank.com Website: www.icicibank.com Contact Person: Mr. Sagar Welekar

INVESTOR GRIEVANCES:

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and/or the Book Running Lead Manager in case of any Pre-Offer or Post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as Name of the Sole or First Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applicants submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard, and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 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 Manager shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount.

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of filing of this Red Herring Prospectus:

Sr. No.	Date of Change	From	Date of Change	To	Reason for Change
1.	August 14, 2022	R. Das & Associates, Chartered Accountants 1A, Ashutosh Mukherjee Road, Suite # 605 & 606, Kolkata- 700020 E-mail: caripdas@gmail.com Firm Registration Number: 0318161E Peer Review Certificate Number: NA	August 18, 2022	M/s Rajesh Jalan & Associates, Chartered Accountants 56, Metcalfe Street, 1 st Floor, Room No. 1A, Kolkata- 700013 E-mail: rajeshjalan@rediffmail.com Peer Review Certificate Number: 014852 Firm Registration Number: 326370E	Resignation of existing Statutory Auditors of the company due to pre occupation of work. The new auditors, M/s Rajesh Jalan & Associates were appointed as the Statutory Auditor to fill-in the casual vacancy. Furthermore, M/s Rajesh Jalan & Associates were appointed as Statutory Auditor in the Annual General Meeting held on 30 th September, 2022 for a period of 5 consecutive years from the conclusion of the last held AGM till the conclusion of the AGM of the company to be held in the year 2027.

FILING OF THIS RED HERRING PROSPECTUS

The Red Herring Prospectus is being filed with the NSE Emerge Platform of 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 had not been filed with SEBI, and therefore no observation had been issued by SEBI on the Offer Document 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 Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> at the time of filling with the Registrar of Companies. Further, in light of the SEBI notification dated March 27, 2020, our company will submit a copy of Red Herring Prospectus and Prospectus to the email id: cfddil@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 delivered to the RoC Office situated at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700 020, West Bengal, India and copy of Prospectus shall be filled under Section 26 of the Companies Act, 2013 to the Registrar of Companies, Kolkata.

MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Offer size exceeds ₹ 10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the Offer. However, Audit Committee of our Company will be monitoring the utilization of the Offer Proceeds. The object of the Offer and deployment of funds are not appraised by any independent agency/bank/financial institution.

APPRAISING ENTITY

No appraising entity has been appointed in relation to the Offer.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

As this is an Offer of Equity Shares, no debenture trustee has been appointed for the Offer.

GREEN SHOE OPTION

No green shoe option is contemplated under the Offer.

DESIGNATED INTERMEDIARIES

SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs notified by SEBI for the ASBA process is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> 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 RIB or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹ 5,00,000 using the UPI Mechanism), 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.

SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard. Retail Individual Investors or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹ 5,00,000 using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, respectively or any such other website as may be prescribed by SEBI from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in

SYNDICATE SCSB BRANCHES

In relation to Bids (other than Bids by Anchor Investors and RIBs) or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹ 5,00,000) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

REGISTERED BROKERS

Bidders can submit ASBA Forms in the Offer 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 AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

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

EXPERTS

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

Our Company has received written consent dated February 3, 2023 from M/s Rajesh Jalan & Associates., Chartered Accountants, Statutory Auditor of our Company, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of (i) their examination report dated April 26, 2023 on our Restated Financial Statements; and (ii) their report dated April 27, 2023 on the Statement of Special Tax Benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

BOOK BUILDING PROCESS

Book building, in the context of the Offer, 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 will be decided by our Company and Selling Shareholder, in consultation with the BRLM and Minimum Bid Lot will be decided by our Company, in consultation with the BRLM, and will be advertised in Alleditions of Financial Express (a widely circulated English national daily newspaper), Alleditions of Janasatta (a widely circulated Hindi national daily newspaper) and Alledition of Arthik Lipi (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company and Selling Shareholder, in consultation with the BRLM after the Bid/Offer Closing Date. For details, please see “*Offer Procedure*” beginning on page 270.

All bidders, except Anchor Investors, are mandatorily required to use ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹ 5,00,000 may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted 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 Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date.

Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see “*Terms of the Offer*” and “*Offer Procedure*” on pages 261 and 271, respectively.

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for post-Allotment.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Explanation of Book Building and Price Discovery Process

For an explanation of the Book Building Process and the price discovery process, see “*Offer Procedure*” on page 271.

Underwriting Agreement

The Underwriting Agreement had not been executed as on the date of Draft Red Herring Prospectus and shall be executed after the determination of the Offer Price and allocation of Equity Shares prior to the filing of the Prospectus with the RoC. Our Company and the Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered in the Offer.

It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLM shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations.

The Underwriting Agreement is dated April 27, 2023. The Underwriter has indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement had not been entered into as on the date of Draft Red Herring Prospectus. The Underwriting Agreement has been entered into on or after the Pricing Date, prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. This portion has been intentionally left blank and will be filled in before the filing of the Prospectus with the RoC.)

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ lakhs)
AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED 20B, Abdul Hamid Street, East India House, 1st Floor, Room No. 1G, Kolkata – 700069, West Bengal, India Tel.: +91 33 4004 7188 E-mail: auroimpex@affinityglobal.in Attention : Ayushi Hansaria	[•]	[•]

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

In the opinion of our Board (based on representations made by the Underwriter to our Company), the resources of the abovementioned Underwriter is sufficient to enable them to discharge its respective underwriting obligation in full. The abovementioned Underwriter is registered with the SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchanges. Our Board or duly constituted committee of our Board, at its meeting held on April 29, 2023, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

In the event of any default in payment, the Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

Market Making Arrangement for the Offer

Our Company and the Book Running Lead Manager have entered into an agreement dated April 28, 2023 with the following Market Maker to fulfil the obligations of Market Making:

[●]

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 Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer 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 Offer 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).

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 Book Running 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 Book Running 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.

11. 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.
12. 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 assuming 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.

13. 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.
14. 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.
15. 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.
16. 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.
17. 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)
Upto 20 crore	25%	24%
Rs. 20 crore to Rs. 50 crore	20%	19%
Rs. 50 crore to Rs. 80 crore	15%	14%
Above Rs. 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.

CAPITAL STRUCTURE

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

(Amount in ₹ except share related data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price*
A.	Authorised Share Capital		
	1,40,00,000 Equity Shares of face value of ₹ 10/- each	14,00,00,000	[●]
B.	Issued, Subscribed and Paid-Up Share Capital before the Offer		
	92,80,800 Equity Shares of Face Value of ₹ 10/- each	9,28,08,000	[●]
C.	Present Offer in terms of this Red Herring Prospectus		
	Fresh Offer of upto [●] Equity Shares of Face Value of ₹ 10 each at a price of ₹ [●] per Equity Share aggregating upto ₹ 2,000 lakhs	[●]	[●]
	Offer for sale of upto 5,50,000 Equity Shares of Face Value of ₹ 10 each at a price of ₹ [●] per Equity Share aggregating upto ₹ [●] lakhs		
	Consisting of		
	Reservation for Market maker- Upto [●] Equity shares of face value of ₹ 10/- each reserved as Market Maker portion at a price of ₹ [●]/- per equity share.	[●]	[●]
	Employee Reservation Portion of up to [●] Equity Shares(3) of face value ₹ 10 each aggregating up to ₹ [●] lakhs	[●]	[●]
	Net Offer to the Public - Upto [●] Equity shares of face value of ₹ 10/- each at a price of ₹ [●] per equity share.	[●]	[●]
	Of the Net Offer to the Public		
	Allocation to Retail Individual Investors- [●] Equity Shares of Face Value of Rs.10/- each at a price of ₹ [●] Equity Share shall be available for allocation for Investors applying for a value of upto ₹ 2.00 lakhs	[●]	[●]
	Allocation to Other than Retail Individual Investors – [●] Equity Shares of Face Value of Rs.10/- each at a price of ₹ [●] per Equity Share shall be available for allocation for Investors applying for a value above ₹ 2.00 Lakhs	[●]	[●]
D	Issued, Subscribed and Paid-Up Share Capital after the Offer	[●]	
	[●] Equity Shares of Face Value of ₹ 10 each	[●]	[●]
E	Securities Premium Account		
	Before the Offer		NIL
	After the Offer		[●]

* To be updated upon finalization of the Offer Price.

- The Offer has been authorised by the Board of Directors of our Company vide a resolution passed at its meeting held on November 1, 2022 and by the Shareholders of our Company vide a Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 30th November, 2022.
- Selling Shareholder has consented for the sale of its respective portion of the Offered Shares in the Offer for Sale. For details on the authorizations of the Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" on page 247.
- The Offer includes an Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] lakhs. Our Company in consultation with the BRLM, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share), which shall be announced at least two Working Days prior to the Bid/Offer Opening Date.

Classes of Shares

The Company has only one class of share capital i.e. Equity Shares of Face Value of ₹ 10/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

CHANGES IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The following table sets forth the history of the Authorised share capital of the Company:

Date of Shareholders' Resolution	Nature of Amendment
April 11, 2011	Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹.10,00,000 (ten lakhs) consisting of 1,00,000 (one lakh) Equity shares of Rs.10/- each to ₹. 1,00,00,000 (one crore) consisting of 10,00,000 (ten lakhs) Equity Shares of Rs.10/- each.
November 30, 2022	Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹.1,00,00,000 consisting of 10,00,000 Equity shares of Rs.10/- each to ₹. 14,00,00,000 consisting of 1,40,00,000 Equity Shares of Rs.10/- each

NOTES TO THE CAPITAL STRUCTURE

1. Details of Share Capital history of our Company:

a) History of the Equity Share Capital of our Company

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

Date of Allotment of Equity Shares	No. of Equity Shares Allotted	Details of allottees and number of Equity Shares allotted to the allottees	Face Value (₹)	Issue Price per equity share	Consideration - Cash /Other than Cash	Nature of Allotment	Cumulative no of Equity Shares
January 20, 1994	200	Allotment of 100 equity shares to Nivedita Goenka, 100 equity shares to Rajiv Rajgarhia	10	10	Cash	Initial subscription to the Memorandum of Association	200
January 27, 1995	93,000	Allotment of 20,000 equity shares to Venkatesh Vincom Private Limited, 20,000 equity shares to Jai Matadi Exports Private Limited, 10,000 equity shares to Bimal Kumar Sarkar, 10,000 equity shares to Shyam Sunder Sharma, 10,000 equity shares to Bharat Daswani, 10,000 equity shares to Santosh Agarwal, 8,000 equity shares to Madhusudan Goenka and 5,000 equity shares to Shanker Bose.	10	10	Cash	Further Issue	93,200
November 27, 1998	2,200	Allotment of 2,200 equity shares to Gita Goenka	10	10	Cash	Further Issue	95,400
July 08, 2011	3,10,000	Allotment of 1,84,000 equity shares to Madhusudan Goenka, 1,26,000 equity shares to Nivedita Goenka	10	10	Cash	Further Issue	4,05,400
March 30, 2012	1,84,000	Allotment of 1,58,000 equity shares to Madhusudan Goenka, 26,000 equity shares to Nivedita Goenka	10	10	Cash	Further Issue	5,89,400

March 30, 2012	1,84,000	Allotment of 1,58,000 equity shares to Madhusudan Goenka, 26,000 equity shares to Nivedita Goenka	10	10	Cash	Further Issue	7,73,400
January 16, 2023	85,07,400	Bonus issue allotted as follows: Madhusudan Goenka- 73,22,700 shares, Praveen Kumar Goenka - 4,40,000 Shares, Vanshika Goenka - 7,40,300 shares, Madhusudan Goenka (HUF)- 1,100 shares, Rajani Goenka- 1,100 shares, Binod Agarwal-1,100 shares, Grey Engineering Works Limited- 1,100 shares	10	NIL	Other than cash	Bonus Issue	92,80,800

All the above-mentioned shares are fully paid up since the date of allotment.

b) History of Preference Share Capital of our Company

As on the date of this Red Herring Prospectus, our Company does not have any Preference Share Capital.

Equity Shares issued for consideration other than cash

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash through bonus issues or out of revaluation reserves in the last two years preceding the date of this Red Herring Prospectus.

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value (₹)	Name of Allottee(s)	No. of Equity Shares allotted	Reason/ Nature of Allotment	Benefits accrued to our Company
January 16, 2023	85,07,400	10	Madhusudan Goenka	73,22,700	Bonus in the ratio of 11:1 i.e. 11 Equity Shares for every 1 Equity Shares held	Capitalization of Reserves & Surplus*
			Praveen Kumar Goenka	4,40,000		
			Vanshika Goenka	7,40,300		
			Madhusudan Goenka (HUF)	1,100		
			Rajani Goenka	1,100		
			Binod Agarwal	1,100		
			Grey Engineering Works Limited	1,100		

* Above allotment of shares had been made out of the closing balance of Reserves & Surplus available for distribution to the shareholders as on the period ended 30th September, 2022 and no part of revaluation reserve had been utilized for the purpose.

1. Except for the Bonus Issue made on January 16, 2023 for 85,07,400 Equity Shares as mentioned above, no Equity shares have been issued at a price below the Issue price within last one year from the date of the Red Herring Prospectus.
2. Our Company has not issued any Equity Shares or preference shares out of its revaluation reserves at any time since incorporation.
3. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

4. As on the date of filing of this Red Herring Prospectus, no Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

5. Our Company doesn't have any Employee stock option scheme (hereinafter called as "ESOP")/ Employee Stock purchase scheme (hereinafter called as "ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed offer. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

2. Shareholding pattern of the Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held = (IV) + (V) + (VI) (VII)	Shareholding as a % of total number of shares (calculated as per SCR, 1957) (VIII) As a % of (A+B+C2) (X)	Number of Voting Rights held in each class of securities (IX)			Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights		Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoter and Promoter Group	6	92,79,600	Nil	Nil	92,79,600	99.99	92,79,600	92,79,600	99.99	Nil	Nil	Nil	Nil	Nil	Nil	92,79,600
(B)	Public	1	1,200	Nil	Nil	1,200	0.01	1,200	1,200	0.01	Nil	Nil	Nil	Nil	Nil	Nil	1200
(C)	Non Promoter-Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
	Total	7	92,80,800	Nil	Nil	92,80,800	100.00	92,80,800	92,80,800	100.00	Nil	Nil	Nil	Nil	Nil	Nil	92,80,800

All the Equity Shares held by our shareholders are in dematerialized form as on the date of this Red Herring Prospectus.

- We have only one class of Equity Shares of face value of ₹ 10/- each.
- Other than the Equity Shares, there are no other class of securities issued by our Company.

3. Build-Up of Promoters' Shareholding contribution and lock in

As on the date of this Red Herring Prospectus, our Promoters – Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka hold 91.25% Equity Shares of our Company. The details regarding our Promoters' shareholding are set out below:

a. Mr. Madhusudan Goenka

Date of Allotment and made fully paid up/Transfer	No. of Equity Shares	Face Value per Share(Rs.)	Issue/Acquisition/Transfer Price(Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post-Offer shareholding %
January 27, 1995	8,000	10	10	Allotment pursuant to Further Issue	8.58%	[●]
April 9, 1997	10,000	10	10	Transfer (received from Santosh Agarwal)	19.31%	[●]
December 31, 1997	(8,000)	10	10	Transferred to Praveen Kumar Goenka	10.72%	[●]
July 08, 2011	1,84,000	10	10	Allotment pursuant to Further Issue	47.85%	[●]
March 30, 2012	1,58,000	10	10	Allotment pursuant to Further Issue	65.94%	[●]
March 30, 2012	1,58,000	10	10	Allotment pursuant to Further Issue	65.94%	[●]
October 4, 2012	1,00,000	10	10	Transfer (received from Nivedita Goenka)	78.87%	[●]
December 24, 2018	56,100	10	10	Transfer (received from Gita Goenka)	86.12%	[●]
December 24, 2018	100	10	10	Transfer (received from Pradip Mukherjee)	86.13%	[●]
November 30, 2021	(10)	10	10	Transferred to Madhusudan Goenka (HUF)	86.13%	[●]
November 30, 2021	(10)	10	10	Transferred to Vanshika Goenka	86.13%	[●]
November 30, 2021	(10)	10	10	Transferred to Rajani Goenka	86.13%	[●]
November 30, 2021	(10)	10	10	Transferred to Binod Agarwal	86.13%	[●]
November 30, 2021	(10)	10	10	Transferred to Grey Engineering Works Limited	86.13%	[●]
June 1, 2022	(90)	10	10	Transferred to Madhusudan Goenka (HUF)	86.07%	[●]
June 1, 2022	(90)	10	10	Transferred to Vanshika Goenka	86.07%	[●]
June 1, 2022	(90)	10	10	Transferred to Rajani Goenka	86.07%	[●]
June 1, 2022	(90)	10	10	Transferred to Binod Agarwal	86.07%	[●]

June 1, 2022	(90)	10	10	Transferred to Grey Engineering Works Limited	86.07%	[●]
January 16, 2023	73,22,700	10	NIL	Bonus issue	86.07%	[●]
Total	79,88,400	10				

b. Mr. Praveen Kumar Goenka

Date of Allotment and made fully paid up/Transfer	No. of Equity Shares	Face Value per Share (Rs.)	Issue/Acquisition/Transfer Price (Rs.)*	Nature of Transactions	Pre-Offer shareholding %	Post-Offer shareholding %
April 09, 1997	6,000	10	10	Transfer (received from Jai Mata Di Exports Pvt Ltd)	6.44 %	[●]
December 31, 1997	100	10	10	Transfer (received from Rajiv Rajgarhia)	6.55%	[●]
December 31, 1997	8,000	10	10	Transfer (received from Madhusudan Goenka)	15.12 %	[●]
October 04, 2012	93,100	10	10	Transfer (received from Nivedita Goenka)	13.86 %	[●]
September 20, 2022	(33,100)	10	10	Transferred to Vanshika Goenka	9.58 %	[●]
September 22, 2022	(34,100)	10	10	Transferred to Vanshika Goenka	5.17%	
January 16, 2023	4,40,000	10	NIL	Bonus issue	5.17 %	[●]
Total	4,80,000	-	-	-		

As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoter are pledged or are otherwise encumbered. All the Equity Shares held by our Promoters are in dematerialized form as on the date of this Red Herring Prospectus.

c. Details of Promoters' Contribution locked in for three years:

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018 an aggregate of 20% of the post offer capital, held by our Promoters shall be considered as Promoter's Contribution ("Promoter's Contribution") and locked-in for a period of three years from the date of commencement of commercial production or date of allotment, whichever is later. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed and held by them as part of Promoter's Contribution constituting [●]% of the post offer Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Offer.

Promoters	No. of Equity Shares Locked in	Face Value (in ₹)	Issue/Acquisition Price	Date of Allotment/Acquisition and when made fully paid-up	Nature of Allotment/Transfer	Consideration (Cash/Other than Cash)	Percentage of Post-Offer Paid-Up Capital	Source of Promoters' Contribution
Mr. Madhusudan Goenka	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Mr. Praveen Kumar Goenka	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The above table will be updated in the Red Herring Prospectus proposed to be filed with Registrar of the Companies (“ROC”) by the company.

Our Promoters have confirmed to our Company and the Book Runner Lead Manager that the acquisition of equity shares held by our promoters has been financed from their internal accruals and no loans or financial assistance from any banks or financial institutions have been availed of by them for this purpose.

The minimum Promoters’ contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as ‘promoter’ under the SEBI (ICDR) Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoters’ contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In connection, we confirm the following: -

1. The Equity Shares offered for minimum 20% Promoters’ contribution have not been acquired in the three years preceding the date of this Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters’ contribution.
2. Equity Shares acquired by the Promoters 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.
3. The Equity Shares held by the Promoter and offered for minimum Promoter’s Contribution are not subject to pledge with any creditor.
4. Equity shares issued to our Promoter on conversion of partnership firm or limited liability partnership into Private limited company 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.
5. Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter’s Contribution subject to lock-in.

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked-in Equity Shares held by the Promoters, as specified above, can be pledged as a collateral security for a loan granted by a schedule commercial bank or a public financial institution or a systematically important non-banking finance company or a housing finance company, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan. Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.

The Equity Shares held by our Promoter may be transferred to and among the Promoter Group or to new Promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

Further, pursuant to Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the offer may be transferred to any other person (including promoter and promoter group) holding the equity shares which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, along with the equity shares proposed to be transferred, provided that lock-in on such equity shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI ICDR Regulations has ended and in compliance with the Takeover Code, as applicable.

(i) Details of Equity Shares locked-in for one year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter’s contribution which is locked in for three years, as specified above, the entire pre-offer equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Offer.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription ‘**non-transferable**’ along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Offer.
2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per Regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
4. Neither, we nor our Promoters, Directors and the BRLM to this Offer have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
5. As on the date of this Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire offer price in respect of the offer is payable on application, all the successful applicants will be allotted fully paid up Equity shares.
6. The BRLM i.e. Affinity Global Capital Market Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Red Herring Prospectus.
7. As on the date of this Red Herring Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
8. We have 7(Seven) shareholders as on the date of filing of this Red Herring Prospectus.
9. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
10. Our Company has not raised any bridge loan against the proceeds of the Offer.
11. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
12. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Offer.
13. None of our Equity Shares has been issued out of revaluation reserve created out of revaluation of assets.
14. An over-subscription to the extent of 1% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 1% of the Offer, as a result of which, the post-offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
15. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Offer Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. the Emerge platform of NSE, i.e., NSE Emerge. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

16. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.

17. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

18. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

19. There are no Equity Shares against which depository receipts have been issued.

20. Other than the Equity Shares, there is no other class of securities issued by our Company.

21. There are no safety net arrangements for this public offer.

22. As per RBI regulations, OCBs are not allowed to participate in this offer.

23. This Offer is being made through Book Building Method.

24. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

25. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

26. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any applicant.

27. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors

One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

d. Following are the details of pre and post Offer shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares	% of Pre-Offer Capital	No. of Equity Shares	% of Post-Offer Capital
	Promoter				
1.	Madhusudan Goenka	79,88,400	86.07%	[●]	[●]
2.	Praveen Kumar Goenka	4,80,000	5.17%	[●]	[●]
	Total (A)	84,68,400	91.25%		
	Promoter Group				
1.	Vanshika Goenka	8,07,600	8.70%	[●]	[●]
2.	Rajani Goenka	1,200	0.01%	[●]	[●]
3.	Madhusudan Goenka (HUF)	1,200	0.01%	[●]	[●]
4.	Grey Engineering Works Limited	1,200	0.01%	[●]	[●]
	Sub Total(B)	8,11,200	8.74%		
	Total (A+B)	92,79,600	99.99%	[●]	[●]

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

Name of Promoter	No. of Shares Held	Average Cost of Acquisition (in Rs.)*
Mr. Madhusudan Goenka	79,88,400	0.70
Mr. Praveen Kumar Goenka	4,80,000	4.91

*As certified by the Peer Review Statutory Auditor M/s. Rajesh Jalan & Associates vide certificate dated April 27, 2023.

f. Set forth below is the list of shareholders holding 1% or more of the paid up Share Capital of our Company, as on date of the filing of the Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Mr. Madhusudan Goenka	79,88,400	86.07%
2.	Mr. Praveen Kumar Goenka	4,80,000	5.17%
3.	Ms. Vanshika Goenka	8,07,600	8.70%

g. The lists of shareholders holding 1% or more of the paid up Share Capital of our Company, as of 10 days prior to the date of filing, one year prior to the date of filing of the Red Herring Prospectus and two years before the date of filing of this Red Herring Prospectus are set forth below:

i. Particulars of shareholders holding 1% or more of the paid up share capital 10 days prior to the date of filing this Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Mr. Madhusudan Goenka	79,88,400	86.07
2.	Mr. Praveen Kumar Goenka	4,80,000	5.17
3.	Ms. Vanshika Goenka	8,07,600	8.70

ii. Particulars of shareholders holding 1% or more of the paid up share capital one year prior to the date of filing this Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Mr. Madhusudan Goenka	6,66,150	86.13
2.	Mr. Praveen Kumar Goenka	1,07,200	13.86

iii. Particulars of shareholders holding 1% or more of the paid up share capital two year prior to the date of filing this Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Mr. Madhusudan Goenka	6,66,200	86.14
2.	Mr. Praveen Kumar Goenka	1,07,200	13.86

- h. Under-subscription in the net offer, 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 Emerge Platform of NSE.
- i. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
- j. None of the members of the Promoter Group, the Promoter, our Directors and their immediate relatives have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Red Herring Prospectus with the Stock Exchange except as given below:

Sr. No	Particulars	No. of equity shares	Name of the Transferee
1.	Mr. Madhusudan Goenka	90	Vanshika Goenka
		90	Madhusudan Goenka (HUF)
		90	Rajani Goenka
		90	Binod Agarwal
		90	Grey Engineering Works Limited
2.	Mr. Praveen Kumar Goenka	67,200	Vanshika Goenka

- k. Our Company, our Promoters, our Directors and the Book Running Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Offer from any person.
- l. There are no safety net arrangements for this public offer.
- m. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
- n. Our Promoters and the member of our Promoter Group will not participate in this Public Offer.
- o. Except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.
- p. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
- q. For the details of transactions by our Company with our Promoter Group, Group Companies during financial years ended 31st March, 2023 2022, and 2021 please refer to paragraph titled “Note 32 - Related Parties Disclosure” in this Chapter titled “Financial Statements” on Page 209 of the Red Herring Prospectus.
- r. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this Chapter and also in the Chapter titled “Our Management” beginning on page 127 of the Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 2,000.00 lakhs by our Company and an Offer for Sale of up to 5,50,000 Equity Shares, aggregating up to ₹ [●] lakhs by the Selling Shareholder. For details, please refer to the section entitled “The Offer” on page 44.

The Offer for Sale

The object of the Offer for Sale is to allow the Selling Shareholder to sell up to 5,50,000 Equity Shares held by him aggregating up to ₹ [●] lakhs. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholder will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting his respective portion of the Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Other than the listing fees payable to the Stock Exchanges, all cost, fees and expenses in respect of the Offer will be borne by our Company and Selling Shareholder on a pro rata basis, in proportion to the number of Equity Shares issued and allotted by the Company through the Fresh Issue and sold by the Selling Shareholder for sale through the Offer.

Fresh Issue

We intend to utilize the issue proceeds to meet the following objects:

1. To meet the working capital requirements
2. General Corporate Purpose and
3. To meet the issue expenses

(Collectively, herein referred as the “Objects”)

Our Company proposes to utilize the offer proceeds from the Offer towards funding the following objects and achieve the benefits of listing the equity shares on the NSE Emerge platform. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our Memorandum of Association enable our Company to undertake our existing business activities and to undertake the activities for which the funds are being raised in the Fresh Offer.

Net Proceeds:

The details of the Net Proceeds of the Fresh Offer are summarized below:

(Amount in ₹. in lakhs)

Sl. No.	Particulars	Estimated Amount
1.	Gross Proceeds	Up to 2,000
2.	Less: Offer Related Expense *	[●]
3.	Net Proceeds**	[●]

*Check “Offer Related Expenses” as mentioned below.

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC and Stock Exchange.

Requirement of Funds and Utilization of Offer Proceeds

The Offer Proceeds are proposed to be utilized towards the following objects:

(Amount in ₹. In lakhs)

Sr. No	Particulars	Estimated Amount ⁽¹⁾⁽²⁾
1.	To meet working capital Expenses	1,275
2.	General Corporate Purposes	[●]
3.	To meet the Offer expenses	[●]
Total Net Proceeds		[●]

- 1) 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 from the Fresh Offer.

Proposed schedule of Implementation

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.

(Amount in ₹ in lakhs)

S. No.	Particulars	Total Estimated cost	Amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Funding incremental working capital requirements of our Company	1,275.00	1275.00
2.	General corporate purposes*	[●]	-
	Total Net Proceeds#	[●]	[●]

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

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors 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 our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Fresh Offer in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals, general corporate purposes and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Offer. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details of factors that may affect these estimates, see “Risk Factors” on page 26.

Means of Finance:

The above-mentioned fund requirement will be met from the proceeds of the Offer. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

The fund requirements for the Objects are based on internal management estimates have not been appraised by any bank or financial institution.

The entire fund requirements are to be funded from the proceeds of the Offer. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer.

Details of Utilization of Offer Proceeds:

1. Funding incremental working capital requirements of our Company

Our business is working capital intensive. In order to support the incremental business requirements, our Company requires additional working capital for funding its incremental working capital requirements in Fiscal 2024. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our profitability and achieving the proposed targets as per our business plan.

Basis of estimation of incremental working capital requirement

Our Company's existing working capital requirement and funding on the basis of Restated Standalone Financial Statements for the financial years 2022-23, 2021-22 and 2020-21 are as stated below:

(Amount in ₹. In Lakhs)

Particulars	Restated Audited (for the year ended as on 31.03.2021)	Restated Audited (for the year ended as on 31.03.2022)	Restated Audited (for the year ended as on 31.03.2023)
Current Assets			
Inventory	874.10	1,676.64	2288.65
Trade Receivables	1,316.70	1,448.24	1327.04
Cash and cash Equivalents	104.50	204.61	162.75
Short term Loans and Advances	258.40	383.38	884.40
Other Current Assets	117.24	182.20	141.80
Total (A)	2,670.93	3,895.07	4804.63
Current Liabilities			
Trade Payables	1,020.34	999.63	171.48
Other Current Liabilities	71.07	262.53	523.89
Short Term Provisions	10.49	41.34	133.98
Total (B)	1,101.91	1,303.50	829.35
Net Working Capital (A)-(B)	1,569.03	2,591.57	3975.28
Funding Pattern			
Borrowings from Bank	1,006.91	1,573.92	2764.60
Internal Sources	562.12	1,017.65	1210.68

**As certified by M/s Rajesh Jalan & Associates pursuant to their certificate dated April 27, 2023.*

For further details, please refer to "Financial Statement" on page 160, respectively.

On the basis of our existing and estimated working capital requirements, our Board, pursuant to their resolution dated January 16, 2023, has approved the estimated working capital requirements for 2024 and the proposed funding of such working capital requirements as stated below:

(Amount in ₹. – In lakhs)

Particulars	Fiscal 2024
Current Assets	
Inventory	2747.69
Trade Receivables	1568.43
Cash and cash Equivalents	114.50

Short term Loans and Advances	1050.78
Other Current Assets	148.89
Total (A)	5630.29
Current Liabilities	
Trade Payables	177.83
Other Current Liabilities	173.99
Short Term Provisions	303.94
Total (B)	655.76
Net Working Capital (A)-(B)	
	4974.53
Funding Pattern	
Borrowings from Bank	2222.25
Internal Sources	1477.28
Working Capital Gap to be funded by IPO	1275.00

*As certified by M/s Rajesh Jalan & Associates pursuant to their certificate dated April 27, 2023.

Justification for “Holding Period” levels:

The justifications for the holding levels mentioned in the table above are provided below:

The table below contains the details of the holding levels (in number of days or relevant matrix as applicable) considered and is derived from the Restated Financial Information for Fiscal 2021, Fiscal 2022 and Fiscal 2023, the projections for Fiscal 2024 and the assumptions based on which the working plan projections has been made and approved by our Board of Directors:

Approximate holding period in days

Particulars	31-03-2020	31-03-2021	31-03-2022	31-03-2023	31-03-2024
Sundry Debtors Holding period (Days)	71	65	47	39	39
Inventory Holding Period (Days):	-	-	-	-	-
- Raw Material	108	44	50	45	45
- Finished Goods	2	2	5	6	6
- Consumables	3	2	4	3	2
Sundry Creditor Holding Period (Days)	68	52	34	14	14

As certified by M/s Rajesh Jalan & Associates pursuant to their certificate dated April 27, 2023.

(30 days in a month have been considered)

*Not Annualized

Key assumptions for working capital projections made by our Company:

Asset-Current Assets	
Trade Receivables	Our company generally sales goods on credit to our customers for a credit period of 71 days, 65 days and 47 days in the FY 2019-20, 2020-21 and 2021-22 which is as per the acceptable business practice in the similar trade. For the financial year ended on March 31, 2023, holding period has decreased to 26 days mainly due to better realizations from our customers. The debtors are projected at slightly lower levels of 27 days for 2023-24. With the increase in business activities, Company proposes to

	slightly reduce the credit period to streamline the collection process. Our management believes that the proposed credit period to our customers is reasonable for our business operations.
Inventories	<p>Raw Material:</p> <p>Our Company procures raw material which is essential for manufacturing the product. In the FY 2019-20, 2020-21 and 2021- 22, our Company had maintained raw material inventory levels for 108 days, 44 days and 50 days respectively. For the financial year ended on March 31, 2023, holding period was slightly decreased to 45 days. Raw materials are majorly procured from certain domestic suppliers with whom our Company has long standing business relationships. Hence, our Company plans to keep the holding levels to 45 days for FY 2023-24.</p>
	<p>Finished Goods:</p> <p>In the FY 2019-20, 2020-21 and 2021-22, our Company maintained finished goods inventory levels for 2 days, 2 days and 5 days respectively. All the products manufactured by our Company are based on orders places by the customers and the finished goods are dispatched as and when they are packed. Since we do not belong to the retail sector, there is no requirement to maintain large stock and thus, finished goods inventory levels are low. For the financial year ended on March 31, 2023, holding period was slightly constant at 4 days. However, we estimate finished goods inventory days at similar levels to average 6 days in 2023-24.</p>
	<p>Consumables:</p> <p>For FY 2019-20, FY 2020-21 and 2021-22, consumable stores inventory level has been maintained at 3 days, 2 days and 4 days respectively of cost of raw material consumed. For the financial year ended on March 31, 2023, holding period was decreased to 2 days. Further, our consumable stores holding levels is estimated to remain at 2 days of cost of production for 2023-24 respectively due to better business operations.</p>
Liabilities-Current Liabilities	
Trade Payables	Company's trade payables predominantly comprise of payables towards purchase of raw materials, work in process materials and finished goods. The trade payable days were approximately 68 days, 52 days and 34 days of purchases for FY 2019-20, 2020-21 and 2021-22, respectively. For the financial year ended on March 31, 2023, trade payables decreased to 4 days. The days payable outstanding has been estimated at 4 days in 2023-24. Our Company has proposed to utilise a part of the fresh offer proceeds towards working capital requirements which will lead to payment to creditors and slight reduction in the outstanding days payable. Hence, trade payables days are estimated at slightly lower levels which will enable our Company to get better terms from our vendors.

As certified by M/s Rajesh Jalan & Associates pursuant to their certificate dated April 27, 2023.

2. 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 the balance Fresh Offer proceeds aggregating [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, the following:

- a. strategic initiatives;
- b. funding growth opportunities;
- c. strengthening marketing capabilities and brand building exercises;
- d. meeting ongoing general corporate contingencies;
- e. meeting fund requirements of our Company, in the ordinary course of its business;
- f. meeting expenses incurred in the ordinary course of business; and
- g. any other purpose, as may be approved by the Board, subject to applicable law.

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 Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Offer.

3. Offer Related Expenses

The estimated Offer related expenses include Offer Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar’s Fees, Depository Fee and Listing Fee.

All Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholders on a pro-rata basis (except any corporate advertisements (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), listing fees, the audit fees of the statutory auditors that will be paid by the Company), in proportion to the Equity Shares issued and allotted by our Company in the Fresh Offer and the Offered Shares sold by the Selling Shareholder in the Offer for Sale, respectively, subject to applicable law including Companies Act, 2013 and irrespective of the success of the Offer. Any expenses paid by our Company on behalf of the Selling Shareholder in the first instance will be reimbursed to our Company, by the Selling Shareholder to the extent of its respective proportion of Offer related expenses, directly from the Public Issue Account.

The total expenses for this Offer are estimated to be approximately ₹ [●] Lakhs which is [●] % of the Offer Size. All the Offer related expenses shall be met out of the proceeds of the Offer and the break-up of the same is as follows:

Activity	Expenses*	Expenses (%) (of total offer expenses)*	Expenses (%) of Gross Offer Proceeds*
Offer Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses	[●]	[●]	[●]
Fees Payable to Advertising and Marketing Expenses, Fees Payable to Regulators including Stock Exchange	[●]	[●]	[●]
Printing and Stationery Expenses	[●]	[●]	[●]
Brokerage & Selling Commission ⁽¹⁾ ₍₂₎₍₃₎₍₄₎₍₅₎	[●]	[●]	[●]
Others (Banker’s to the Issue, Auditor’s fees etc)	[●]	[●]	[●]
Total Estimated Offer Expenses	[●]	[●]	[●]

* Amounts will be finalised at the time of filing the Prospectus and on determination of Offer Price and other details.

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

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

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

Further, bidding charges of ₹ [●] (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Bidders using the UPI Mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bidcum Application Forms directly procured by them. Selling

commission payable to the Registered Brokers on the portion for Retail Individual Bidders, and Non-Institutional Bidders, which are directly procured by the Registered Brokers and submitted to SCSBs for processing, shall be ₹[●] per valid Bid cum Application Form (plus applicable goods and services tax)

- (2) No additional uploading/processing charges shall be payable by our Company and the Selling Shareholder to the SCSBs on the Bid cum Applications Forms directly procured by them.

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

Portion for Retail Individual Investors*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Investors*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Eligible Employees*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)

*For each valid application.

- (3) The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Sponsor Bank(s)*	₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs/ CDPs	₹ [●] per valid application (plus applicable taxes)

The processing fees for applications made by Retail Individual Investors 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/P/CIR/2021/570 dated June 2, 2021, read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

- (4) Selling commission on the portion for Retail Individual Bidders (including bids using the UPI Mechanism), Non-Institutional Bidders and Eligible Employees which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

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

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

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

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

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

Our Company has not raised any bridge loans from any banks or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the size of the Issue is less than ₹ 10,000 Lakhs. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds, including interim use, 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 also indicate investments, if any, of the unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee, the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement will be certified by the statutory auditors of our Company.

Further, in accordance with the Listing Regulations, our Company shall furnish to the Stock Exchange, a statement indicating (i) material deviations, if any, in the utilisation of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee. In the event of any deviation in the use of Net Proceeds from the Objects, as stated above, our Company shall intimate the same to the Stock Exchange without delay.

Interim Use of Net Proceeds

The Proceeds of the Offer pending utilisation for the purposes stated in this section shall be deposited 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 it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would 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. For further details see, *“Risk Factors - Our management will have broad discretion in how we apply the Net Proceeds of the Offer and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in any increase in the value of your investment.”* on page 33.

Other confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Company or our Key Managerial Personnel, except to the extent of proceeds from Offer for Sale and in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Company in relation to the utilisation of the Net Proceeds.

BASIS OF OFFER PRICE

The Price Band and the Offer Price will be determined by our Company and the Selling Shareholder, in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares offered in the Offer through Book Building Process and on the basis of the qualitative and quantitative factors as described below.

The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections “Our Business”, “Risk Factors”, “Financial Information – Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 98, 26, 160 and 222 respectively of this Red Herring Prospectus, to have an informed view before making any investment decision.

Qualitative Factors

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

- Established presence with more than two decade of experience in the trading, distribution and manufacturing of Air Pollution Control Equipment;
- Diversified Business with a product portfolio and consistent focus on quality;
- Established distribution network and long-term stable relationship with our customers;
- Integrated Manufacturing Facility to deliver quality products; and
- Experienced promoter and strong senior management team with an extensive knowledge of the sector.

For further details, see “Our Business – Our Key Strengths” on page 101”

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements. For details, see “Financial Information – Restated Financial Statements” beginning on page 160.

Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

1. Basic and Diluted Earnings Per Share (“EPS”), as per Restated Consolidated Financial Statements

Period	Basic EPS (in ₹) ²	Diluted EPS (in ₹) ³	Weights ⁴
For the Financial Year ended March 31, 2023 (Consolidated)	6.46	6.46	NA*
For the Financial Year ended March 31, 2022 (Consolidated)	2.48	2.48	NA*
Weighted Average^{1*}			

*Weights and Weighted Average could not be computed on basis of Consolidated Financial Statements since period contains only March 31, 2022 and March 31, 2023.

Basic and Diluted Earnings Per Share (“EPS”), as per Restated Standalone Financial Statements

Period	Basic EPS (in ₹) ²	Diluted EPS (in ₹) ³	Weights ⁴
For the Financial Year ended March 31, 2023 (Standalone)	6.00	6.00	3
For the Financial Year ended March 31, 2022 (Standalone)	2.20	2.20	2
For the Financial Year ended March 31, 2021 (Standalone)	0.98	0.98	1
Weighted Average¹	3.90	3.90	

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights
2. Basic earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of equity shares outstanding during the year

3. Diluted earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of diluted equity shares outstanding during the year
4. Weighted Average Number of Shares is the number of Shares, outstanding at the beginning of the period adjusted by the number of shares issued during the period, multiplied by the time weighting factor. The time weighting Factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
5. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
6. The figures disclosed above are based on the Restated Financial Statements.

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

Particulars	P/E ratio at the lower end of the Price Band (number of times)	P/E ratio at the higher end of the Price Band (number of times)
Based on Basic EPS for the financial year ended March 31, 2023	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2023	[●]	[●]
Based on Basic EPS for the financial year ended March 31, 2022	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2022	[●]	[●]

Notes:

Price/ Earning (P/E) ratio is computed by dividing the price per share by earnings per share

3. Industry Peer Group P/E ratio

There are no listed companies in India that engage in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

4. Average Return on Net Worth (“RoNW”)

As derived from the Restated Consolidated Financial Statements of our Company:

Period	RoNW (%)	Weight
Financial Year ended March 31, 2022 (Consolidated)	19.92%	NA*
Weighted Average*		
Financial Year ended March 31, 2023 (Consolidated)	34.18%	NA*

*Weights and Weighted Average could not be computed on basis of Consolidated Financial Statements since period contains only March 31, 2022 and March 31, 2023.

As derived from the Restated Standalone Financial Statements of our Company:

Period	RoNW (%)	Weight
Financial Year ended March 31, 2022 (Standalone)	29.43%	2
Financial Year ended March 31, 2021 (Standalone)	18.46%	1
Financial Year ended March 31, 2023 (Standalone)	44.49%	3
Weighted Average	35.13%	

Notes:

i. Weighted average = Aggregate of year wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight for each year / Total of weights).

ii. Return on Net Worth (%) = Profit for the period / year divided by Net worth at the end of the year/ period.

iii. 'Net worth': Sum of equity share and other equity less capital reserves.

5. Net Asset Value (“NAV”) per Equity Share

Period	Net Asset Value per Equity Share
As on March 31, 2022 (Consolidated)	12.45
As on March 31, 2023 (Consolidated)	18.91
After the Offer	
- At the Floor Price	74

- At the Cap Price	78
- At Offer Price	[●]

Notes:

- a. *Net Asset Value (NAV) Per Equity Share is calculated as Net Worth attributable to Equity Shareholders (Equity Share capital together with other equity as per Restated Financial Information) as at the end of period/ year divided by the number of Equity Shares outstanding at the end of the period/year.*

6. Comparison of Accounting Ratios with Listed Industry Peers

There are no listed companies in India that engage in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and Selling Shareholder in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Financial Information – Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 26, 98, 160 and 222, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” beginning on page 26 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors

Auro Impex & Chemicals Limited
(Formerly known as Auro Impex & Chemicals Private Limited)
32 K.L Saigal Sarani, 740A, Block -P,
New Alipore, Kolkata- 700053
West Bengal

Re: Proposed initial public offering of equity shares of face value of Rs. 10/- each (the “Equity Shares” and such offering, the “Offer”) of Auro Impex & Chemicals Limited (the “Company”)

We refer to the proposed Initial Public Offering of equity shares of Auro Impex & Chemicals Limited (Formerly known as Auro Impex & Chemicals Private Limited) (the “**Company**”). We hereby report that there are no special tax benefits available to Company under the direct and indirect tax laws including Income Tax Act 1961, Central Goods and Services Act 2017, and Customs Act 1962 as applicable to the Assessment Year 2022- 23 relevant to the Financial Year 2021-22 and also for the Assessment Year 2023-24 relevant to the Financial Year 2022-23 presently in force in India. Also, there are no special tax benefits available to its shareholders for investing in the equity shares of the Company.

This statement of possible special tax benefits (“**Statement**”) is required as per 9 (L) of Part A, Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘**SEBI ICDR Regulations**’). 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 Offer of equity shares (the “Offer”) by the Company. Neither are we suggesting nor advising the investor to invest in the Offer based on this statement. We do not express any opinion or provide any assurance in this Statement, and this Statement is based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and in accordance with ‘Guidance Note on Reports in Company Prospectuses’ (Revised 2019). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

- i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or
- ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

The contents of this Statement are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

We hereby give consent to include this Statement in the Red Herring Prospectus and the Prospectus, and in any other material document used in connection with the proposed Offer. The Statement is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours faithfully,

For Rajesh Jalan & Associates.
Chartered accountants
(Firm Registration No. 326370E)

SD/-
CA Rajesh Jalan,
Membership No.: 065792
Place: Kolkata
Date: April 27, 2023

SECTION V- ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has not been independently verified by us, the Book Running Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. You should read the entire this Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” “Our Business” and “Financial Statements” and related notes beginning on page 26, 98 and 160 respectively before deciding to invest in our Equity Shares.

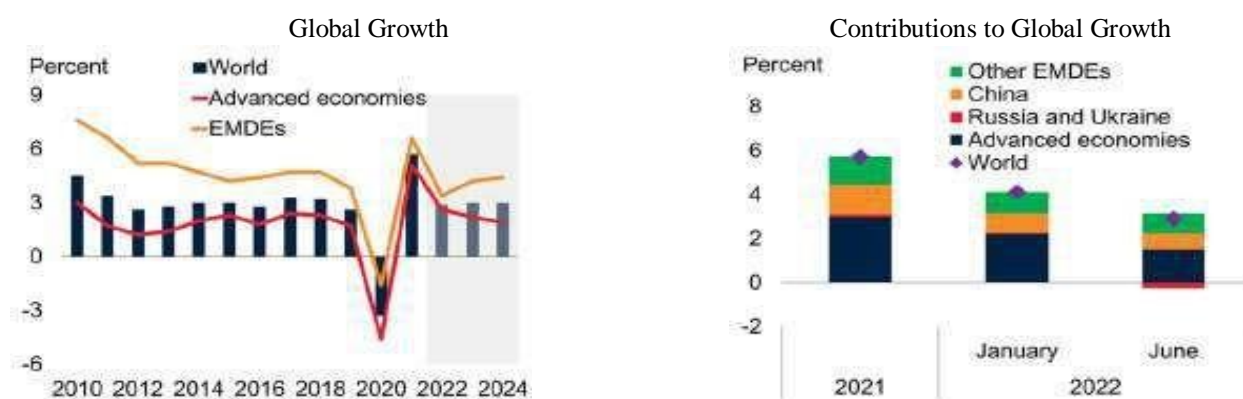
GLOBAL ECONOMIC OVERVIEW

GLOBAL PROSPECTS

Still suffering from the effects of more than two years of pandemic, the global economy is experiencing yet another major negative shock. Russia’s invasion of Ukraine has not only precipitated a humanitarian catastrophe—with thousands of civilians killed and millions more displaced—but also resulted in a deep regional slowdown and substantial negative global spillovers. These spillovers are magnifying preexisting strains from the pandemic, such as bottlenecks in global supply chains and significant increases in the price of many commodities.

The effects of the invasion have also caused a further reduction in policy space, which is now much more limited than at the onset of the pandemic. Amid surging commodity prices and supply disruptions, inflation has soared across the world, exacerbating the exceedingly difficult tradeoffs policy makers face between supporting growth and controlling price pressures. Global financial conditions have tightened and borrowing costs have increased, particularly in emerging market and developing economies (EMDEs), reflecting reduced policy accommodation in response to inflationary pressures, elevated uncertainty, and heightened geopolitical risks. In addition, the unwinding of fiscal support measures has continued to weigh on global activity.

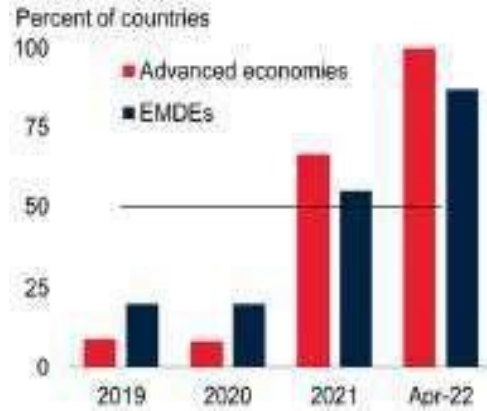
Against the backdrop of this significantly more challenging context, the world economy is expected to experience its sharpest deceleration following an initial recovery from global recession in more than 80 years. Global growth is projected to slow from 5.7 percent in 2021 to 2.9 percent in 2022 and average 3 percent in 2023-24, as Russia’s invasion of Ukraine significantly disrupts activity and trade in the near term, pent-up demand fades, and policy support is withdrawn amid high inflation. The effects of the war—including more acute inflationary pressures and a faster pace of monetary tightening than previously assumed—account for most of the 1.2 percentage points downward revision to this year’s growth forecast. Growth projections for 2022 have been downgraded for most economies—including for the majority of commodity exporters despite improved terms of trade, partly due to higher input costs in non-energy exporters. The cumulative losses to global activity relative to its pre-pandemic trend are expected to continue mounting over the forecast horizon, especially among EMDE commodity importers, as a result of lasting damage inflicted by more than two years of negative shocks.



Countries with Inflation above target

Global consumer price inflation has climbed higher around the world and is above central bank targets in almost all countries which have them. Inflation is envisioned to remain elevated for longer and at higher levels than previously assumed. It is expected to peak around mid-2022 and then decline only gradually as global growth moderates, demand shifts further from goods toward services, supply chain bottlenecks abate, and commodity prices edge down, including for energy.

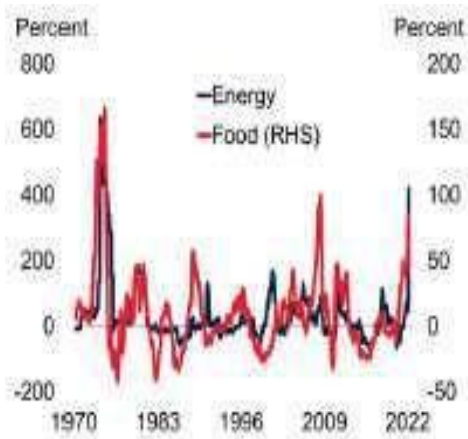
Whereas wage pressures remain generally contained in EMDEs, they are likely to persist in several advanced economies in the near term. Despite new headwinds to growth, monetary policy across the world is expected to be further tightened as central banks seek to contain inflationary pressures. Pandemic-related fiscal support will also continue to be withdrawn in advanced economies and EMDEs.



(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

GLOBAL RISKS AND POLICY CHALLENGES

Energy and food prices

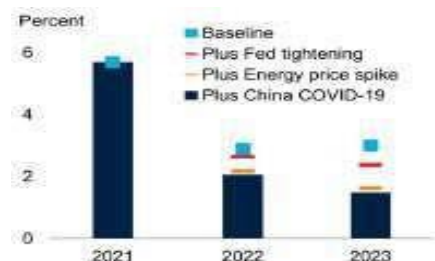


The global outlook is subject to various interlinked downside risks. Intensifying geopolitical tensions could further disrupt economic activity, generate policy uncertainty and, if persistent, lead to fragmentation in global trade, investment, and financial systems. Supply disruptions from the pandemic and the war in Ukraine have led to a spike in commodity prices comparable to the oil shocks of 1973 and 1979-80. Additional adverse shocks would increase the possibility that the global economy will experience a period of stagflation reminiscent of the 1970s, with low growth and high inflation.

Central banks may be forced to tighten monetary policy more rapidly than currently expected to bring rising price pressures under control. Historically, EMDE financial crises have been more likely when U.S. monetary policy pivots toward a more aggressive tightening stance, as it is currently doing to rein in elevated inflation. Financial stress could spread across countries. The production and shipping of food and fertilizer could be further disrupted, leading to widespread food shortages, pushing millions of people into food insecurity and extreme poverty. The pandemic could worsen due to the appearance of new, more virulent variants and lead to the reintroduction of disruptive control measures.

The simultaneous materialization of several downside risks could result in a much sharper and more prolonged global slowdown. Specifically, if faster tightening of U.S. monetary policy were to cause acute financial stress in EMDEs, European Union (EU) member countries were to face a sudden ban on their energy imports, and China were to experience renewed pandemic-related lockdowns, global growth could fall to 2.1 percent and 1.5 percent in 2022 and 2023, respectively.

Global Growth Scenario



The more subdued global economic prospects and the risks clouding the outlook underscore the major challenges policy makers face at the global and national levels. Global efforts are urgently required to alleviate the mounting human suffering caused by Russia’s invasion of Ukraine and conflict elsewhere, including forced displacement, as well as acute food shortages. Regional cooperation will also be needed to house refugees and meet their basic needs. Once hostilities in Ukraine subside, large-scale coordinated support will be necessary to accelerate reconstruction efforts. The war also underscores the need to enhance global energy security, including by accelerating the transition toward low - carbon energy sources. At the same time, global cooperation is still needed to achieve a durable end to the COVID-19 pandemic, particularly in fostering vaccination in the poorest countries.

(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

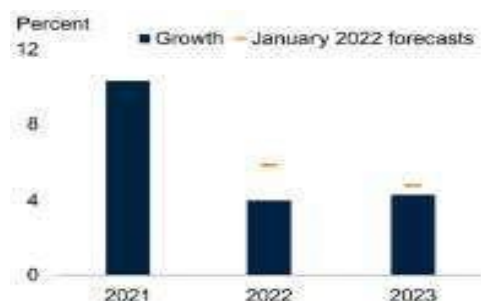
GLOBAL TRADE

Goods trade slowed in the first half of 2022 as supply chains continued to be affected by the lingering effects of the pandemic, including disruptions in major Asian ports and lockdowns in key cities in China. In addition, Russia’s invasion of Ukraine and its repercussions have led to severe physical and logistical dislocations that have magnified pre-existing bottlenecks.

Russia and Ukraine account for a small share under 3 percent—of global exports. However, many global industries rely on supplies of key commodities produced in the two countries, especially in Russia. Shortages and unprecedented increases in the prices of these inputs have rippled through global value chains (GVCs), leading to production standstills and elevated producer prices. At the same time, transport costs have increased, including in the wake of the war in Ukraine. Navigation and trade in the Black Sea have been materially disrupted, negatively affecting the transport of food and crude oil. Cargos and shipments held at Russian and Ukrainian ports have been rerouted through longer and more expensive routes.

Services trade has regained its pre-pandemic level, driven by a rebound in non-tourism services. While tourism activity has started to recover in advanced economies with high vaccination levels, it remains generally subdued in EMDEs, especially in tourism-reliant countries and in small states. The invasion is also weighing on tourism activity in countries that rely on tourists from Russia and Ukraine.

Global Trade Forecast

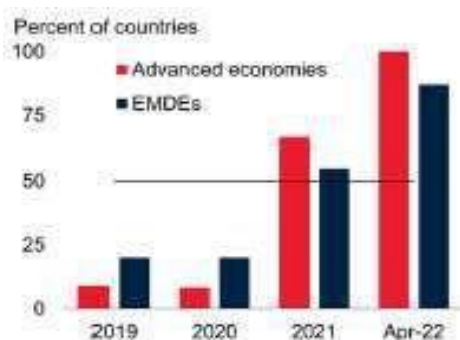


Global trade growth is anticipated to slow to 4 percent in 2022 as the war in Ukraine further disrupts global value chains, global activity gradually shifts back toward the less intensive services sector, and international mobility moves toward pre-pandemic levels only gradually. This is a substantial downward revision relative to previous forecasts, largely because of higher transport costs and significant global value chain disruptions associated with the war. Global trade growth is expected to moderate to an average of 4.1 percent in 2023-24 as global demand for tradable goods continues to decelerate.

(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

GLOBAL INFLATION

Inflation has accelerated in both advanced economies and EMDEs, reflecting firming demand; persistent supply disruptions; tight labor markets in some countries; and, especially, surging commodity prices, which have been pushed up further by the invasion. Global median headline CPI inflation rose to 7.8 percent (y/y) in April 2022, its highest level since 2008. Aggregate EMDE inflation reached over 9.4 percent—its highest level since 2008—while inflation in advanced economies, at 6.9 percent, is the highest since 1982. The energy component of global consumer price inflation has risen sharply and is at its highest level since the early 1980s. In two-fifths of EMDEs and most low income countries (LICs), consumer food price inflation is expected to remain in double-digits this year.



Countries with Inflation above target

While increases in food and energy prices have mainly driven the sharp rise in headline inflation, core inflation has also risen globally. In the first half of 2022, the housing, fuel, transport, and furnishing sectors contributed about two-thirds and two-fifths to total headline inflation in advanced economies and EMDEs, respectively. In particular, housing price inflation has been pronounced in advanced economies. Inflation is above target in the vast majority of advanced economies and EMDEs that have adopted inflation targeting.

(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

FINANCIAL DEVELOPMENTS

Rising inflation has led to expectations of faster monetary policy tightening across the world. Advanced-economy bond yields have risen markedly, and measures of equity volatility have seen a sustained increase, weighing on valuations of risky assets. Since the beginning of the year, U.S. and euro area stocks have fallen about 13 percent and 12 percent, respectively. The invasion triggered an initial appreciation of the U.S. dollar against EMDE currencies that was larger than appreciations related to the 2013 taper tantrum and previous conflict-related events involving oil exporters. It has since strengthened further, increasing the cost of servicing dollar denominated liabilities globally.

In Russia, financial markets initially suffered significant dislocations following the invasion of Ukraine. Russian financial asset prices have since stabilized, though yields on Russia's dollar denominated sovereign debt continue to indicate a prominent risk of default. Negative effects on global banks appear largely contained, however, reflecting limited balance-sheet exposures. Credit default swap spreads on the sovereign debt of countries neighboring Ukraine have also increased notably.

(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

RECENT DEVELOPMENTS AND OUTLOOK

The recovery in advanced economies is being dampened by surging energy prices and supply chain disruptions, which have been aggravated by Russia's invasion of Ukraine. Growth is expected to decline markedly in 2022—especially in the euro area, which has closer economic links with Russia. Monetary policy support is expected to be withdrawn at a notably faster pace than previously anticipated, especially in the United States. Authorities in China have significantly eased macroeconomic policy to cushion the ongoing slowdown.

The effects of Russia's invasion of Ukraine are weighing on growth across many EMDEs and resulting in a deep downturn in the ECA region. Activity in most EMDEs is expected to decelerate as negative spillovers from the war add to rising inflationary pressures and lead to tighter financial conditions, fiscal and monetary policy support continues to be unwound, and external demand weakens further. The effects may be somewhat cushioned by higher commodity prices in some EMDE commodity exporters. High inflation and disruptions to global food markets are worsening food insecurity in many EMDEs, especially LICs. EMDE per capita income growth is anticipated to slow markedly in 2022, as real household income is dampened by high food and fuel prices.

(Source: <https://www.worldbank.org/en/publication/global-economic-prospects>)

INDIAN ECONOMIC OVERVIEW

INTRODUCTION

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover,

capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalisation of the tariff structure and digitisation of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Kharif sowing helped the agriculture sector gain momentum. As of July 11, 2022, the South-West monsoon has covered the entire country, resulting in 7% higher rainfall than the normal level.

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

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

MARKET SIZE

India's nominal GDP at current prices was estimated at ₹ 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy, and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 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 this period. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 1.2% of GDP in 2021-22.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines lost 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 Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

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

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. With the economic scenario improving on 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 launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- As of July 15, 2022, India's foreign exchange reserves reached US\$ 572.71 billion.
- Private equity-venture capital (PE-VC) sector investments stood at US\$ 34.1 billion, up 28% YoY, across 711 deals through January-June 2022.
- India's merchandise exports stood at US\$ 676.2 billion in FY22. In June 2022, India's merchandise exports stood at US\$ 37.9 billion, recording the highest ever exports in June 2022.
- PMI Services was at 58.9 in May 2022 compared to 57.9 in April 2022.
- In June 2022, the gross Goods and Services Tax (GST) revenue collection stood at ₹ 1.44 trillion (US\$ 18.1 billion).
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 588.53 billion between April 2000-March 2022.
- In May 2022, the Index of Industrial Production (IIP) stood at 137.7 driven by mining, manufacturing and electricity sectors.
- Consumer Price Index (CPI) inflation stood at 7.01% in June 2022 compared to 7.04% in May 2022.
- In July 2022 (until 21 July 2022), Foreign Portfolio Investment (FPI) outflows stood at ₹ 228,862 crore (US\$ 28.65 billion)
- Wheat procurement in Rabi 2021-22 and anticipated paddy purchase in Kharif 2021-22 would include 1208 lakhs (120.8 million) metric tonnes of wheat and paddy from 163 lakhs (16.7 million) farmers, as well as a direct payment of MSP value of ₹ 2.37 lakhs crore (US\$ 31.74 billion) to their accounts.

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

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The 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 the recent decade, India's rapid economic growth has led to a substantial increase in demand for exports. Moreover, many 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, are 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:

- In July 2022, the Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India and Maldives. This MoU will provide a platform to tap the benefits of IT for court digitisation, and can be a potential growth area for IT companies and start-ups in both the countries.
- India and Namibia entered into an MoU on wildlife conservation and sustainable biodiversity utilisation on July 20, 2022, for establishing the cheetah's habitat in the historical forest range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) 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.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022:
 - Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than ₹ 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
 - The projects encompass diverse sectors such as 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 MoU with Lysterra, LLC, a Russia-based company, for the commercialisation of biocapsule, an encapsulation technology for bio-fertilisation on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, 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 ₹ 10.68 lakhs crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth ₹ 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, 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 AtmaNirbhar Bharat and create 60 lakhs jobs with an additional production capacity of ₹ 30 lakhs crore (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 ₹ 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 ₹ 2500 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 ₹ 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 ₹ 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 ₹ 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 ₹ 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign

investments worth ₹ 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 ₹ 2.38 lakhs crore (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 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced ₹ 2.65 lakhs crore (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 ₹ 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 an 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 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to ₹ 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 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 FY2022-23; it is expected to raise ₹ 4 lakhs crore (US\$ 53.58 billion) in the next three years.
- By November 1, 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.

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

ROAD AHEAD

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector. Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days of July and June were better than the first two months of FY 2022–23, which is a cause for comfort and even cautious optimism in these testing times. According to a Boston Consulting Group (BCG) analysis, India is expected to be the third-largest consumer economy as its consumption may quadruple to US\$ 4 trillion by 2025 due to changes in consumer behaviour and spending patterns. By 2040, India is anticipated to overtake the US to become the second-largest economy in terms of purchasing power parity (PPP).

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

GLOBAL AIR POLLUTION CONTROL SYSTEMS MARKET

The instruments and technologies used to decrease and eliminate dangerous air contaminants are known as air pollution control systems. The industrial revolution, when enterprises began to over-exploit natural resources such as land, coal, and wood is when air pollution began. Because of the rising toxicity in the air and its horrific repercussions, people have begun to recognize the dangers of modernization. Diverse clean air rules were enacted by government agencies in developed economies across various manufacturing and processing sectors. Air pollution control systems being used in many applications such as steel & iron, cement, chemical, power generation, and others.

COVID-19 Impact Analysis

- The air pollution control systems market was negatively affected due to the outbreak of COVID-19 pandemic.
- The industries such as power generation, chemicals, steel and iron, cement and others were shut down during the COVID-19 pandemic this decreases the demand for air pollution control systems.
- The COVID-19 has caused the imposition of lockdown due to which the production of air pollution control systems decreased and the global supply chain was affected, this decreased the demand for air pollution control systems market.
- The air pollution control systems market faced downfall of revenue due to the COVID-19 pandemic.

Top Impacting Factors

Nearly half of the world's population lives in areas where the WHO's minimum PM2.5 criteria are not met. Around the world, numerous sustainable sanitation projects, as well as research and exploration for alternative solutions, are underway. Since the turn of the century, industrial development has put a lot of pressure on regulators and governments, making it more difficult for them to properly manage pollution.

Market Trends

- Asia-Pacific is expected to be the most profitable region in the world. China is likely to continue its status as a global economic leader because of strong economic development and high production rates.
- Market growth is expected to be aided by large-scale investments in important industries such as power generation, mining, and chemical production.
- Countries such as Italy, United Kingdom, Russia, Germany, and Spain as well as other Eastern and Central European countries, makeup the European market.
- In terms of sales, making it the second market, providing for 31.78 percent of the global market. This is due to many governments' efforts to manage the progressively decreasing air quality.
- Electrostatic precipitators are used in air pollution control systems as well. Electrostatic precipitators are widely used in the power generating business, including coal-fired plants, thermal, or steam power plants, due to severe government regulations, environmental legislation, and an increase in air pollution levels in various operations.
- Whereas power generation is predicted to increase at the quickest rate through 2025, the chemical sector, notable makers of basic chemicals, specialty chemicals, consumer chemicals, and niche chemicals, is expected to offer profitable prospects.
- Collaboration with sales and service organizations to boost the market presence of the leading players has been a significant strategy of major market participants in recent times.

Source: <https://www.alliedmarketresearch.com/air-pollution-control-systems-market-A14850>

The Global Air Pollution Control Systems Market report summarizes detailed information by top players as Mitsubishi Power Systems Americas, Thermax Limited, Amec Foster Wheeler, Babcock & Wilcox, Ducon Technologies Inc., GE, Siemens and more.

The industries running all over the world use various processing techniques to get the desired end product. After the processing of the raw material, the exhaust generated by the systems contains harmful and toxic pollutants. These can lead to an increase in the impurity of the air and lead to various diseases and damages to flora and fauna surrounding the industry. The exhaust gases can also lead to diseases in human beings. Therefore, the treatment of these exhaust gases forms the major part of any industry, as they ensure cleaner emissions to the atmosphere.

The stringent government norms to control air pollution and the rising concerns over the increasing greenhouse gases, ozone depletion, and ecosystem have obliged every industry to use the air pollution control systems mandatorily. The growth of the cement manufacturing industry, power generation industry, oil and gas industry, chemicals industry and metal processing industries which use the air pollution control systems will drive the growth of the global air pollution control system market over the given forecast period.

Based on products, the global air pollution control systems market can be segmented into scrubbers, catalytic converter, electrostatic precipitator, flue gas desulphurization, and others. The flue gas desulphurization will dominate the market owing to control the NOx emissions to control the ozone depletion and greenhouse gases level.

Based on applications, the global air pollution control systems market can be segmented into chemical, iron and steel, power generation, cement, and others. The increasing demand for power will see the power segment dominate the global air pollution control systems market in the given forecast period.

The key market driver for the global air pollution control systems market is the increasing demand for industrial products and power, which has seen rise in industrial activities taking place all over the world. Also, the strict government regulations regarding the air pollution control will increase the installations of the air pollution control systems and therefore driving the growth of the global air pollution control systems market.

The key market restraint for the global air pollution control systems market is the increasing adoption of the renewable sources of energy for power generation and industrial activities. The adoption of renewable sources will eliminate the need for air pollution control systems and therefore can hamper the growth of the global air pollution control systems market.

KEY PLAYERS COVERED

Key players operating in the global air pollution control systems market are Mitsubishi Power Systems Americas, Thermax Limited, Amec Foster Wheeler, Babcock & Wilcox, Ducon Technologies Inc., GE, Siemens, Monroe Environmental Corp, Envea™ Altech Environment U.S.A., Komline-Sanderson, ERG (Air Pollution Control) Ltd, Inciner8 Limited, CODEL International Ltd, Chromatotec, AMETEK Land (Land Instruments International).

SEGMENTATION

<u>ATTRIBUTE</u>	<u>DETAILS</u>
By Products	Scrubbers Catalytic Converter Electrostatic Precipitators Flue Gas Desulphurization Others
By Application	Chemicals Iron & Steel Power Generation Cement Others
By Geography	North America (The USA and Canada) Europe (UK, Germany, France, Italy, Spain, Russia and Rest of Europe) Asia Pacific (China, India, Australia, Southeast Asia and Rest of Asia Pacific) Latin America (Brazil, Mexico and Rest of Latin America) Middle East & Africa (South Africa, GCC and Rest of the Middle East & Africa)

REGIONAL ANALYSIS

The global air pollution control systems market has been segmented into North America, Europe, Asia Pacific, Latin America, and Middle East & Africa. The increased industrial activities in the Europe and North America region have seen a large number of air pollution control systems installations. The government in these countries have main concerns over controlling the NOx and SOx emissions which contribute to the ozone depletion. The other various industries coming up in the Europe region are the opportunities for the growth of air pollution control systems. Asia Pacific regions stand as the great opportunity for the air pollution control systems with the number of manufacturing industries coming up and increase in the number of power generation and oil and gas refineries owing to increased demand for power. The rising population and urbanization are the factors behind increased demand for electricity which indirectly impacting the growth of the air pollution control systems in the region. Latin America and the Middle East countries will also see a decent growth with the rise in industrial activities and oil and gas industry in the regions.

KEY INDUSTRY DEVELOPMENTS

- In August 2019, Anguil announced about the contract received for the supply of ventilation air methane (VAM) control system for a coal project to be carried out in China. The contract was awarded by the large coal mining company located in the Shanghai Province. The captured air by VAM would be further used to run a steam turbine to generate electricity.
- In August 2019, The Central Government of India designated the Council of Scientific and Industrial Research–National Physical Laboratory (CSIR-NPL) as the National verification agency for certifying equipment and instruments for monitoring emissions and ambient air. CSIR-NPL will be responsible for the development of the necessary infrastructure, management system, testing, and certification facilities conforming to the international standards.

Source: [Air Pollution Control Systems Market Size, Share, & Forecast 2029 \(fortunebusinessinsights.com\)](https://www.fortunebusinessinsights.com)

GLOBAL ELECTROSTATIC PRECIPITATOR (ESP) MARKET

Overview:

Growing health consciousness and expanding population, particularly in metropolitan areas, are expected to stimulate development of the global Electrostatic Precipitator (ESP) market. The usage of such technology is anticipated to increase as a result of strict restrictions to control rising levels of air pollution and rising health consciousness. It is anticipated that this factor will favour growth of the market in the years to come. Each year, more initiatives are taken to build an environment free from pollution. The market is expected to rise in the following years as a result of rising health consciousness in both developed regions like North America and Europe as well as developing regions such as Asia Pacific.

Construction, automobile, as well as industrial operations have caused the air to become unhealthy for breathing due to the unregulated release of pollutants and chemical fumes. According to market projections, this aspect is likely to favor overall market expansion in the forthcoming years. As a result of increasing automation, industrialization, and strict governmental regulations to reduce pollution levels, regions like Asia Pacific and North America are expected to have significant product demand in the near future. Electrostatic precipitators are important for safeguarding human lives and preventing diseases brought on by air pollution.

Type, technology, phase, voltage, end use and region are key market parameters that have been taken into consideration whilst classifying the global electrostatic precipitator (ESP) market.

Notable Developments:

Some of the major players in the global electrostatic precipitator (ESP) market are as mentioned below:

- Babcock & Wilcox Enterprises, Inc.
- Beltran Technologies Inc.
- Mitsubishi Hitachi Power Systems Ltd.
- Siemens Aktiengesellschaft
- KC Cottrell Co. Ltd.
- Thermax Limited

Key Trends:

- Below-mentioned restraints, developments, drivers, and opportunities, are anticipated to shape contours of the global electrostatic precipitator (ESP) market.
- Increasing Awareness about Harmful Effects of Poor Air Quality to Propel the Global Market
- Environmental, Health, and Safety regulations place a high priority on air pollution management and need for improved air quality, both of which can be achieved to a large extent with the usage of ESPs. This industry strives for improved efficiency levels, particularly in the production of power from coal. Future growth prospects for the global Electrostatic Precipitator (ESP) market are predicted to come from the use of modern technologies and consequent redevelopment of existing power plants.
- The rapid rate of industrialization in both developed and emerging economies, as well as the growing degree of awareness regarding the need of preserving high air quality, are estimated to propel the global electrostatic precipitator (ESP) market. The worsening air quality is a result of an increase in toxic emissions from industrial industries, power plants, and automobiles. The global electrostatic precipitator (ESP) market is being driven by this trend as more such solutions and products are used.
- Additionally, the global electrostatic precipitator (ESP) market is likely to see significant demand due to growing awareness about the detrimental impacts of poor air quality on the respiratory health of humans. The global market is also expected to grow due to

rising demand for electrical energy, which forces the major players in the power sector to optimize their energy producing capabilities.

Geographical Analysis:

The global electrostatic precipitator (ESP) market is anticipated to be led by Asia Pacific during the forecast timeline. This increase is predicted to be fuelled by significant expenditures in R&D, China's economic growth, and growing technological assistance. The economic divide between the urban and rural populations, air pollution management, and urbanization, are all major issues in China today and these are anticipated to influence the regional electrostatic precipitator (ESP).

Source: <https://www.transparencymarketresearch.com/electrostatic-precipitator-market.html>

Global Electrostatic Precipitator Market Highlights over 2022 – 2030

The global electrostatic precipitator market is estimated to grow at a CAGR of ~4% over the forecast period, i.e., 2022 – 2030. The growth of the market can be attributed to the increasing level of air pollution across the globe, along increasing industrial activities emitting toxic pollutants in the air. According to the data by the World Health Organization, 91% of the global population lives in areas exceeding WHO guideline limits of air pollutants. According to the data by the World Bank, the health damage from ambient air pollution costs over \$5.7 trillion globally, equivalent to 4.8% of global GDP, as of 2020.

Electrostatic precipitator uses electricity to charge the particles present in smokes or fumes, and collects these particles on anode or cathode plates. This way, toxic particles present in industrial smoke are not emitted in the atmosphere, in turn, reducing the level of ambient pollution. According to the data by the WHO, over 7 million deaths are caused by air pollution annually. Ambient air pollution causes approximately 4.2 million deaths worldwide.

Growing concerns amongst authorities, regarding the increasing air pollution level, is estimated to increase the demand for electrostatic precipitator. The growing adoption of electrostatic precipitator amongst various end-users, including thermal power plants, cement factories, and chemical industries, is estimated to boost the market growth. Moreover, rising government initiatives to reduce pollution is estimated to boost the market growth.

Reduction in Pollutant Level (in %), 2000-2020, World

Pollutant	1980 vs	1990 vs	2000 vs	2010 vs
	2020	2020	2020	2020
Carbon Monoxide	-81	-73	-57	-12
Lead	-98	-98	-93	-86
Nitrogen Dioxide	-67	-61	-53	-29
Ozone	-33	-25	-20	-10

Source- Environment Protection Agency (EPA)

In the past few decades, the level of pollution has significantly decreased, owing to the rising awareness amongst the public. According to the data by the Environment Protection Agency (EPA), the level of carbon monoxide had decreased from -81 percentage points during the period 1980 vs 2020 to -12 percentage points during the period 2010 vs 2020.

The market is segmented by application into power & electricity, metals, chemicals, and others out of which, the power & electricity segment is anticipated to hold the notable share in the global electrostatic precipitator market over the forecast period as electricity generation creates large amount of smoke and other greenhouse gases. The growing adoption of electrostatic precipitator in thermal power plants, is estimated to fuel the segment growth.

Source: <https://www.researchnester.com/reports/electrostatic-precipitator-market/3589>

OUR BUSINESS

Some of the information in the following section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 17 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations” on pages 26 and 222, respectively, for a discussion of certain factors that may affect our business, financial condition or result of operations.

You should read the following discussion in conjunction with our Consolidated Restated Financial Statements for the financial years ended March 31, 2023, 2022 and 2021. Our Restated Consolidated Financial Statements for the Fiscals 2023, 2022 and 2021 have been prepared under Indian Generally accepted Accounting Principles (“GAAP”), the Companies Act and the SEBI ICDR Regulations. For further details, please see “Financial Information” on page 160. Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information.

To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “Risk Factors”, “Industry Overview”, “Financial Information”, and “Management’s Information and Analysis of Financial Condition and Results of Operations” beginning on pages 26, 87, 160 and 222, respectively, as well as the financial, statistical and other information contained in this Red Herring Prospectus.

OVERVIEW

Our Company was originally incorporated as “Auro Impex & Chemicals Private Limited” on January 20, 1994 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into Public Limited Company pursuant to special resolution passed by the shareholders of our Company in their meeting held on September 23, 2022 and the name of our Company was changed to “Auro Impex & Chemicals Limited” and a fresh certificate of incorporation consequent upon conversion of the company from Private Limited Company to Public Limited Company, dated September 30, 2022 was issued by Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our Company is U51909WB1994PLC061514.

We are an ISO 9001:2015 certified Company that specializes in the manufacturing of Collecting Electrode, Discharge Electrode Plate steel structures and other internal components of an Electrostatic Precipitator (ESPs) - a filtration device used to remove smoke and fine dust particles from flowing gas used in various heavy industries such as Steel Plants, Sponge Iron industry, Cement Plants, Thermal Energy Plants and any other plant where the coal is burnt, as a measure to control Air Pollution. With growing demand to minimize air pollution together with the increased awareness amongst the public and the government initiatives to reduce air pollution, in the year 2011, Our Company had set up a Manufacturing facility for manufacturing of Electrostatic precipitator internals for both American and European designs in the state of West Bengal, spread across an area of 2.44 acres of land with all the requisite machines and equipment, with the goal of becoming one of the top producers of ESP Internals (Collecting Electrode, Discharge Electrode, Electro- magnetic rapper, Tank Fabrication and Duct Fabrication and ESP Internal spare parts etc).

Our Company is specifically engaged into manufacturing of (i) Collecting Electrodes of all profiles, (ii) Discharge Electrodes, (iii) Electro- magnetic rapper, (iv) Tank Fabrication and Duct Fabrication, and (v) other ESP Internal spare parts, for some Original Equipment manufacturers (OEMs) and service providers ranging from sourcing of components, designing, manufacturing, quality testing as per the specifications provided by OEMs and service providers. We have created a long running relationship with our clients and have been able to expand our presence in India over the years by manufacturing quality items according to their specifications. Our Company has been selling our products through renowned OEMs and Service Providers such as – Thermax Limited, Larsen & Toubro Limited, KC Cottrell India Private Limited, Isgec Heavy Engineering Limited, Hariaksh Industries Private Limited, Par Techno-Heat Pvt Ltd, Filter Flow Engineering Private Limited, Imeco Overseas Private Limited and other Brand owners.

For further detail of our Products, see “Business – Our Product Portfolio” on page 104.

We currently, operate through one (1) manufacturing facility located at Vill - Kanajuli, P.O Gaborara, P.S. Gurap, Dhaniakhali, Hooghly-712305, West Bengal, India, West Bengal, India, which is spread across an area of 2.44 acres (“Manufacturing Facility”). Our Manufacturing Facility is strategically located on Durgapur Expressway providing us with strategic and operational benefits. This facilitates timely deliveries and improved efficiency. Currently, our Company is working under three shifts of production, 6 AM to 2 PM, 2 PM to 10 PM, 10 PM to 6 AM along with a General shift from 9 AM to 6 PM. In Financial Year 2023, our Manufacturing Facility had a total installed capacity of 17,500 M.T. and a total actual output of 15,065 M.T. Our manufacturing facility is built to international standards and is equipped with modern machinery capable of producing high-quality products. We have received quality control certifications such as ISO 9001:2015, which certifies our quality management system for marketing and purchasing discharge electrodes, collecting electrodes, and internal mechanical spares for Electrostatic Precipitators and Fuel Gas Desulfurization systems (FGD).

Over the years, we have established an extensive network with the some of the brands engaged in Thermal Power Projects, Development & Construction projects, electrical and other engineering Industries and established a long-standing relationship with our customers for the supply of our manufactured products in India. Our business is in manufacturing, and we make items as per the requirements of our Original Equipment manufacturers (OEMs) and service providers. We have been providing our production services to Original Equipment Manufacturers and Service providers for whom we have been manufacturing for more than a decade and have earned their goodwill based on our Quality products and Competitive pricing.

Our company has obtained a Developmental Tender from the Integral Coach Factory, Chennai-600038, in the month of July, via Letter of Acceptance dated July 22, 2022, for the manufacturing of Trough Floor for Railway Coaches with the completion deadline of March 31, 2023. Our Company has also received orders from Ministry of Railways on January 24, 2023.

Our subsidiary company, Auro Industries Ltd. (AIL), was incorporated in 1995 and began dealing foundry flexes, ferrous & non ferrous alloys before expanding into importing and trading of batteries, fans, refrigerators, lights, battery chargers and other electrical goods. Over time, AIL progressively expanded into importing of parts of Electrostatic precipitators such as hollow bushings, exporting essential parts of battery plate such as formation tanks and furniture used in the battery Industry and established itself as a merchant exporter. Over the years, our subsidiary has built large network of clients and partners across India, Middle East, Asia and Africa. Our subsidiary company has entered the wholesale distribution of tyres in 2020, leveraging the enormous customer network created over the years. AIL has grown to become exclusive distributors for well-known brand owners.

We are led by our Promoters, Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka, who have more than three decades of expertise in the trading & distribution and manufacturing of internal parts of Electrostatic Precipitators (ESPs) and have been directly involved in the Strategic and Financial decision making in the business. Our Company has evolved into a manufacturer for Original Equipment Manufacturers (OEMs) and service providers under their direction. They have supervised the development of our business and are actively involved in crucial elements such as business strategy planning, order sourcing from OEMs & Service Providers, product marketing, team management, channel expertise and competitive analysis. Relationships between our Promoters and our suppliers, customers and other industry participants have been instrumental in implementing our growth strategies. Our Promoter is still actively involved in our operations and brings his vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. To continue the legacy of the Business, Ms. Vanshika Goenka, daughter of Mr. Madhusudan Goenka, has already taken in-charge of the overall management and business development. Her skills in business development, management, photography, and online marketing are an asset for the Group which is looking to adopt and transform marketing, sales and client servicing on digital platforms. Her main role is to manage the quality of service to existing clients and to build a database of new clients for both the domestic and international markets. She will bring her expertise in digital technology to handle client orders and sales and to grow the business in new markets. We also have qualified and experienced Key Managerial Personnel who have demonstrated their ability to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and strengthen customer relationships. Our promoters have believed and worked towards the vision *“to build trust, high quality products and solutions to enhance the competitiveness and credibility of our clientele in the market”*. For further details, see “Our Management” on page 127.

Upcoming Project

Our company has ventured into a new project to assemble, test, inspect and sell High Frequency Transformer Rectifier (HFTR) units in the Indian ESP market on behalf an International brand, with the internal parts and engineering details for assembly and testing supplied by the brand itself. Construction of a new civil building and the procurement of new plant and machinery will take place on the vacant ground of 6,000 Sq.Ft. within the previously established manufacturing facility. For the implementation of this project, our organisation already has a sufficient power supply. Our forthcoming initiative is a low-risk enterprise because the processing technology and customer market for the HFTR are easily available.

Our Journey

We commenced operations in the year 1989 under our proprietorship concern Auro Enterprises, promoted by Late. Nivedita Goenka- wife of Mr. Madhusudan Goenka and the brain child of the entire business, which was led under the leadership of our Promoter, Mr. Madhusudan Goenka. We started our business as a trading concern of foundry flex, ferrous and non- ferrous alloys and established a channel network over the years. In the year 1995, our promoter Mr. Madhusudan Goenka established Auro Industries Ltd. which took over the trading business of Auro Enterprises and steadily expanded into importing of Electrostatic precipitators, hollow bushings, manufacturing of batteries for the battery industry under the brand name “Auro” which was launched in the year 2017. With the growing need to reduce air pollution, as well as increased awareness amongst the public and the government initiatives to reduce air pollution, our Company in the year 2011 ventured into the manufacturing of the Internal parts of the Electrostatic Precipitators (ESPs) for Original Equipment Manufacturers (OEMs) and service providers. We have been providing design/detailing, manufacturing and project execution services to our Original Equipment manufacturers and service providers for whom we manufacture the internal parts of Electrostatic Precipitators (ESPs). We are also NTPC approve vendors. Our dedication to quality, as well as our continuous exploration of unexplored territory, has sustained our extraordinary growth trajectory.

The group has also been honored with some recognition and performance awards as under:

Sl. No.	Awarded To	Award Name	Given By	Year
1	Auro Industries Ltd	Award provided on occasion of Philips 75 years of Commitment to India from 1930 - 2005	Philips Lighting Division	2005
2	Auro Industries Ltd	Award for State Championship	Philips Lighting Division	2007
3	Auro Industries Ltd	Certificate of Merit for Outstanding All India Sales Performance during 2003 – 05	Minilec (India) Pvt Ltd	2007
4	Auro Industries Ltd	Golden Award for Overall Sales from 2007 - 08 to 09 - 2010	Tafe Power Source	2010
5	Auro Industries Ltd	Award For Best Reporting Branch in TAFE Annual Business Meet, Kerala	Tafe Power Source	2010
6	Auro Industries Ltd	Award for Outperforming (Expansion Specialist)	TVS EUROGRIP	2020
7	Auro Industries Ltd	Award for Outperforming (Super Starter)	TVS EUROGRIP	2020
8	Auro Industries Ltd	Awarding the Company as Vishwas Tyre Champion in Business Partner Meet	TVS EUROGRIP	2022

OUR FINANCIAL PERFORMANCE

Some of our key financial parameters are set forth below:

Based on Consolidated Financial Statement:

(₹ in lakhs, except percentage)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations	23,198.94	15,065.40
EBITDA(1)	1,273.34	658.28
EBITDA margin (%) (2)	5.49%	4.37%
Profit After Tax	599.92	230.03
Profit After Tax Margin (%) (3)	2.59%	1.53%
Return on Equity (%) (4)	34.18	19.92%

Based on Standalone Financial Statements:

(₹ in lakhs, except percentage)

Particulars	For the year ended March 31,		
	2023	2022	2021
Revenue from operations	18,138.27	11,007.79	7,350.76
EBITDA(1)	1,062.39	517.26	286.61
EBITDA margin (%) (2)	5.86%	4.70%	3.90%
Profit After Tax	557.11	204.59	90.54
Profit After Tax Margin (%) (3)	3.07%	1.86%	1.23%
Return on Equity (%) (4)	44.49%	29.43%	18.46%

Notes:

- EBITDA is calculated as profit before tax plus depreciation and finance cost, less other income;
- EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- Profit after Tax Margin is calculated as Profit after Tax divided by revenue from operations;
- Return on Equity is calculated as Profit After Tax divided by Total Equity;

OUR MARKET OPPORTUNITY

The global electrostatic precipitator market is estimated to grow at a CAGR of ~4% over the forecast period, i.e., 2022 – 2030. The growth of the market can be attributed to the increasing level of air pollution across the globe, along increasing industrial activities emitting toxic pollutants in the air. *According to the data by the World Health Organization, 91% of the global population lives in areas exceeding WHO guideline limits of air pollutants. According to the data by the World Bank, the health damage from ambient air pollution costs over \$5.7 trillion globally, equivalent to 4.8% of global GDP, as of 2020.*

Growing concerns amongst authorities, regarding the increasing air pollution level, is estimated to increase the demand for electrostatic precipitator. The growing adoption of electrostatic precipitator amongst various end-users, including thermal power plants, cement factories, and chemical industries, is estimated to boost the market growth. Moreover, rising government initiatives to reduce pollution is estimated to boost the market growth.

The market is segmented by application into power & electricity, metals, chemicals, and others out of which, the power & electricity segment is anticipated to hold the notable share in the global electrostatic precipitator market over the forecast period as electricity generation creates large amount of smoke and other greenhouse gases. The growing adoption of electrostatic precipitator in thermal power plants, is estimated to fuel the segment growth.

(Source: <https://www.researchnester.com/reports/electrostatic-precipitator-market/3589>)

OUR KEY STRENGTHS

Over the decade, we have evolved into a business entity with an aim to achieve steady growth year on year, despite ebbs and flows faced by the industry and economy in the recent times. We believe that following are our primary strengths which has enabled us to develop over time and will enable us to grow in future:

Consistent focus on quality and safety

Our company believes in quality production and follows many quality standards and specifications related to the product. Our goods are quality checked at many stages of manufacturing to guarantee that any quality faults or product problems are corrected in real time. We receive repeat orders from our buyers because we can match their quality criteria, allowing us to maintain and improve our brand image in the market. Our focus on quality is maintained at all stages, from the sourcing and inspection of raw materials to manufacturing and quality inspection of final product, which is subject to rigorous review and monitoring process. Purchase orders are procured based on the sourcing of raw materials from the OEMs/Service Providers approved vendors who closely monitor the quality of the raw materials which is jointly inspected by the End Users as well. The Original Equipment manufacturers closely monitors the quality of such products by conducting frequent visits at our manufacturing facility. This prevents or, where necessary, uncovers defects which can be remedied in a timely manner and minimises the risk of product returns. Our efforts to maintain the quality of our products have been well recognised in the industry. Our Manufacturing Facility has also received quality control certifications such as ISO 9001:2015 certifying our quality management system for manufacturing of Collecting electrodes, Discharge electrodes and other internal spare parts of Electrostatic Precipitators. For further details with respect to our product portfolio, see “-Our Product Portfolio” under this section.

Established manufacturing facilities with over decades of operations in the heavy electrical and engineering industry.

Our production facilities, which cover an area of 2.44 acres, are located in the renowned industrial zone of West Bengal. Our Manufacturing Facility is integrated with manufacturing, warehousing, logistics and accommodation facilities. Our Manufacturing Facility has a total of four production lines, which include two collecting lines for collecting plates, one discharge line for discharge electrodes, and one pipe mill for discharge electrode as a backward integration, with a total installed capacity of 17,500 MT in Financial Year 2023, and total actual production of 15,065 MT of all products in Financial Year 2023. We work three shifts a day, seven days a week, with enough buffer capacity to scale up production and meet surges in order volume. Furthermore, we have additional space in our Manufacturing Facility to set up new civil structures and install machines, and have the ability to enhance our incremental manufacturing capacity.

Our manufacturing units are equipped and capable of carrying out complete manufacturing operations. Years of industry expertise, strategically located production facilities, a focus on design and quality, and cost-effective manufacturing technology processes have enabled us to satisfy our clients' customised and exacting needs. We offer full-service capabilities across the product cycle including product design and development, material sourcing and designing infrastructure, all under one roof for meeting the requirement of our Original Equipment Manufacturers & Service Providers. Our dynamic setup not only gives us better control over quality but also benefits us with cost advantages. Our engineering expertise and manufacturing processes have enabled us to deliver our products and provide timely solution to our customers in accordance with their designs and specifications, in a cost effective manner without compromising

on quality. We maintain the flexibility of our Manufacturing Facility through multiple function training and testing of the equipments are calibrated by the National Accreditation Board for testing and calibration Laboratories of equipment, to meet the requirement of our clientele. The scale of production and flexibility of our Manufacturing Facility enables us to provide high-quality, timely and cost-effective solutions to our client while reducing individual order volatility and maintaining our competitiveness and profitability. We have established a market presence during our decades of operations and we believe that our extensive history in dealing in the products of heavy electrical and engineering industry have led to widespread recognition of our quality products with our Original Equipment Manufacturers and enabled us to expand the scale of our operations. The substantial entry barriers into the industry in which we operate contribute to our competitive advantage. Such entry barriers include the development of supplier eco-system, developing a robust channel network and building customer confidence, which can only be achieved over a period of time. We maintain the flexibility of our Manufacturing Facility through multiple function training and standardization of equipment, to meet the requirement of our clientele. The scale of production and flexibility of our Manufacturing Facility enables us to offer high quality, timely and cost-effective solutions to our customers while limiting individual order volatility and maintaining our competitiveness and margins.

Established distribution network and long term relationship with our customers

In 1989, our entrepreneurs established Auro Enterprises, a sole proprietorship firm involved in the trade and distribution of foundry flexes, ferrous and non-ferrous alloys. In 1995, our sister company, Auro Industries Ltd., took over Auro Enterprises' distribution operation and began importing and distributing batteries, fans, refrigerators, lights, battery chargers, and other electrical items. And gradually extended into importing Electrostatic precipitator parts such as hollow bushings over time. During these years, our Promoters gained the necessary experience and knowledge to comprehend every aspect of electrostatic precipitator operation and ventured into the manufacturing of internal spares of Electrostatic Precipitators (ESPs) for some multinational OEMs and Service Providers in the year 2011 in our Company and have continued to establish a long-standing relationship with our clients and still continue to expand our clientele network with our Quality and competitive pricing.

We place a premium on developing long-term client relationships with Original Equipment Manufacturers and Service Providers. We are always attempting to meet their wants with popular items. Our relationships with our top five client groups have an average age of more than 5 years. Our long-term client connections demonstrate our quality consciousness as well as our design and tooling skills. Repeat orders from our core client groups have come from our experience in manufacturing facilities, quality consistency on time delivery, and cost competitive manufacturing procedures. Furthermore, our customer-centric approach and ongoing commitment to transparency has enabled us to establish long-term relationships. Our long-term relationship with our customers allows us to understand and cater to their diverse requirements, including the development of new products. Our long-standing relations with such customers act as an endorsement of our operational and managerial capabilities and help us solicit new business from potential customers in the same industry.

Experienced Promoter and strong senior management team with extensive knowledge of the sector

We have an experienced senior management team under the overall stewardship of our Managing Director and Promoter, Mr. Madhusudan Goenka and our Whole Time Director and Promoter, Mr. Praveen Kumar Goenka, who is a first-generation entrepreneur, and has more than three decades of experience in the trading and distribution, management, business development and manufacturing of internal parts of ESPs used in various power supply projects, steel projects and development and construction projects. The experience of our Promoter in the heavy electricals and engineering industries is supplemented by our senior management team. We also benefit significantly from the qualified and experienced senior management team and workforce who have an entrepreneurial vision and the technical capability to further expand our business and operations. Furthermore, we have a dedicated team of specialists as well as other experienced and technically educated workers. We are constantly strengthening our knowledge by giving in-house training to our personnel in order to broaden and refresh their skill sets, as well as keep them up to speed on the newest advances in manufacturing technology and procedures. The management's trust in the workforce and their focused performance has allowed us to establish ourselves as a market niche player. We believe that the our senior management team's in-depth understanding of target markets and client demand and preferences resulted into streamlined processing, improved product quality and increased profitability which give us a competitive edge over our competitors. Their understanding of industry trends, demands and market changes, have enabled us to adapt and diversify our offerings and leverage market opportunities. For further information on our management team, see "Our Management" on page 127.

KEY STRATEGIES

Our key business strategies include:

Building our relationship with industry leading OEM's and Service Providers.

It is crucial to our success that we have collaborative tie-ups with industry-leading OEMs and Service Providers. We seek to strengthen our existing client connections by supplying them with a high-quality product, therefore adding to competency and product competitiveness. We feel that our experience in producing internal ESP parts for more than a decade will allow us to keep our present

client base, adding stability to our business. We further believe that the Long-term partnerships are founded on trust and consistently serving the needs of clients.

Continue to focus on improving the manufacturing process and capabilities

We will strive to achieve operational efficiency in the manufacturing process by maintaining control over production, assuring premium quality of our goods, and consistently upgrading our technology, as well as upliftment and engagement of our team. We have developed our technology throughout time by enhancing different parts of production procedures such as material handling, quality enhancement, inventory management, decreasing waste and loss, and applying efficient software to boost operational efficiency. To lower our production costs, we seek to cut our labour costs, raw material costs, waste, and utility resources, as well as enhance productivity through continuous analysis, standardisation, surveys, and frequent audits.

We have implemented a quality management system to improve the quality of our products. Inspection, control, assurance, and overall quality management are the four steps of quality management that our goods go through. We set targets and methods essential to achieve outcomes in accordance with our clients' expectations in order to service them as efficiently as possible. We regularly monitor the whole process to verify that it is in accordance with the policies that have been established. We will attempt to lower production costs by technical breakthroughs in the manufacturing process and effective quality management in order to generate economies of scale and operational efficiency.

Invest in infrastructure and technology

Our company believes in investing in order to achieve higher levels of quality in our products in order to meet the diversified needs of our clients. We have made investments in modernising our machinery and equipment. We intend to continue working on the improvement and modernisation of our infrastructure and technology in the future in order to sustain our development in the coming years.

To build-up a professional organization

As a company, we value transparency and dedication in our work among our employees, as well as with our suppliers, customers, government officials, banks, and financial institutions, among others. We have hired skilled individuals to handle our day-to-day operations. On a case-by-case basis, we also engage with independent organisations on technical and financial elements of our business. As a result, the professionalism mindset is the cornerstone of our company strategy, and we wish to strengthen it in the future.

Targeting new customers by increasing our presence in domestic markets and building our presence in international markets

We intend to enhance our sales and customer penetration in our primary markets by targeting new customer accounts and expanding our existing customer accounts by providing our whole product line. While we believe that our existing clients provide the essential catalysts for development, we wish to continue to focus on new clients. We also believe that we will be able to target new customers by capitalising on our reputation for quality, consistent performance, and customer satisfaction in our existing markets and product verticals. Furthermore, we intend to expand the size of our addressable market in India by increasing the number of authorised dealers and distributors. We also intend to expand into other markets through these new dealers and distributors. Expansion into new geographical areas will increase our client base and, as a result, raise demand for our products, assuring optimal utilisation of our manufacturing capacity.

Improving functional efficiency and Optimal Utilization of Resources

Our company seeks to increase operational efficiency in order to reduce costs and gain a competitive advantage over its competitors. We think that this can be accomplished by continual process improvement, excellent customer service, and technological advancement.

Our company is continually striving to enhance our production process in order to optimize the utilization of resources. We have invested considerable resources in our activities and expect to continue investing in them in order to build tailored systems and procedures to ensure effective management control. We examine our current policies for our Company's operations on a regular basis, allowing us to discover bottlenecks and rectify them. This helps us to improve the efficiency and to make better use of resources.

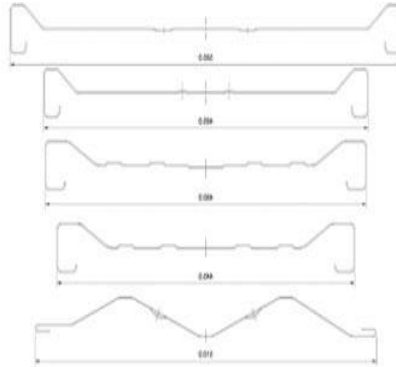
OUR BUSINESS OPERATIONS

We are dedicated to establishing ourselves as a dependable manufacturer of internal and spare parts for Electrostatic Precipitators (ESPs), which include Collecting Electrode, Discharge Electrode, ESP internal Components, and FGD. Quality products, competitive pricing, forward-thinking technology, and our team of skilled experts serve as the foundation of our business.

OUR PRODUCT PORTFOLIO:

COLLECTING ELECTRODES:

Product Images:



Product description:

Collecting electrodes are utilised in large industrial operations where smooth gas streams are required for electrostatic charging of particles and subsequent collection of the charged material onto collection surfaces in the gas stream. Collecting Electrodes create passage centre of which discharge electrodes are suspended. Collecting Electrodes are shaped as per client specification to provide quiescent zones to prevent the collected dust from being entrained by the gas stream. The air is also cleaned as a result of the collection of solid items or liquid droplets from gas streams, hence it is classified as air pollution control equipment.

The fundamental principle of electrostatic precipitation involves the movement of charged particles from the gas stream to a grounded surface, known as a collecting plate. Materials accumulate on the surface of collecting plate. Rappers remove these gathered electrodes on a regular basis. The electrodes we provide are also utilised to gather charged items.

The Collecting Electrodes we provide are fabricated using a cold roll forming process and in accordance with international quality standards. We supply Collecting Electrodes to meet the diverse needs of OEMs and service providers. These sections are utilised as dust collectors in significant pollution control applications such as power plants, cement plants, paper and sugar mills, and so on. These profiles are supplied in standard lengths as per the design specified by the client and packed in steel crates with rust-preventive oil. We supply our Collecting Electrodes in different profiles like 445, 480, 485, 500, 585, 735, 750 & ZT-24 (510 width) etc and of required length. These Collecting Electrodes are manufactured with high precision, which make them extremely reliable and offer trouble free operation.

DISCHARGE ELECTRODES:

Product Images:



Product description:

The core of the ESP is the Discharge Electrode, also known as Release Terminals. This is a high-voltage device that ionizes gases and generates an electrical field. Corona control is created when the voltage separates the gas at the surface of the anode. This causes corona tufts to grow on the surface of cathode. The Discharge Electrode is coupled to a negative polarity voltage. The anode configuration is dependent on several elements, including the process for introducing the ESP and the properties and synthesis of the pipe gas.

The electrical field forces dust particles in the gas stream to migrate toward the collecting plates. The particles then precipitate onto the collecting plates, which is dislodged by rapping. Discharge Electrodes emit charging ions, which generate an electrical field between the discharge electrodes and the collecting plates. These electrodes outperform all other designs because they have a low corona onset voltage and are unaffected by dust load or dust type.

All of our Discharge Electrodes, having variety of designs, are produced in accordance with the industry standards. Our professionals employ high-quality metals and cutting-edge technologies to enhance the tensile strength, functionality, and corrosion resistance of our products.

ELECTRO-MAGNETIC RAPPERS:

Product Images:



Product description:

Electromagnetic rappers are electromagnetic devices with just the plunger moving. The vertical configuration is supported by the precipitator roof, which eliminates rebound-related problems while increasing acceleration responsiveness to the electrode system. Our EM rappers are NOMEX insulated, and the coils are vacuum impregnated as opposed to traditional manual varnishing. We provide -

For Top Rapping - Rapper Coils (110V/220V), and its complete assembly with Plunger, Boot Seals, Rain Hood etc.

We also provide Tumbling Hammer rapping mechanisms - Geared Motor along with Gearbox Rapper Shafts, Drive Bearings, Inner Arm, Outer Arm, Hammers etc as per client design.

OTHER ESP COMPONENTS & SPARES:

Product Images:



Product Description:

ESP Components and Spares includes wide range of ESP Plain bearing, Rapper Coil Spares, Rapping hammers, ESP Internal components like Tumbling Hammer - Inner Arm, Outer Arm, Tadpoles, Hanger Frames, Bearing Support etc. We use premium grade raw materials and efficient manufacturing technology which ensures only quality ESP components & spares are used by our clientele. We offer customized ESP internal components to suitably address our clients' requirements.

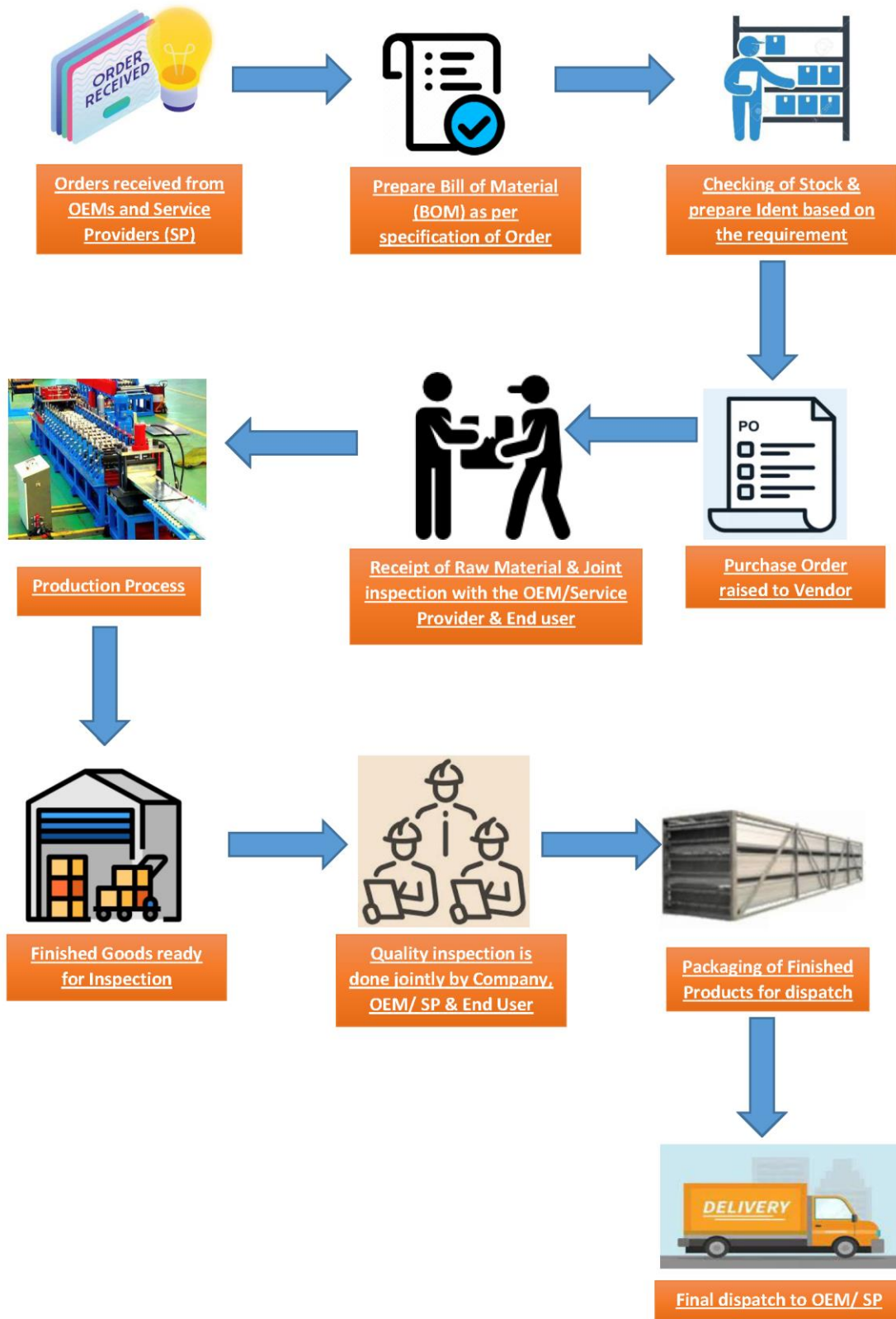
SILO MANUFACTURING:**Product Image:****Product description:**

We provide powerful silo solutions to customers in India's key sectors. Operators, engineering contractors, consulting agencies, and material handling engineers in the power, chemical, and agriculture industries have acknowledged our expertise. There are three types of silos in use currently: tower silos, bunker silos, and bag silos. We predominantly use steel panels to fabricate silos.

TANK FABRICATION AND DUCT FABRICATION:**Product images:****Product description:**

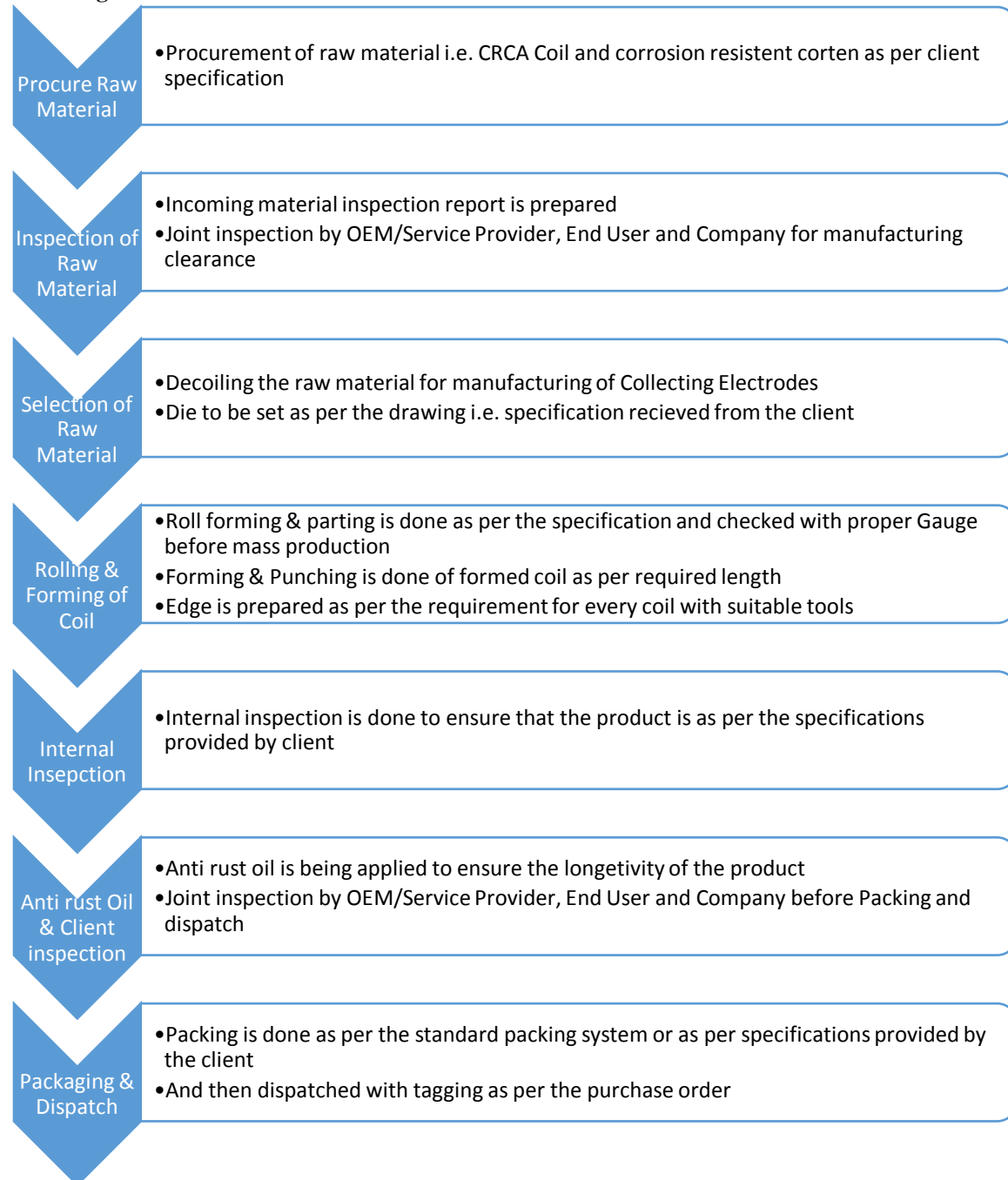
High-grade materials are required for the fabrication of premium tank metal constructions. To ensure quality, our company has created an incoming test (initial check) system for the materials used in fabrication. For each tank commissioned, we employ only technical norms and conditions compatible raw materials and strictly adhere to state regulations and project documentation compliance. Duct fabrication is basically the design and production of specialised pieces for a flue gas conveying. Sheet metal must be precisely cut and bent into suitable cylindrical or rectangular forms for duct manufacturing. For our clients, we provide standard and vapour piping duct solutions.

OUR BUSINESS MODEL

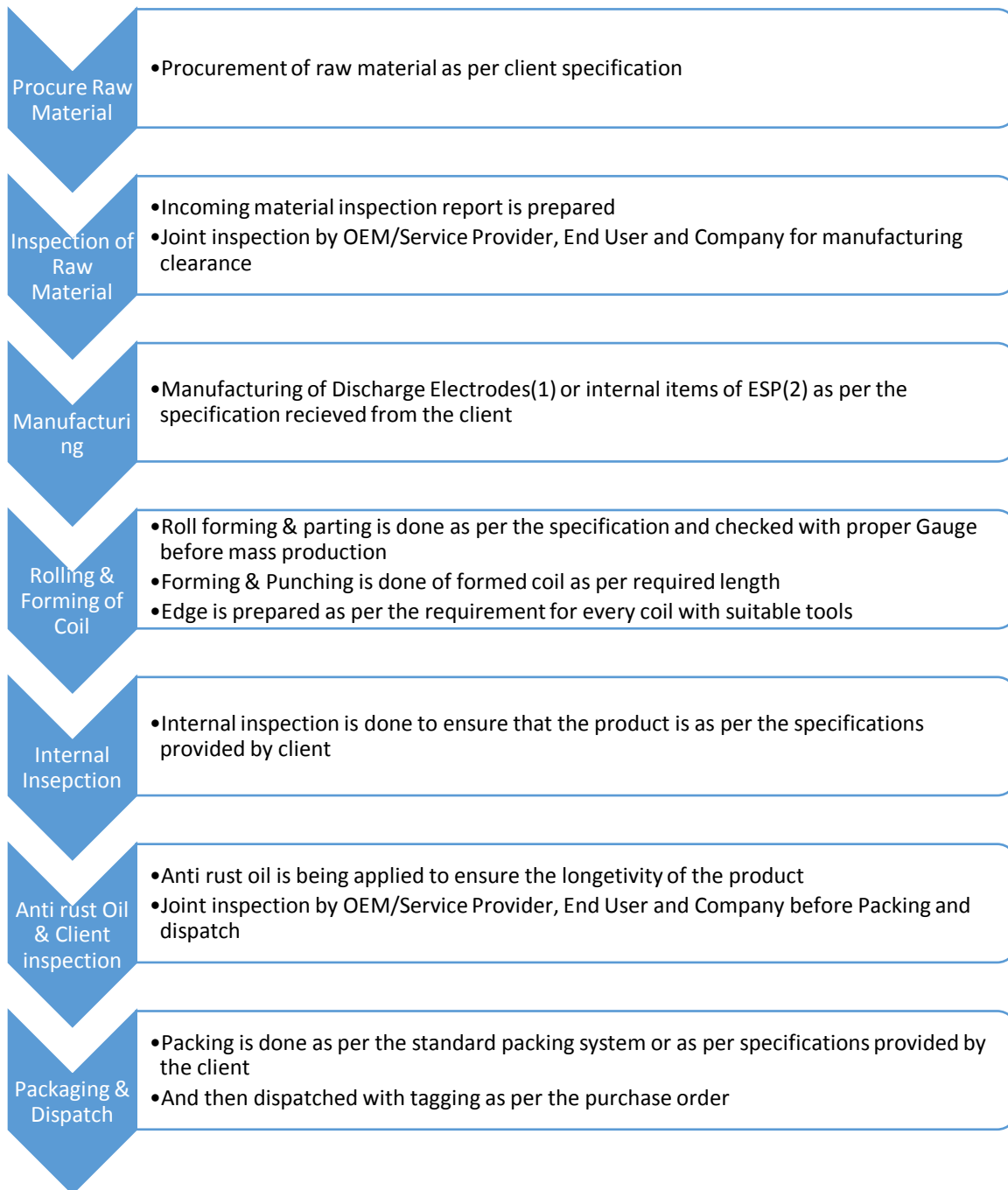


PROCESS FLOW CHART

Collecting Electrode:



Discharge Electrode or Internal Items of ESP:



(1) Discharge Electrode type: Pipe & Spike, Spiral type, Multi peak, Straight Round Wires, Twisted pair of wires, Barbed Discharge wires, Rigid Mast, Rigid frames etc.

(2) Manufacturing of Internal items involve Fabrication, Machining and Assembly

Our Manufacturing Facility

We have set up an integrated manufacturing facility at Vill - Kanajuli, P.O Goborara, P.S. Gurap, Dhaniakhali, Hooghly- 712305, West Bengal, India which provides us with the flexibility to produce new products in a short time-span and scale-up production to meet the demands of our customers. Our manufacturing facility, spread across a sprawling area of 2.44 acres of land, is a fully integrated facility with processes starting from procurement of raw materials, stringent quality checks, assembling, pre-delivery inspection and final dispatch. Our integrated manufacturing process provides us with competitive advantages in terms of maintaining quality and effectiveness of the products we manufacture. Our Manufacturing Facility is certified with ISO 9001:2015 certifying our quality management system for manufacturing of Collecting Electrodes, Discharge Electrodes, Internal components of Electrostatic Precipitator, Railway toughload and FGD.

Set forth below are the images of our Manufacturing Facility:



Production capacity and utilisation

Our Company operate three shifts a day, providing 24*7 service, with sufficient buffer capacity to ramp up production. Production Capacity and utilization including all shifts are given as under:

PRODUCTION STREAM	Installed Capacity (in MT)			Actual Capacity (in MT)			% of Capacity Utilization		
	Mar-23	Mar-22	Mar-21	Mar-23	Mar-22	Mar-21		Mar-22	Mar-21
COLLECTING ELECTRODES	12,000	10,000	8,000	10,264	7,583	5,813	85.53%	76%	73%
DISCHARGE ELECTRODES	2,500	2,500	2,100	2,148	1,992	1,600	85.92%	80%	76%
INTERNAL ESP COMPONENTS & SPARES	3,000	3,000	2,500	2,653	2,677	1,950	88.43%	89%	78%
TOTAL UNITS IN MT	17,500	15,500	12,600	15,065	12,252	9,363	86.08%	79%	74%

Export Sales

As per Restated Consolidated Financial Statement, Company has made following export of goods:

(₹ in lakhs, except percentage)

Particulars	March 31, 2023	March 31, 2022
FOB Value of Export	NIL	3.06
Total Income	23,296.54	15,184.93
% of Total Income	NIL	0.02%

As per Restated Standalone Financial Statement, Company has made following export of goods:

(₹ in lakhs, except percentage)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
FOB Value of Export	NIL	3.06	NIL	NIL
Total Income	18,169.41	11,078.24	7,372.70	3,760.98
% of Total Income	NIL	0.03%	NIL	NIL

Inventory Management

We have sufficient storage facility at our manufacturing facility for the storage of raw materials to save the lead time required to obtain additional supplies. Our finished Products are stored at our Manufacturing Facility. We generally store a sufficient stock of finished goods at our Manufacturing Facility. The quantity of finished products manufactured by us is on demand basis and the production and inventory levels of our finished products are planned to the production schedule and volumes based on the actual orders received. We closely supervise our daily production and aim to maintain suitable inventory levels of raw material and finished goods at our Manufacturing Facility. Further, for raw material, we maintain different inventory levels depending on lead time required to obtain additional supplies.

Packaging

Our Company has a team of experienced designers to create in-house packaging solutions. After applying Anti-rust oil on our product, they are wrapped with polyethylene wrapper and then Packaging materials i.e., angle and channels are assembled in our manufacturing facility to form the packaging boxes based on the size and thickness of the product and used for packaging of our Products. Our Company sells our products through OEMs or Service Providers based on their specifications. In few instances, our customers provide us with the packaging specifications based upon which the manufactured products are packed and dispatched.

Internal Control Systems

The Company has in place robust internal control procedures commensurate with its size and operations. The Board of Directors, insofar as it is responsible for the internal control system, sets the guidelines, verifying its adequacy, effectiveness and application. The Company's internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the protection of the Company's assets and so that the main company risks (operational, compliance-related, economic and financial) are properly identified and managed over time.

Health and Safety

We are committed to training and safety of our employees. Our goal is to provide an injury and accident free work environment by applying our safety management systems. Our policies, procedures and training programs have all been developed in line with recognised industry standards, supplemented by input from management and employees. Our quality and safety management systems are subject to regular management audits. We organize mock fire drill and safety workshops for training our staffs, security personnel and workmen at regular intervals. We believe that we have complied, and will continue to comply with all applicable environmental laws, rules and regulations. We have obtained all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For details, see "Government and Other Approvals" on page 244.

Our Customers

We believe that our product portfolio helps us in offering products to our customers, enhances our ability to attract new customers and helps de-risk the business through limited dependence on any single product category. Our Company has been selling our products through renowned OEMs and Service Providers such as – Thermax Limited, Larsen & Toubro Limited, KC Cottrell India Private Limited, Isgec Heavy Engineering Limited, Hariaksh Industries Private Limited, Par Techno-Heat Pvt Ltd, Filter Flow Engineering Private Limited, Imeco Overseas Private Limited and other Brand owners. This protects us from the risk on revenue owing to loss of any customer on occurrence of any adverse event. This diverse set of customers also establishes our credentials in the industry, and we leverage this to obtain more customers and increase our sales volume.

Pricing

We determine the prices for our Products, based on various parameters, including market demand, our production capacity, raw materials costs, inventory levels, competitors' prices and credit terms. We review our prices regularly, based on the prevailing prices in the market.

Quality Standards and Assurance

The ability to consistently deliver high-quality manufactured products to our OEMs and service providers in our Industry is critical to our business. Our Industry relates to manufacturing on behalf of big brands where Quality is the utmost criteria for establishing the long standing relationships and also to ensure that continuous Purchase Orders are received. Quality control is ensured by strict adherence to work protocols, from the procurement of raw materials and through the various stages of production. Our Manufacturing Facility is certified with ISO 9001:2015 certifying our quality management system for manufacturing of Collecting Electrodes, Discharge Electrodes and other internal spares and parts of the Electrostatic Precipitator. We have our quality assurance department which enables us to monitor the quality of raw materials used by us and the end products produced by us. Product audit and quality rating are conducted, and quality check parameters are laid down to ensure adherence to defined process and product specifications. Our products are quality checked by the quality check department of OEMs/ Service Providers before the final products are dispatched to the clients.

Insurance

Our company has an insurance coverage which includes Fire, Earthquake, Burglary, Housebreaking, Theft, Terrorism damage, Cash in Safe, Cash in Transit against our Engineering workshop, ERW Steel Pipe Manufacturing, Pressing, ESP Spare parts & Internal Manufacturing, Forming and all other Fabrication works, Furniture & Fittings and Stock of all types of raw materials, finished, goods in process, goods packing. We consider our insurance coverage to be reasonable to cover all normal risks associated with our operations and which we believe is adequate for our business needs and operations and in accordance with the industry standards. We will continue to review our policies to ensure adequate insurance coverage is maintained. For further details, see “*Risk Factors - Our insurance coverage may not be adequately to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows.*” on page 38.

Human Resources

We believe that our employees are key contributors to our business success. We focus on attracting and retaining best possible talent. Our Company emulates best HR practices and standards both for skilled and unskilled. As on March 31, 2023, our employees include:

SL. NO.	DESIGNATION	No. of employees
1	Director	2
2	Compliance and legal	3
3	IT	2
4	Administration and human resource	2
5	Accounts	4
6	Business operations (credit control, Dom purchase, import and logistics)	2
7	Marketing and Sales	2
8	Production Manager	2
9	Purchase Manager	2
10	Quality Assurance Department	2
11	Supervisor	8
12	Worker	16
	Total	47

We also engage a large number of contract labours depending on the requirements of more labour-intensive projects particularly in our manufacturing facility. As of March 31, 2023, we have employed around 125 contract labours at our manufacturing facility. The number of contract labour vary from time to time based on the nature and extent of work involved in our on-going projects. Further, we have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees in the past, and we have cordial relationship with our employees.

Intellectual Property

On December 20, 2022, our Company has filed application for registration of “**AURO**” as a trademark under class 9, Application No. being 5728792. For further details, please see “Government and Other Approvals” on page 244.

Further, our Subsidiary, Auro Industries Limited has following Intellectual Property Rights in the nature of trademark in the name of “AURO”

Sl. No.	Class	Registration No.	Date	Status	Applicable Laws
1.	9	3653743	10 October 2017	Registered	The Trade Marks Act, 1999

Competition

The Air Pollution Control Equipment Industry is highly competitive, and we face intense competition both from domestic as well as international players. The principal factors affecting competition include: customer relationships; technical excellence or differentiation; price; service delivery including the availability of qualified personnel and skilled manpower; ability to deliver processes as required including local content and presence; service quality; health, safety and environmental standards and practices; financial strength; breadth of technology and technical sophistication and risk management awareness and processes. The level of competition also varies depending on the size, nature and complexity of the project and the geographical region where the project is to be implemented.

Some of our competitors have (i) greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively for large scale project awards; and (ii) better geographical reach which gives them the ability to quote competitively as the transportation costs are limited. However depending on various factors, including our prior experience and the extent of our presence in the relevant geographical region, we are able to leverage our local experience, established contacts with local clients, access to OEMs and Service providers and familiarity with local working conditions to provide more cost effective services than our competitors or offer a better value proposition.

Property

The following table sets for the properties taken on lease/rent by us on long term:

Sr. No.	Location of the Property	Agreement date	Licensor/Lessee	Lease Rent /License Fee per month (Rs.)	Lease/ License Period		Purpose
					From	To	
1.	Vill - Kanajuli, P.O Goborara, P.S. Gurap, Dhaniakhali, Hooghly-712305, West Bengal, India	April 1, 2021	Mr. Madhusudan Goenka	53,143	April 1, 2021	March 31, 2026	Manufacturing Premises
2.	32, K.L. Saigal Sarani, 740A, Block P, New Alipore, Kolkata - 700053, West Bengal, India	April 1, 2016	M/s. Auro Electro power Private Limited	30,000	April 1, 2016	September 30, 2027	Registered Office Premises

Additionally, as on the date of this Red Herring Prospectus, all of our Godowns are obtained by our Group Companies on lease or on leave and license basis.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific statutes, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to us in order to carry out our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 244.

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 and other Approvals” beginning on page number 244 of this Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (“BIS Act”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”)

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Steel and Steel Products (Quality Control) Order, 2020 (the “Quality Control Order 2020”)

The Steel and Steel Products (Quality Control) Order, 2020, as, was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

Legal Metrology Act, 2009 (the “Metrology Act”)

The Legal Metrology Act, 2009, as amended was enacted with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

The Micro, Small and Medium Enterprises Development Act, 2006 (the “Act”)

It consists of six chapters which are further divided into 32 sections. This Act also provides for the formation of the National Board of Micro, Small and Medium Enterprises. The head office of the Board is in Delhi. Section 3 of the Act defines the members of the board. The Central Government, by notification, can constitute an advisory committee. Registration of micro, small and medium enterprises is replaced with the filling of the memorandum. To avail the benefit of the Act, it is always recommended to register the enterprises as a micro, small or medium enterprise. The concept is important for the promotion of industrial development in rural areas, use of traditional

or inherited skills, use of local resources and mobilization of resources and exportability of products. It provides maximum opportunities for employment outside the agriculture sector as well.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

The West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979 (“The Act”)

The Act provides for the Levy and Collection of a Tax on Professions, Trades, Callings and Employments for the benefit of the State. Every person engaged in any profession, trade, calling or employment and falling under one or the other of the classes mentioned in the second column of Schedule I shall be liable to pay to the State Government the tax at the rate mentioned against the class of such persons in the third column of the said Schedule. The tax payable under this Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person, before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not, when the salary or wage is paid to such persons, be liable to pay tax on behalf of all such person. As per Section 5 of the Act — every person, liable to pay tax u/s. 4, shall obtain a Certificate of Registration, and, every person, liable to pay tax u/s. 3(2), shall obtain a Certificate of Enrolment from prescribed authority in prescribed manner.

The Indian Stamp (West Bengal Amendment) Act, 2012 (the “WBS Act”)

The prescribed stamp duty on instruments in the State of West Bengal are governed by the WBS Act. The WBS Act levies stamp duty on documents/instruments which are specified in the schedule to the WBS Act and by which any right or liability is or purports to be created, transferred, limited, extended, extinguished or recorded. All instruments chargeable with duty and executed by any person are required to be stamped before or at the time of execution or immediately thereafter on the next working day following the day of execution. It authorises the State Government on receiving information from any source, to call for examination of any instrument to satisfy itself that the market value of the property referred therein has been truly set forth and the duty paid on it is adequate. Instruments not duly stamped are incapable of being admitted in court as evidence of the transaction in question. The West Bengal State Government has the authority to impound insufficiently stamped documents.

The West Bengal Fire Services Act, 1950 (the “Fire Safety Act”)

The Fire Safety Act has been enacted to make more effective provisions for fire prevention and life safety measures in various types of buildings in different areas in the State of West Bengal, imposition of fee and constitution of a special fund. The Director or the Chief Fire Officer or the nominated officer may, after giving three hours’ notice to the occupier, or if there is no occupier, to the owner of any place or building or part thereof, enter and inspect such place or building or part thereof at any time between sunrise and sunset where such inspection appears necessary for ascertaining the adequacy or contravention of fire prevention and life safety measures. If the Director or the Chief Fire Officer is satisfied that due to inadequacy of fire prevention and life safety measures the condition of any place or building or part thereof is in imminent danger to person or property, then notwithstanding anything contained in this Act, or any other law for the time being in force, he shall, by order in writing, require the persons in possession or in occupation of such place or building or part thereof to remove themselves forthwith from such place or building or part thereof.

The West Bengal Shops and Establishment Act, 1963 (the “Act”)

Under the provisions of the Act, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

ENVIRONMENT RELATED LAWS

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination 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 exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

The Environmental Impact Assessment Notification, 2006 (the “Notification”)

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant byelaws of the concerned State authorities.

The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

GENERAL CORPORATE COMPLIANCE

Companies Act, 2013 (the “Companies Act”)

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 Registration Act, 1908 (the “Registration Act”)

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.

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, 2020

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 several separate legislations, including the Factories Act, 1948, the Contract Labour

(Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The laws that it shall subsume are as follows –

- **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 several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **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.

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.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961 (the “IT Act”)

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.

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 desirous of importing or exporting any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

Central Goods and Services Tax Act, 2017 (the "GST Act")

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.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

Trade Marks Act, 1999 (the “TM Act”)

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 TM 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.

ANTI-TRUST LAWS

Competition Act, 2002 (the “Act”)

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 the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Indian Contract Act, 1872, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

OTHER LAWS:

Foreign Exchange Management Act, 1999 (“FEMA”)

FEMA was enacted by the Government of India to replace the erstwhile Foreign Exchange Regulation Act, 1973 (“FERA”). The Act was aimed at consolidating and amending the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA has removed restrictions on trade in goods and services to and from India, except for the enabling provision for the Central Government to impose reasonable restrictions in the interest of public when required.

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

The Act regulates and governs the foreign policy of India in relation to trade of goods and services. The Act was enacted in the year 1992 as a replacement of the Import and Exports (Control) Act, 1947. The objective of the Act was to provide 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. Through the Foreign Trade (Development and Regulation) Amendment Act of 2010, "services" was also included in the ambit of import and export of trade in the purview of the Act.

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.

Export Promotion Capital Goods Scheme

The Export Promotion Capital Goods Scheme (“EPCG Scheme”) has been introduced to facilitate import of capital goods for producing quality goods and services to enhance India’s export competitiveness. EPCG Scheme covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers. EPCG Scheme also covers a service provider who is designated / certified as a Common Service Provider by the Directorate General of Foreign Trade (“DGFT”).

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as “Auro Impex & Chemicals Private Limited” on January 20, 1994 at Kolkata, West Bengal as a Private Limited Company under the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, our Company was converted into Public Limited Company pursuant to special resolution passed by the shareholders of our Company in their meeting held on September 23, 2022 and the name of our Company was changed to “Auro Impex & Chemicals Limited” and a fresh certificate of incorporation consequent upon conversion of company from Private Limited Company to Public Limited Company, dated September 30, 2022 was issued by Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our company is U51909WB1994PLC061514.

Change in the Registered Office of our Company

Except as provided below, there have been no changes in the registered office of our Company:

Effective Date	Details of change in the address of the Registered Office	Reason for change
February 01, 2014	The registered office of our Company was changed from 703A, Block -P, New Alipore, Kolkata- 700053, West Bengal, India to 32 K.L Saigal Sarani, Block -P, 740 A, New Alipore, Kolkata- 700053	For the purpose of administrative convenience.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

To carry on the business of manufacturers, exporters, importers, buyers, sellers, processors, mediators, brokers, agents, commission agents, marketing agents, sole selling agents, distributors, factors, traders, stockists, advisors, assemblers, partners of and dealer in all kinds of Electrical Transformers and Rectifier Transformers, Air Pollution Control Equipment's and devices, Railways Spares and Components, all types of pipe and tubes, Slitting and cutting of ferrous and non-ferrous sheets, Coils and Service Centre, industrial, consumer (both durable and non-durable) and intermediate products of any kind in chemicals, metals, Ferro alloys, Non Ferro alloys, pesticides, fertilizers, yarn, cloth, textiles, engineering- goods, earth-moving spares, stores & spares, wood, electrical & electronic goods, and other agro products, food products & beverages, edible & non-edible oils, minerals, refractories, cement, computer printer, software, hardware, construction material, packaging materials and to deal in shares, stock, securities of all kind, including investment, to carry on the business of purchasers, traders, hire purchase and guarantee, leasing and to finance lease operations of all kinds in all form & immovable & moveable properties including land & building, flats, plant & machinery, equipment and in connection therewith.

The main object clause and objects incidental or ancillary to the main objects contained in the Memorandum of Association enable our Company to undertake its existing business.

Amendments to our Memorandum of Association

Set out below are the amendments that have been made to our Memorandum of Association since inception, as on the date of filing of this Red Herring Prospectus:

Date of change/ shareholders' resolution	Nature of amendment
April 11, 2011	Clause V of the MoA was amended to reflect the increase in the authorised share capital of our Company from ₹10,00,000 comprising of 1,00,000 Equity Shares of ₹10 each to ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10 each.
September 23, 2022	Subsequent to the conversion of the Company from Private limited company to Public limited company, Clause I of the MoA was amended pursuant to the change in name of the Company from “Auro Impex & Chemicals Private Limited” to “Auro Impex & Chemicals Limited” Adoption of New Memorandum of Association with the change in existing Clause III (A) (object Clause) of the MoA by way of inserting new business in the main object clause Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” of the MoA was amended by way of deletion and replaced with New Clause

Date of change/ shareholders' resolution	Nature of amendment
	III (B) of "Matters which are necessary for the furtherance of the Objects specified in Clause III (A) in order to comply with the provisions of Companies Act, 2013.
	Clause III C containing "Other Objects" of the MoA was amended by way of deletion in order to comply with the provisions of Companies Act, 2013.
November 30, 2022	Clause V of the MoA was amended to reflect the increase in the authorised share capital of our Company from ₹ 1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10 each to ₹ 14,00,00,000 comprising of 1,40,00,000 Equity Shares of ₹10 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Details
1994	Incorporation of our Company in the name of "Auro Impex & Chemicals Private Limited".
1995	Incorporation of our Group Company "Auro Industries Ltd."
	Started our business with trading concern of foundry flex, ferrous and non-ferrous alloys and established a channel network over the years.
2011	Started our factory operations with manufacturing of Internal parts of Electrostatic Precipitators (ESPs).
2017	Launched in house brand –"AURO" in Auro Industries Ltd.
2022	Our company was converted into a public limited company.

Key awards, recognitions and accreditations

Company has not received any awards, recognitions and accreditations.

However, the group has been honored with some recognition and performance awards as under:

Sl. No.	Awarded to	Award Name	Given By	Year
1	Auro Industries Ltd	Award provided on occasion of Philips 75 years of Commitment to India from 1930 - 2005	Philips Lighting Division	2005
2	Auro Industries Ltd	Award for State Championship	Philips Lighting Division	2007
3	Auro Industries Ltd	Certificate of Merit for Outstanding All India Sales Performance during 2003 - 05	Minilec (India) Pvt Ltd	2007
4	Auro Industries Ltd	Golden Award for Overall Sales from 2007 - 08 to 09 - 2010	Tafe Power Source	2010
5	Auro Industries Ltd	Award For Best Reporting Branch in TAFE Annual Business Meet, Kerala	Tafe Power Source	2010
6	Auro Industries Ltd	Award for Outperforming (Expansion Specialist)	TVS EUROGRIP	2020
7	Auro Industries Ltd	Award for Outperforming (Super Starter)	TVS EUROGRIP	2020
8	Auro Industries Ltd	Awarding the Company as Vishwas Tyre Champion in Business Partner Meet	TVS EUROGRIP	2022

Significant financial or strategic partnerships

Our Company does not have any significant financial and strategic partners as on the date of this Red Herring Prospectus.

Time/cost overrun

We have not implemented any projects and have therefore not experienced any instances of time/ cost overrun in the setting up of any projects.

Launch of key products or services, capacity/ facility, location of plants, entry in new geographies or exit from existing markets

For details of launch of key products or services by our Company, capacity/ facility creation, location of plants, entry in new geographies or exit from existing markets to the extent applicable, see “*Our Business*” on page 98. Further, also see “*History and Certain Corporate Matters- Major events and milestones*” on page 124.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks. However, the Company has availed the interest moratorium allowed by the RBI for the period of April 2020 to September 2020 under COVID dispensation.

Details of shareholders’ agreement

There are no subsisting shareholders’ agreement as on the date of this Red Herring Prospectus.

Other material agreements

Our Company has not entered into any other subsisting material agreements other than in the ordinary course of business of our Company, as on the date of this Red Herring Prospectus.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Red Herring Prospectus, except as stated below our Company does not have any subsidiary company:

Particulars	Details
Name of the Subsidiary	Auro Industries Ltd.
Nature of Business	Our Subsidiary Company is engaged in the trading and distribution of foundry flexes, ferrous and non- ferrous alloys, batteries, exporting essential parts of battery plate such as formation tanks and furniture and parts of Electrostatic precipitator.
Shareholding and basis of Consolidation	Our Company has control over the subsidiary by controlling the composition of the Board of Directors in the subsidiary company and there is no direct/indirect investment in the subsidiary Company.
Amount of Accumulated Profit or loss of the subsidiary (ies) not accounted for by our Company	NIL

Joint Ventures of our Company

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

Details of guarantees given to third parties by the promoter participating in the Offer for Sale

As on the date of the Red Herring Prospectus, Mr. Madhusudan Goenka, our Promoter and Selling Shareholder, has issued the following guarantee to third party. These guarantees are in the nature of personal guarantees and have been issued towards contractual obligations in respect of loans availed by our company:

Sr. no.	Lender	Borrower	Type of facility	Sanctioned amount (₹ in lakhs)
1.	Indian Bank	Auro Impex & Chemicals Limited	Working capital-Fund based	3,255.63
Total				3,255.63

The above-mentioned guarantees are typically effective for a period till the underlying loan is repaid. The financial implications in case of default by our Company would entitle the Lender to invoke the personal guarantee given by our Promoters to the extent of outstanding loan amount.

There are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks. However, the Company has availed the interest moratorium allowed by the RBI for the period of April 2020 to September 2020 under COVID dispensation. Further, please see “*Financial Indebtedness*” and “*Financial Statements*” on pages 236 and 164, respectively.

OUR MANAGEMENT

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of filing of this Red Herring Prospectus, our Board comprises of 5 (five) Directors, of whom 1 (one) is the Managing Director, 1 (one) is a Whole-time director (Executive Director), 1 (one) is a Woman director (Non-Executive Director) and 2 (two) are Independent Directors.

Board of Directors

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

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (in years)	Directorship in companies
Madhusudan Goenka Designation: Managing Director Date of birth: March 28, 1961 Address: 386, Block- G, Nalini Ranjan Avenue, New Alipore, Kolkata- 700053 Occupation: Business Current term: For a period of 5 (five) years with effect from February 17, 2021 till February 16, 2026 Period of Directorship: Director since January 02, 2002 DIN: 00146365	62 years	1). Auro Industries Ltd. 2). Auro Electropower Pvt. Ltd. 3). Auro Impex & Chemicals Limited 4). Tatanagar Transport Corporation Ltd
Praveen Kumar Goenka Designation: Whole-time director (Executive Director) Date of birth: May 20, 1957 Address: 300, Jyotish Roy Road , New Alipore, Kolkata- 700053 Occupation: Business Current term: For a period of 5 (five) years with effect from December 16, 2022 till December 15, 2027 Period of directorship: Director since August 05, 1994 DIN: 00156943	65 years	1). Auro Industries Ltd. 2). Auro Electropower Pvt.Ltd. 3). Auro Impex & Chemicals Limited 4). Tatanagar Transport Corporation Ltd 5). Savera Suppliers Pvt Ltd 6). Puspanjali Niryaat Private Limited ## 7). Citistar Abasan Private Limited * 8). Blueview Apartment Private Limited ## 9). Navrang Nirman Private Limited * 10). Murli Impex Pvt Ltd
Vanshika Goenka Designation: Non-Executive Director Date of birth: August 20, 1994 Address: 386, Block- G, Nalini Ranjan Avenue, New Alipore, Kolkata- 700053 Occupation: Business Current term: Liable to retire by rotation Period of directorship: Director since September 01, 2022 DIN: 07022384	28 years	1). Auro Impex & Chemicals Limited 2). PP Electro Filter Engineering Private Limited 3). Sidhidhan Business Private Limited ##
Sibasis Mitra Designation: Independent Director Date of birth: November 11, 1969	53 years	

<p>Address: Barabahera, Kanaipur, Hooghly, West Bengal - 712246 Occupation: Professional Current term: For a period of 5 (five) years with effect from January 16, 2023 Period of directorship: Independent Director since January 16, 2023 DIN: 03320989</p>		
<p>Sankar Thakur Designation: Independent Director Date of birth: September 28, 1959 Address: Flat no. 2B, 26B Prince Baktiar Shah Road, Near Baishakhi Sangha, Tollygunge, Kolkata - 700033 Occupation: Professional Current term: For a period of 5 (five) years with effect from January 16, 2023 Period of directorship: Independent Director since January 16, 2023 DIN: 09778473</p>	<p>63 years</p>	<p>-</p>

**The companies Citistar Abasan Private Limited and Navrang Nirman Private Limited had been amalgamated as on the date of filing of this red herring prospectus.*

The companies Puspanjali Niryaat Private Limited, Blueview Apartment Private Limited and Sidhidhan Business Private Limited had been strike off as on the date of filing of this red herring prospectus.

BRIEF PROFILES OF OUR DIRECTORS

Mr. Madhusudan Goenka, is the Managing Director of our Company. He has completed his Bachelor's degree in Commerce from St. Xavier's College, Calcutta, and has over 40 years of experience in the transport, manufacturing, and trading sector. He has been instrumental in the growth and success of the Auro Group of Companies since its inception and he currently serves as the managing personnel of the Group. The manufacturing unit under Auro Impex & Chemicals Limited and the recent expansion were strategically decided by him. All the financial decisions for the Auro Group of Companies are taken by him.

Mr. Praveen Kumar Goenka, is the Whole-time Director of our Company. He has completed his Bachelor's degree in Commerce from St. Xavier's College, Calcutta, and has over 40 years of experience in the transport, manufacturing, and trading sector. He has been instrumental in the growth and success of the Auro Group of Companies since its inception. The manufacturing unit under Auro Impex & Chemicals Limited and the recent expansion of Auro Industries Limited into tyre trading have been spearheaded by him. He is an integral member as Chief Operations Officer of Auro Impex & Chemicals Limited and its group companies. He is engaged in overall managing the operations of the company.

Ms. Vanshika Goenka, is the Non-Executive Director of our Company. She has completed her degree in Fashion Designing from The Bhawanipur Education Society College and has ventured into the designing and manufacturing of an online jewellery business, and has over 4 years of experience in digital marketing, sales, and client servicing. Her skills in business development, management, photography, and online marketing are an asset for the Group which is looking to adopt and transform marketing, sales and client servicing on digital platforms. Her main role is to manage the quality of service to existing clients and to build a database of new clients for both the domestic and international markets. She will bring her expertise in digital technology to handle client orders and sales and to grow the business in new markets.

Mr. Sibasis Mitra, is an Independent Director of our Company. He is an Associate Member of The Institute of Chartered Accountants of India (ICAI) since May 2001. He had also completed Master's Degree in Commerce from the University of Calcutta, West Bengal, India in 1996. Qualified Chartered Accountant and Senior Finance & Accounts Management Professional with 25 years of experience in managing finance, accounts & taxation encompassing strategic financial planning, cost and profitability management, treasury operations, and working capital management amongst others. Deep-rooted exposure in Apparel, Leather Fashion Goods, Automobile Ancillaries, Industrial Refractory Materials, Fertilizers & Pesticides, and Cement Industries & NGO /Micro Finance. Exploring senior managerial assignments with a professionally managed organisation to enhance financial efficiency by utilising acquired skills. He possesses good knowledge of infrastructure development, manufacturing, procurement, channel sales & marketing, after sales service for a start-up including vendor and skill enhancement of the employees. He has proven ability to efficiently manage account reconciliations, and debts by following up on overdue debts, minimizing accounts receivables, and preparing budgets, forecasts, and business plans aimed at maintaining organizational bottom lines and enhancing profitability. He is exposed to managing Companies with demonstrated expertise in designing and implementing financial & cost control policies and procedures.

Mr. Sankar Thakur, is an Independent Director of our Company. He completed B.Tech in Chemical Engineering from the University of Calcutta in 1983 – 1st class and 3rd rank and he also completed M.B.A. in Marketing Management from the University of Calcutta in 1989 – 1st class. He is a high-performance top management executive with over 38 years of extensive managerial techno-commercial experience, managing profit centre operations, project management, marketing, and commercial affairs. He has handled large and medium-sized projects in Power, Steel, Cement and Chemical plants, and has also been responsible for planning, scheduling, procurement, coordination, and implementation of different projects relating to various industries.

Relationship between our Directors and Key Managerial Personnel

Except as stated below, none of the Directors of the Company are related to each other:

S. No.	Name of the Director	Relationship with other Director
1.	Mr. Madhusudan Goenka (Managing director)	Father of Ms. Vanshika Goenka (Non-executive Director)
2.	Ms. Vanshika Goenka (Non-executive Director)	Daughter of Mr. Madhusudan Goenka (Managing Director)

Arrangement or understanding with major shareholders, customers, suppliers or others.

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service contracts with Directors

Except for the employment agreement entered with the Managing Director and the Whole-time director, our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Payment or benefit to Directors of our Company

Terms of Appointment of Executive Directors

A. Mr. Madhusudan Goenka (Managing director)

Our Board of Directors in its meeting held on February 17, 2021 had entered into an agreement with Mr. Madhusudan Goenka and appointed him as the Managing director of the company with effect from February 17, 2021 for a period of 5 (five) years with effect from February 17, 2021 to February 16, 2026. Further, the board of directors in their meeting dated December 16, 2022 and thereafter our Shareholders in their extra-ordinary general meeting held on December 23, 2022 approved the appointment of Mr. Madhusudan Goenka as the Managing Director of our Company, within the meaning of section 2(54) read with Section 203, 196, 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014. The following table sets forth the terms of appointment:

I. Remuneration:

- A. **Salary:** Rs 1,92,859/- (Rupees One Lakh Ninety Two Thousand Eight Hundred and Fifty Nine) per month. The annual increments which will be effective 1st April each year, will be decided by the Board of Directors and will be merit-based and take into account the Company's performance as well and based on mutual agreement between the parties.

B. Allowances

a. Leave Travel Concession:

First Class leaves passage by air for self and family every year in India or Abroad.

b. Medical Facilities

Medical expenses for Mr. Madhusudan Goenka and his family will be borne by the Company as per the actuals.

c. Perquisites

Company Car: Provisions of one car with driver, fuel, maintenance etc. for use on Company's business as also for personal use.

d. Retirement Benefits

Provident fund, superannuation fund, pension, Gratuity, NPS, leave policy and other benefit schemes like medical/others in accordance with the Company's practice/policy/rules.

e. Commission/Bonus:

Bonus shall be paid out of the profits of the Company in the relevant financial year with such revisions as may be approved by the Board of Directors from time to time. (subject to the ceiling as prescribed in Schedule V of the Companies Act, 2013).

f. Work Related perks:

Telephone, internet, mobile phones etc as per the requirement, at Company's cost.

g. Club Fees:

Fees of clubs subject to maximum of two clubs.
Membership of profession institutes/bodies at Company's cost
Others as per company's Policy and rules.

II. Overall Remuneration:

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under the sections of Companies Act, 2013. (if any)

III. Minimum Remuneration:

In the event of no profits or inadequate profits, in any financial year the Managing director shall be entitled to receive the aforesaid remuneration as revised from time to time, as minimum remuneration, subject to the applicable provisions of the Company Act, 2013. (if any)

B. Mr. Praveen Kumar Goenka (Whole-time director)

Our Board of Directors in its meeting held on December 16, 2022 had entered into an agreement with Mr. Praveen Kumar Goenka and appointed him as the Whole-time director of the company with effect from December 16, 2022 for a period of 5 (five) years from December, 16, 2022 to December 15, 2027. Further, the our Shareholders in the extra-ordinary general meeting held on December 23, 2022 approved the appointment of Mr. Praveen Kumar Goenka as the Whole-time director of our Company, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof, for time being in force) and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014. The following table sets forth the terms of appointment:

I. Remuneration:

A. **Salary:** Rs 1,10,755/- (Rupees One Lakh Ten Thousand Seven Hundred and Fifty Five Only) per month. The annual increments which will be effective 1st April each year, will be decided by the Board of Directors and will be merit-based and take into account the Company's performance as well and based on mutual agreement between the parties.

B. Allowances

a. Leave Travel Concession:

First Class leaves passage by air for self and family every year in India or Abroad.

b. Medical Facilities

Medical expenses for Mr. Praveen Kumar Goenka and his family will be borne by the Company as per the actuals.

c. Perquisites

Company Car: Provisions of one car with driver, fuel, maintenance etc. for use on Company's business as also for personal use.

d. Retirement Benefits

Provident fund, superannuation fund, pension, Gratuity, NPS, leave policy and other benefit schemes like medical/others in accordance with the Company's practice/policy/rules.

e. Commission/Bonus:

Bonus shall be paid out of the profits of the Company in the relevant financial year with such revisions as may be approved by the Board of Directors from time to time. (subject to the ceiling as prescribed in Schedule V of the Companies Act, 2013).

f. Work Related perks:

Telephone, internet, mobile phones etc as per the requirement, at Company's cost.

g. Club Fees:

Fees of clubs subject to maximum of two clubs.

Membership of profession institutes/bodies at Company's cost

Others as per company's Policy and rules.

II. Overall Remuneration:

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under the sections of Companies Act, 2013 (if any).

III. Minimum Remuneration:

In the event of no profits or inadequate profits, in any financial year the Whole-time director shall be entitled to receive the aforesaid remuneration as revised from time to time, as minimum remuneration, subject to the applicable provisions of the Company Act, 2013 (if any).

Remuneration of the Directors from our Company

Executive Directors

The following table sets forth the details of the remuneration paid by our Company to our Executive Directors for the Fiscal 2023:

Sr. No.	Name of the Executive Director	Remuneration (in ₹ lakhs)
1.	Mr. Madhusudan Goenka	15.30
2.	Mr. Praveen Kumar Goenka	7.05

Non-Executive and Independent Directors

Pursuant to a resolution of the Board dated 16 January, 2023, our Independent Directors and Non-Executive Director are entitled to receive sitting fees of ₹ 2,500/- (Rupees two thousand five hundred only) for attending each meeting of our Board and committees constituted of the Board. The sitting fees paid to our Non-Executive and Independent Directors during the Fiscal 2023 are as follows:

Sr. No.	Name of the Non-executive & Independent Director	Fees (in ₹ -lakhs)
3	Ms. Vankshika Goenka (Non-executive director) *	-
4	Mr. Sibasis Mitra (Independent director) *	-
5	Mr. Sankar Thakur (Independent director) *	-

**Appointed during the current Financial Year 2022-23. Accordingly, no fees was paid to them.*

Loans to Directors

Except as set forth in “Related Party Transactions” beginning on page 221, no loans have been availed by our Directors from our Company.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated save and except for the benefits or perquisites entitled to our managing director and the whole-time director as per their terms of appointment with the company.

Shareholding of our Directors and Key Managerial Personnel in our Company

Except as disclosed below, as on the date of this Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

Sr. No.	Name of the Directors	No. of Equity Shares held
1.	Mr. Madhusudan Goenka (Managing director)	79,88,400
2.	Mr. Praveen Kumar Goenka (Executive director - Whole-time director)	4,80,000
3.	Ms. Vanshika Goenka (Non-executive director)	8,07,600

Borrowing Powers

In accordance with our Articles of Association and subject to the provisions of the Companies Act, 2013, and pursuant to a resolution of the Shareholders of our Company passed held on December 23, 2022, in accordance with Section 180(1)(c) of the Companies Act, 2013, our Board is authorised to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with the amount already borrowed by our Company exceeds the aggregate of the paid up capital and free reserves of our Company provided that the total amount borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100 crores (rupees one hundred crores).

Interest of Directors

All the non-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 Directors are interested to the extent of remuneration and reimbursement of expenses payable to them under the terms of agreement and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company.

Except as stated under “Annexure – 32 -Restated Related Party Disclosures” under Chapter titled “Restated Standalone Financial Information” beginning on page 209 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 Prospectus in which our directors are interested directly or indirectly.

Interest of Directors in the promotion and formation of our Company

As on the date of this Red Herring Prospectus, except for Mr. Madhusudan Goenka (Managing director) and Mr. Praveen Kumar Goenka (Whole-time director – Executive director), none of our other Directors are interested in the promotion of our Company. For further details, see “Our Promoter and Promoter Group” on.

Interest in the property of Our Company:

Except as stated in “Our Business – Property” beginning on, Our directors do not have any other interest in any property of our Company during the period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of this Red Herring Prospectus.

Business interest

Except as stated in “Related Party Transactions” beginning on page 221 and as disclosed in this section, our Directors do not have any other interest in our business.

Changes to the Board in the last three years

The changes in the Board in the last three years immediately preceding the date of this Red Herring Prospectus are as follows:

Name of Director	Date of Event	Reasons for change
Mr. Madhusudan Goenka	February 17, 2021	Change of designation from director to Managing director
Ms. Vanshika Goenka	September 01, 2022	Appointment of Woman director (non-executive director)
Mr. Sibasis Mitra	January 16, 2023	Appointment as an Independent director
Mr. Sankar Thakur	January 16, 2023	Appointment as an Independent director
Mr. Praveen Kumar Goenka	December 16, 2022	Change of designation from director to Whole-time director

Corporate Governance

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective

independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

As on the date of filing this Red Herring Prospectus, our Board comprises of 5 (five) Directors, of whom 2 (two) directors are Independent Directors, 1 Non Executive Director (Woman Director) and 2 Executive Directors.

The following committees have been formed in compliance with the corporate governance norms:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholder's Relationship Committee; and
4. IPO Committee

In addition to the committees of our Board of Directors detailed below, our Board of Directors may, from time to time constitute committees for various functions.

Audit Committee

The Audit Committee was constituted by a meeting of the Board held on January 16, 2023. The members of the Audit Committee are:

Name of Director	Position in the Committee	Designation
Sibasis Mitra	Chairman	Independent Director
Sankar Thakur	Member	Independent Director
Madhusudan Goenka	Member	Managing Director

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The terms of reference of the Audit Committee are as follows:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee of the Company;
- to obtain outside legal or other professional advice; and
- to secure attendance of outsiders with relevant expertise, if it considers necessary;
- such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference 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; and
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
 9. Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall refuse themselves on the discussions related to related party transactions;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
 10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
 11. Scrutiny of inter-corporate loans and investments;
 12. Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.
 13. Evaluation of internal financial controls and risk management systems;
 14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 15. 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;
 16. Discussion with internal auditors of any significant findings and follow up thereon;
 17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 18. 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;
 19. 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;
 20. To review the functioning of the whistle blower mechanism;
 21. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 22. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
 23. Reviewing the utilization of loans / advances / investments / guarantees / providing any security, if any, with all the companies falling under the category of the promoter group and the group companies as defined under the SEBI regulations, as amended till date, and also with any banks or financial institutions, for an amount not exceeding rupees 100 crore (rupees one hundred crore) including existing loans / advances / investments / guarantees / provision of any security existing as on the date of coming into force of this provision.
 24. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
 25. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 26. The Audit Committee shall review compliance with the provisions of the SEBI Insider Trading Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

27. To consider the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders; and
28. Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
 - The financial statements, in particular, the investments made by any unlisted subsidiary; and
7. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a meeting of the Board held on January 16, 2023. The members of the Nomination and Remuneration Committee are:

Name of Director	Position in the Committee	Designation
Sibasis Mitra	Chairperson	Independent Director
Sankar Thakur	Member	Independent Director
Vanshika Goenka	Member	Non-Executive Director

The Company Secretary of our Company shall serve as the secretary of the Nomination & Remuneration Committee.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulating 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.
2. 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 various backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
3. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that: the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
4. Formulating criteria for evaluation of performance of independent directors and the Board;

5. Devising a policy on diversity of Board;
6. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
7. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
8. Recommending to the board, all remuneration, in whatever form, payable to senior management;
9. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
10. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
11. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
12. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
13. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
14. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
 15. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
 16. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
17. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable; and Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a meeting of the Board held on January 16, 2023. The members of the Stakeholders' Relationship Committee are:

Name of Director	Position in the Committee	Designation
Sibasis Mitra	Chairperson	Independent director
Praveen Kumar Goenka	Member	Whole-time Director
Vanshika Goenka	Member	Non-Executive Director

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities,

- non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
3. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
 4. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
 5. Review of measures taken for effective exercise of voting rights by shareholders;
 6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;
 7. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
 8. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
 9. To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
 10. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
 11. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

IPO Committee

The IPO Committee was constituted by a meeting of the Board held on November 1, 2022. The members of the IPO Committee are:

Name of Director	Position in the Committee	Designation
Madhusudan Goenka	Chairperson	Managing Director
Vanshika Goenka	Member	Non-Executive Director
Praveen Kumar Goenka	Member	Whole-time director (Executive director)

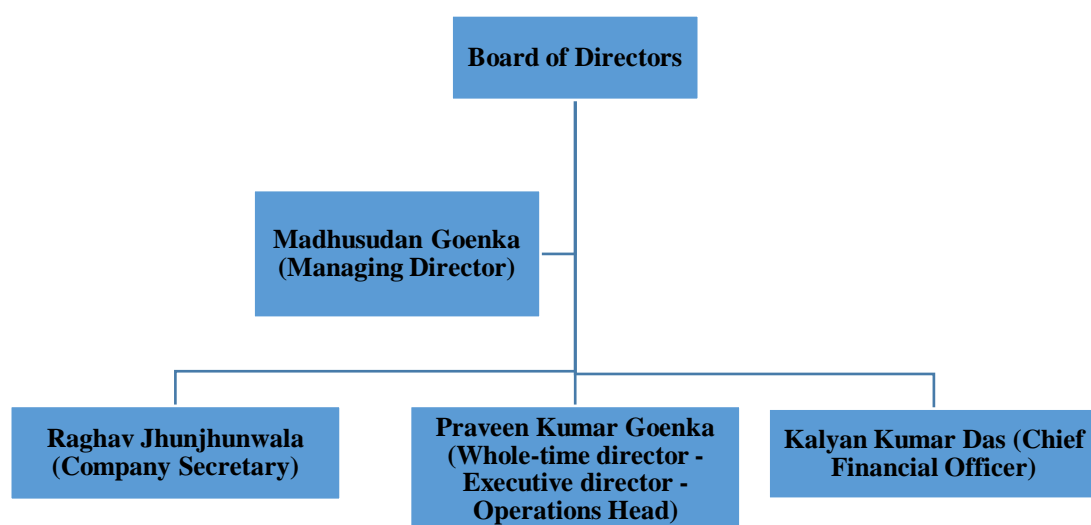
The terms of reference of the IPO Committee are as follows:

1. To decide, negotiate and finalize, in consultation with the Book Running Lead Manager appointed in relation to the Offer (the "BRLM"), all matters regarding the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;
2. To decide on other matters in connection with or incidental to the Offer, including the timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Offer opening and Offer closing date, discount (if any), reservation, determining the anchor investor portion, Offer price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the Draft Red Herring Prospectus (the "DRHP"), Red Herring Prospectus (the "RHP") and the Prospectus as applicable;

4. To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the Stock Exchanges, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
5. To invite the existing shareholders of the Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;
6. To approve the relevant restated financial statements to be issued in connection with the Offer;
7. To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangements in consultation with the BRLM with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, independent chartered accountants, registrar to the Offer, depositories, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLM;
8. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;
9. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Offer with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;
10. To authorise the maintenance of a register of holders of the Equity Shares;
11. To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;
12. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
13. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
14. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
15. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
16. To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
17. To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

18. To Offer receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforesaid documents;
19. To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;
20. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
21. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
22. To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
23. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;
24. To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Offer or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
25. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
26. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
27. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
28. To withdraw the DRHP, RHP or the Prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM; and
29. To delegate any of its powers set out under the points mentioned hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company”.

Management organisation chart



Key Managerial Personnel (KMP)

For details in relation to the biographies of our Managing Director and Executive Director, see “Brief profiles of our Directors” on page 129. The details of the Key Managerial Personnel of our Company are as follows:

Mr. Raghav Jhunjhunwala, is the Company Secretary and Compliance Officer of our Company with effect from November 01, 2022. He was appointed as the Compliance Officer of our Company with effect from December 16, 2022. He holds a bachelor’s degree in commerce from University of Calcutta and is a member of the Institute of Company Secretaries of India (ICSI). He has an experience of 5 years and prior to joining our Company, he was associated as a Company Secretary in the firm M/s S.R. & Associates.

Mr. Kalyan Kumar Das is the Chief Financial Officer of the company with effect from December 16, 2022. He holds a Masters of Commerce (M.Com) degree from Calcutta University. He has over 29 years’ of experience in the field of Accounts & Finance. He joined the Auro Group 5 years ago and previously was the Accounts & Finance Manager for a cotton yarn manufacturing company for almost 20 years. He also has relevant work experience in accounting, statutory compliance, auditing & banking sector.

We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka are also part of the Board of Directors.
- d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2023.
- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel except as stated in the terms of their appointment.

- g. Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.
- h. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

We further confirm that:

1. As on the date of this Red Herring Prospectus, none of our director is or was a director of any listed Company during the last 5 (five) years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
2. As on the date of this Red Herring Prospectus, none of our director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
3. As on the date of this Red Herring Prospectus, none of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoters, 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.
4. No proceedings / investigations have been initiated by SEBI against any Company, the Board of Directors of which also comprises any of the Directors of our Company.
5. As on the date of this Red Herring Prospectus, none of our directors are on the RBI List of willful defaulters or Fraudulent Borrowers.

Relationship among Key Management Personnel

Except as disclosed in “Our Management-Relationship between our Directors and Key Managerial Personnel” on page 130, none of our Key Management Personnel are related to each other.

Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel except as stated in the terms of their appointment.

Contingent and Deferred Compensation Payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

Shareholding of the Key Managerial Personnel

None of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Red Herring Prospectus, except as under:

Sl. No.	Name of the KMP	No. of equity shares held
1.	Mr. Madhusudan Goenka (Managing director)	79,88,400
2.	Mr. Praveen Kumar Goenka (Whole-time director – Executive director)	4,80,000
	TOTAL	84,68,400

Interest of Key Managerial Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personnel are interested in our Company.

Changes in the Key Management Personnel in last three years

Except the details mentioned under “Changes to the Board in the last three years” the details of the changes in the Key Management Personnel of our Company in the last three years are as follows:

Name	Designation	Date of event	Reason of change
Mr. Madhusudan Goenka	Managing director	February 17, 2021	Change of designation from director to Managing director
Mr. Praveen Kumar Goenka	Executive director (Whole-time director)	December 16, 2022	Change of designation from director to Whole-time director
Mr. Kalyan Kumar Das	Chief Financial Officer	December 16, 2022	Appointment as the Chief Financial Officer
Mr. Raghav Jhunjhunwala	Company Secretary	November 1, 2022	Appointment as the Company Secretary

Payment or benefits to the Key Management Personnel (non-salary related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “Our Business” beginning on pages 160 and 98 respectively of this Red Herring Prospectus , we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Prospectus.

Employee stock option plan

As on the date of filing of this Red Herring Prospectus, our Company does not have employee stock option scheme.



OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are **Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka**. As on the date of this Red Herring Prospectus (DRHP), the Promoters, hold an aggregate of **84,68,400 (Eighty four lakhs sixty eight thousand and four hundred)** Equity Shares in our Company, representing **91.25%** of the pre-offer issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters shareholding in our Company, see “Capital Structure – History of build-up of Promoters’ shareholding and lock-in’ shareholding in our Company” on page 66.

Details of our individual promoters are as follows:

	<p>MADHUSUDAN GOENKA</p> <p>Mr. Madhusudan Goenka, aged 62 years, is the Promoter and Managing Director on our Board. For the complete profile of Mr. Madhusudan Goenka, please refer to “Our Management” on page 130.</p> <p>His permanent account number is ADLPG6994M</p>
	<p>PRAVEEN KUMAR GOENKA</p> <p>Mr. Praveen Kumar Goenka, aged 65 years, is the Promoter, an Executive director (Whole-time director) and the Chief Operations Officer of the Company. He is engaged in overall managing the operations of the company. For the complete profile of Mr. Praveen Kumar Goenka, please refer to “Our Management” on page 130.</p> <p>His Permanent Account Number is ADXPG0946R</p>

Confirmations/ Declarations:

In relation to our Promoters, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to respective stock exchange(s) at the time of filing of this Red Herring Prospectus.

Change in management and control of our Company

There has not been any change in the management and control of our Company in the last five years immediately preceding the date of this Red Herring Prospectus.

Interest of our Promoters

Interest in the promotion of Our Company

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Red Herring Prospectus, our Promoters, Mr. Madhusudan Goenka and Mr. Praveen Kumar Goenka hold an aggregate of **84,68,400 (Eighty four lakhs sixty eight thousand and four hundred)** Equity Shares in our Company, representing **91.25%** of the pre-offer issued, subscribed and paid-up Equity Share capital of our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment, rent payable to any of them, purchase & sale transactions, reimbursement of expenses payable to them, if any and unsecured loan taken from them, if any. For details, please refer to Note - 32 – “Related Party Transactions” beginning on page 209 of this Red Herring Prospectus.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company except as mentioned in the Chapter “Our Business” beginning on page 98 of this Red Herring Prospectus.

Interest as Member of our Company

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group together hold **84,68,400 (Eighty four lakhs sixty eight thousand and four hundred)** Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of their shareholding in our Company, our Promoters do not hold any other interest in our Company.

Payment Amounts or Benefit to our Promoter during the Last Two Years

No payment has been made or benefit given to our Promoter in the two years preceding the date of this Red Herring Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Statements’ and ‘Capital Structure’ on pages 127, 160 and 61 respectively of this Red Herring Prospectus. Further, as on the date of this Red Herring Prospectus, there is no bonus or profit sharing plan for our Promoter except for the commission / bonus payable as per the terms of agreement with the promoter covered under “Remuneration of Directors from our Company” section of “Our Management” chapter in page no. 132 of this Red Herring Prospectus.

Litigations involving our Promoter

Except as disclosed under “Outstanding Litigations and Material Developments” on page 239, there is no litigation or legal and regulatory proceedings involving our Promoter as on the date of this Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Except as mentioned below, none of our promoters have been disassociated from any entities in the last 3 years:

Name of the director	Name of the entity	Date of appointment	Date if cessation	Reason
Mr. Madhusudan Goenka	PP Electro Filter Engineering Private Limited	29/01/2010	03/10/2022	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.
	Grey Engineering Works Limited	28/01/2010	17/10/2022	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.

	ERC Technology Private Limited	03/02/2010	04/03/2023	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.
Mr. Praveen Kumar Goenka	Success Complex Private Limited	10/05/2010	05/11/2022	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.
	Grey Engineering Works Limited	28/01/2010	17/10/2022	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.
	PP Electro Filter Engineering Private Limited	01/01/2021	03/10/2022	Resignation u/s168 of the Companies Act, 2013 due to personal reasons.

Experience of our Promoter in the business of our Company

For details in relation to experience of our Promoter in the business of our Company, see “Our Management” on page 127.

Material Guarantees

Except as stated in the “Financial Indebtedness” and “Other Financial Information” beginning on page 237 and 217 of this Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

Other Confirmations

For details on litigations and disputes pending against the Promoter and defaults made by them including violations of securities laws, if any, please refer to the section titled “Outstanding Litigation and Material Developments” on page 239 of this Red Herring Prospectus. Our Promoters have not been declared as wilful defaulter by the RBI, fugitive economic offender under the Fugitive Economic Offenders Act, 2018 or any other governmental authority. Further, Our Promoter and Promoter Group have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holder/ Banks/ FIs during the past three years.

Promoter Group

In addition to our Promoter, individual and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship with the Promoters	Mr. Madhusudan Goenka	Mr. Praveen Kumar Goenka
Father	Late Mahabir Prasad Goenka	Late Parmeshwar Lal Goenka
Mother	Mrs. Gita Goenka	Late Sita Devi Goenka
Spouse	Late Nivedita Goenka	Mrs. Rajani Goenka
Brother	Mr. Manmohan Goenka Late Manoj Goenka	Mr. Sampat Kumar Goenka
		Mr. Anand Kumar Goenka
		Mr. Arun Kumar Goenka

		Mr. Sanjay Kumar Goenka
		Mr. Rakesh Kumar Goenka
Sister	Mrs. Alka Prakash Rao	Mrs. Kusum Devi Gourisaria
		Mrs. Kumud Devi Bhuwalka
		Mrs. Mona Agarwal
		Mrs. Meera Agarwal
Children	Mrs. Vedika Keyal	Mr. Krishan Kumar Goenka
	Ms. Vanshika Goenka	Mrs. Rina Jain
		Mrs. Puja Agarwal
Spouse's Father	Late Mr. Rukmanand Sonthalia	Late Bishwa Nath Budhia
Spouse's Mother	Mrs. Pushpa Devi Sonthalia	Late Lalita Devi Budhia
Spouse's Sister	Mrs. Lalita Devi Jain	Mrs. Pinki Garg
	Mrs. Sarita Tulsyan	Mrs. Madhu Dalmia
	Mrs. Sunanda Ganeriwala	-
	Mrs. Anupama Chhaochharia	-
Spouse's Brother	Mr. Jyoti Vardhan Sonthalia	-

Companies / body corporates / HUF / Association of persons / Trust forming part of our Promoter Group:

Relationship with the promoters	Promoters	
	Mr. Madhusudan Goenka	Mr. Praveen Kumar Goenka
Anybody corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member	1. Auro Industries Ltd. 2. Auro Electropower Pvt. Ltd. 3. Grey Engineering Works Limited 4. PP Electro Filter Engineering Private Limited 5. Tatanagar Transport Corporation Limited	1. Auro Electropower Pvt. Ltd.
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital	1. Madhusudan Goenka HUF 2. Bhagwati Prasad Goenka Charitable Trust	1. Praveen Kumar Goenka HUF

All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

OUR GROUP COMPANIES

The definition of “Group Companies” as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such 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 considered material by the board of the issuer.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board of the company pursuant to its resolution dated December 16, 2022, our Group Companies include:

Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last three financial years.

Provided, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last three financial years and which are no longer associated with our Company have not been disclosed as Group Companies.

Details of our Group Companies:

Except as stated below, there are no companies/ entities falling under the definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended till date, which are to be identified as group companies/ entities:

1. Auro Industries Ltd.
2. Auro Electropower Pvt. Ltd.
3. ERC Technology Private Limited
4. Grey Engineering Works Limited
5. PP Electro Filter Engineering Private Limited
6. Tatanagar Transport Corporation Limited

In accordance with the SEBI ICDR Regulations, certain financial information and other details in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements and other documents (as applicable) are available at the website of the company at www.auroimpex.com.

Furthermore, material information regarding our Group Companies have been provided below:

Auro Industries Ltd. (“AIL”)

Corporate information

AIL was incorporated on September 08, 1995 under the Companies Act, 1956 as an unlisted public limited company. The registered office address of AIL is located at 32, K. L. Saigal Sarani, 740A, Block - P, New Alipore, Kolkata, 700053.

The CIN of AIL is U24299WB1995PLC074068.

The PAN of AIL is AACCA5390C.

Board of Directors

The Directors of AIL as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
MADHUSUDAN GOENKA	DIRECTOR	00146365
PRAVEEN KUMAR GOENKA	DIRECTOR	00156943
BINOD AGARWAL	DIRECTOR	00215233

Shareholding Pattern

The shareholding pattern of AIL as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
GREY ENGINEERING WORKS LTD	1,00,000	10.83	10	10,00,000
MADHUSUDHAN GOENKA	5,17,300	56.04	10	51,73,000
MADHUSUDHAN GOENKA (HUF)	1,28,100	13.88	10	12,81,000
VANSHIKA GOENKA	1,10,000	11.92	10	11,00,000
PRAVEEN KUMAR GOENKA	29,900	3.24	10	2,99,000
BINOD KUMAR AGARWAL	100	0.01	10	1,000
RAJANI GOENKA	37,700	4.08	10	3,77,000
Total	9,23,100	100		92,31,000

Capital Structure

The Capital structure of AIL as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 10,00,000 equity shares of Rs. 10/- each amounting to Rs. 1,00,00,000

Issued, Subscribed and Paid-up Capital: 9,23,100 equity shares of Rs. 10/- each amounting to Rs. 92,31,000

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	52,03,54,900	47,95,15,295	25,77,43,662
Total Income	52,52,63,500	48,28,95,179	25,91,47,211
Total expenditure	52,18,23,000	48,06,42,247	25,73,43,633
Profit/(Loss) before tax	34,40,500	22,52,932	18,03,578
Current tax	8,59,600	5,43,033	4,49,704
Deferred tax / MAT credit entitlement, if any	26,900	26,504	5,484
Income Tax for the earlier year	9,600	-	-
Profit/(Loss) after tax	25,44,400	16,83,395	13,48,390
Earnings per share (Rs.) (Basic& diluted)	2.76	1.82	1.46
Net Worth	4,59,95,200	4,34,50,791	4,17,67,397
Reserves & surplus	3,67,64,200	3,42,19,791	3,25,36,397
Total assets	22,05,88,200	19,34,56,583	15,67,91,590
Total liabilities	22,05,88,200	19,34,56,583	15,67,91,590

Auro Electropower Pvt. Ltd. (AEP)

Corporate Information

AEP was incorporated on April 07, 1995 under the Companies Act, 1956 as a private limited company. The registered office address of AEP is located at 32, K. L. Saigal Sarani, 740A, Block - P, New Alipore, Kolkata, 700053.

The CIN of AEP is U24299WB1995PTC071020

The PAN of AEP is AACCA5391D.

Board of Directors

The Directors of AEP as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
MADHUSUDAN GOENKA	DIRECTOR	00146365
PRAVEEN KUMAR GOENKA	DIRECTOR	00156943

Shareholding Pattern

The shareholding pattern of AEP as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
GREY ENGINEERING WORKS LIMITED	50000	20.10	10	5,00,000
MADHUSUDAN GOENKA	101200	40.69	10	10,12,000
MADHUSUDAN GOENKA (HUF)	40000	16.08	10	4,00,000
PRAVEEN KUMAR GOENKA	55500	22.32	10	5,55,000
KRISHNA KUMAR GOENKA	2000	0.81	10	20,000
Total	248700	100		24,87,000

Capital Structure

The Capital structure of AEP as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 2,50,000 equity shares of Rs. 10/- each amounting to Rs. 25,00,000

Issued, Subscribed and Paid-up Capital: 2,48,700 equity shares of Rs. 10/- each amounting to Rs. 24,87,000

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	NIL	NIL	NIL
Total Income	7,09,700	6,55,890	6,07,789
Total expenditure	6,72,500	5,95,775	5,32,708
Profit/(Loss) before tax	37,200	60,115	75,081
Current tax	(10,600)	(27,504)	(15,800)

Deferred tax / MAT credit entitlement, if any	900	(42,942)	(3,721)
Profit/(Loss) after tax	27,500	(10,331)	55,560
Earnings per share (Rs.) (Basic& diluted)	0	(0.04)	0.22
Net Worth	77,05,700	76,78,179	76,88,510
Reserves & surplus	52,18,700	51,91,179	52,01,510
Total assets	1,07,61,900	1,06,28,851	1,11,13,693
Total liabilities	1,07,61,900	1,06,28,851	1,11,13,693

ERC Technology Private Limited (ERC)

Corporate Information

ERC was incorporated on February 03, 2010 under the Companies Act, 1956 as a private limited company. The registered office address of ERC is located at Plot no.112, AG Block, Sector-II, Salt lake City, Parganas North, West Bengal - 700091

The CIN of ERC is U74140WB2010PTC141676.

The PAN of ERC is AACCE3146J.

Board of Directors

The Directors of ERC as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
PRADIP MUKHERJEE	DIRECTOR	00923422
PRATIK MUKHERJEE	DIRECTOR	07280719
PRANOY MUKHERJEE	ADDITIONAL DIRECTOR	09798649

Shareholding Pattern

The shareholding pattern of ERC as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
MADHUSUDAN GOENKA	9,614	9.19%	10	96,140
PRADIP MUKHERJEE	59,957	57.33%	10	5,99,570
PRATIK MUKHERJEE	17,500	16.74%	10	1,75,000
PRONAY MUKHERJEE	17,500	16.74%	10	1,75,000
Total	104571	100		10,45,710

Capital Structure

The Capital structure of ERC as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 1,50,000 equity shares of Rs. 10/- each amounting to Rs. 15,00,000

Issued, Subscribed and Paid-up Capital: 1,04,571 equity shares of Rs. 10/- each amounting to Rs. 10,45,710

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	1,86,10,200	83,90,084	64,42,526
Total Income	1,87,90,400	83,94,795	68,80,234
Total expenditure	1,82,19,310	78,81,602	76,46,789
Profit/(Loss) before tax	5,71,090	5,13,193	(7,66,555)
Current tax	-	-	
Deferred tax / MAT credit entitlement, if any	(5,270)	(5,012)	(10,980)
Profit/(Loss) after tax	5,76,360	5,18,204	(7,55,575)
Earnings per share (Rs.) (Basic& diluted)	5.51	4.96	(7.23)
Net Worth	48,00,770	42,24,409	37,06,205
Reserves & surplus	37,55,060	31,78,699	26,60,495
Total assets	1,20,62,150	92,10,796	71,82,097
Total liabilities	1,20,62,150	92,10,796	71,82,097

Grey Engineering Works Limited (GREY)**Corporate Information**

GREY was incorporated on January 28, 2010 under the Companies Act, 1956 as an unlisted public limited company. The registered office address of GREY is located at 157A, Sri Aurobindo Sarani, Kolkata- 700006.

The CIN of GREY is U31908WB2010PLC141480.

The PAN of GREY is AADCG6704H.

Board of Directors

The Directors of GREY as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
DIPANKAR NASKAR	DIRECTOR	06917768
NILADRI CHOUDHURY	ADDITIONAL DIRECTOR	09759306
SUJOY DAS	ADDITIONAL DIRECTOR	09765693

Shareholding Pattern

The shareholding pattern of GREY as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
VANSHIKA GOENKA	10	0.02	10	100
KRISHAN KUMAR GOENKA	5,000	10	10	50,000
MADHUSUDAN GOENKA	14,980	29.96	10	1,49,800
PRAVEEN KUMAR GOENKA	5,000	10	10	50,000
MADHUSUDAN GOENKA JT. VANSHIKA GOENKA	20,000	40	10	2,00,000
RAJANI GOENKA	5,000	10	10	50,000
VEDIKA KEYAL	10	0.02	10	100
Total	50000	100		5,00,000

Capital Structure

The Capital structure of GREY as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 2,00,000 equity shares of Rs. 10/- each amounting to Rs. 20,00,000

Issued, Subscribed and Paid-up Capital: 50,000 equity shares of Rs. 10/- each amounting to Rs. 5,00,000

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	1,95,000	NIL	NIL
Total Income	1,95,000	-	
Total expenditure	1,91,700	1,91,060	2,21,708
Profit/(Loss) before tax	3,300	(1,91,060)	(2,21,708)
Current tax	(800)	-	-
Deferred tax / MAT credit entitlement, if any	-	-	-
Profit/(Loss) after tax	2,500	(1,91,060)	(2,21,708)
Earnings per share (Rs.) (Basic & diluted)	0.05	(3.82)	(4.43)
Net Worth	(3,21,300)	(3,23,760)	(1,32,700)
Reserves & surplus	(8,21,300)	(8,23,760)	(6,32,700)
Total assets	16,56,200	16,29,125	16,20,690
Total liabilities	16,56,200	16,29,125	16,20,690

PP Electro Filter Engineering Private Limited (PP)

Corporate Information

PP was incorporated on January 29, 2010 under the Companies Act, 1956 as a private limited company. The registered office address of PP is located at 32, K. L. Saigal Sarani, 740A, Block - P, New Alipore, Kolkata, 700053.

The CIN of PP is U15100WB2010PTC141486

The PAN of PP is AAFCP3339P.

Board of Directors

The Directors of PP as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
DIPANKAR NASKAR	DIRECTOR	06917768
VANSHIKA GOENKA	DIRECTOR	07022384

Shareholding Pattern

The shareholding pattern of PP as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
MADHUSUDAN GOENKA	5,500	55	10	55,000
VANSHIKA GOENKA	4,500	45	10	45,000
Total	10,000	100		1,00,000

Capital Structure

The Capital structure of PP as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 1,00,000 equity shares of Rs. 10/- each amounting to Rs. 10,00,000

Issued, Subscribed and Paid-up Capital: 10,000 equity shares of Rs. 10/- each amounting to Rs. 1,00,000

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	25,000	NIL	NIL
Total Income	25,000	-	-
Total expenditure	19,870	21,975	1,95,635
Profit/(Loss) before tax	5,130	(21,975)	(1,95,635)
Current tax	800	-	-
Deferred tax / MAT credit entitlement, if any	-	-	-
Profit/(Loss) after tax	4,330	(21,975)	(1,95,635)
Earnings per share (Rs.) (Basic& diluted)	0.43	(2.20)	(19.56)
Net Worth	98,740	94,405	1,16,380
Reserves & surplus	(1,260)	(5,595)	16,380
Total assets	5,97,940	5,90,701	6,22,469
Total liabilities	5,97,940	5,90,701	6,22,469

Tatanagar Transport Corporation Limited (TTCL)

Corporate Information

TTCL was incorporated on November 09, 1978 under the Companies Act, 1956 as an unlisted public limited company. The registered office address of TTCL is located at U-14, Civiltownship Rourkela, Orissa- 769004.

The CIN of TTCL is U60231OR1978PLC000794.

The PAN of TTCL is AABCT1361P.

Board of Directors

The Directors of TTCL as on the date of this Red Herring Prospectus are as follows:

Name of the directors	Designation	DIN
MADHUSUDAN GOENKA	DIRECTOR	00146365
PRAVEEN KUMAR GOENKA	DIRECTOR	00156943
DIPANKAR NASKAR	DIRECTOR	06917768

Shareholding Pattern

The shareholding pattern of TTCL as on the date of this Red Herring Prospectus are as follows:

Name of the shareholder	No. of shares held	Percentage of shareholding (%)	Face value per share (Rs.)	Amount (Rs.)
MADHUSUDAN GOENKA	20,000	38.46	10	2,00,000
MADHUSUDAN GOENKA (HUF)	2,500	4.81	10	25,000

PRAVEEN KUMAR GOENKA	4,000	7.69	10	40,000
PRAVEEN KUMAR GOENKA (HUF)	6,500	12.50	10	65,000
KRISHNA KUMAR GOENKA	5,000	9.62	10	50,000
RAJNI GOENKA	9,000	17.31	10	90,000
VANSHIKA GOENKA	5,000	9.62	10	50,000
Total	52,000	100		5,20,000

Capital Structure

The Capital structure of TTCL as on the date of this Red Herring Prospectus are as follows:

Authorized share capital: 10,00,000 equity shares of Rs. 10/- each amounting to Rs. 1,00,00,000

Issued, Subscribed and Paid-up Capital: 52,000 equity shares of Rs. 10/- each amounting to Rs. 5,20,000

Financial Performance of the company for the past 3 years:

Particulars	Amount as on March 31, 2022 (Rs.)	Amount as on March 31, 2021 (Rs.)	Amount as on March 31, 2020 (Rs.)
Revenue from operations (Sales)	72,000	72,000	72,000
Total Income	99,900	1,00,793	1,04,392
Total expenditure	97,200	98,828	1,02,522
Profit/(Loss) before tax	2,700	1,965	1,870
Current tax	700	513	487
Deferred tax / MAT credit entitlement, if any	-	-	-
Profit/(Loss) after tax	2,000	1,452	1,383
Earnings per share (Rs.) (Basic& diluted)	0.04	0.03	0.03
Net Worth	6,39,200	6,37,228	6,35,776
Reserves & surplus	1,19,200	1,17,228	1,15,776
Total assets	6,50,600	6,57,839	6,52,257
Total liabilities	6,50,600	6,57,839	6,52,257

Nature and extent of interest of our Group Companies

a) Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Common pursuits among the Group Company and our Company

Except as disclosed in “Related Party Transactions” on page 221, there are no related business transactions with the Group Company.

Litigation details of our Group Companies

A. LITIGATIONS INVOLVING OUR GROUP COMPANIES

1. Litigation Involving Criminal matters: NIL
2. Litigation Involving Civil matters: NIL
3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: As mentioned below:

Auro Industries Ltd. (“AIL”)

A. Y.	Section Code	Date of Demand	Amount (Rs.)	Particulars
2014-15	143(3)(3)	22.04.2016	91,554	No Appeal has been preferred against the demand. The matter is pending.
2016-17		22.11.2016	166	No Appeal has been preferred against the demand. The matter is pending.
2017-18	143(1)(a)	23.04.2018	975	No Appeal has been preferred against the demand. The matter is pending.
2020-21	154	15.07.2022	1,328	No Appeal has been preferred against the demand. The matter is pending.
TOTAL			94,023	

Tatanagar Transport Corporation Limited

A. Y.	Section Code	Date of Demand	Amount (Rs.)	Particulars
2005-06	143(1)	11.03.2006	7,699	No Appeal has been preferred against the demand. The matter is pending.
TOTAL			7,699	

(viii) Indirect Taxes Liabilities: NIL

5. Other Pending Litigations: NIL

B. Penalties imposed in past cases for the last five years: NIL

Business interest of Group Company

Except in the ordinary course of business and as stated in “Related Party Transactions” on page 221, our Group Company has no business interest in our Company.

Sick companies / Winding up

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

Undertaking/ Confirmations by our Group Companies

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been:

- i). Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii). Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- iii) None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.
- iv) Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/ Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act.

Our Company does not have a formal dividend policy. The dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions, our Company's liquidity position and future cash flow needs, the prevailing taxation policy or any amendments expected thereof, with respect to distribution of dividend, capital expenditure requirements considering opportunities for expansion and acquisition, cost and availability of alternative sources of financing, prevailing macroeconomic and business conditions, and overall financial position of our Company and other factors considered relevant by our Board. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

For more information on restrictive covenants under our current loan agreements, please see "Financial Indebtedness" on page 237 of this Red Herring Prospectus. Our Company may pay dividend by cheque, or electronic clearance services, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. For further details, see "*Risk Factors – Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditure*" on page 38 of this Red Herring Prospectus.

No dividend has been paid by our Company on the Equity Shares during the last three Fiscals or from April 1, 2022 till the date of this Red Herring Prospectus. There is no guarantee that any dividend will be declared or paid by our Company in the future. We cannot assure you that we will be able to pay dividends in the future. For further details, see "*Risk Factors – Our ability to pay dividends in the future will depend upon future earnings, financial conditions, cash flows, working capital requirements and capital expenditures*" on page 38.

Section VI: FINANCIAL INFORMATION

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS OF AURO IMPEX & CHEMICALS LIMITED

(Formerly known as Auro Impex & Chemicals Private Limited)

To,
The Board of Directors,
Auro Impex & Chemicals Limited
32 K.L. Saigal Sarani 740A Block -P
New Alipore, Kolkata 700053, West Bengal

Dear Sir,

1. We have examined the attached Restated Consolidated Financial Statement along with the significant accounting policies and related notes and Other Financial Information of Auro Impex & Chemical Limited (the "Holding Company" or the "Company") and its subsidiaries (collectively referred to as the "Group") for the financial year ended on March 31, 2023 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the Emerge Platform of the National Stock Exchange of India Limited ("NSE").

2. The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Holding Company. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statement. The Management is also responsible for identifying and ensuring that the Holding Company complies with the Act, the Rules and ICDR Regulations.

3. The said Restated Consolidated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Prospectus in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:

- i) Section 26 of Part I of Chapter III to the Companies Act, 2013("the Act");
- ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations");
- iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Prospectus being issued by the Company for its proposed IPO of equity shares; and
- iv) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").

4. We have examined the accompanied Restated Consolidated Statement of Profit and Loss for financial year ended on March 31, 2023, Restated Consolidated Balance Sheet and the Restated Consolidated Cash Flow Statement as on those dates, forming Part of the Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts thereon, which are the responsibility of the Company's management. The information has been extracted from the audited Financial Statements for the year ended as at March 31, 2023. The Restated Consolidated Financial Statements for the year ended March 31, 2023 have been audited by us, M/s Rajesh Jalan & Associates, Chartered Accountants being the statutory auditors of the company which are all approved by the Board of Directors of the Company at their meeting held on 26th April, 2023 and upon which we have placed our reliance while reporting.

5. In terms of Schedule VI (Part A) (11) (A) (II) (i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Auro Impex & Chemicals Limited, we, Rajesh Jalan & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our certificate is valid as on date.

6. Based on our examination, we further report that:

a. The —Restated Consolidated Balance Sheet as set out in this report, of the Company for the financial year ended March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the 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 this Report.

b. The —Restated Consolidated Statement of Profit and Loss as set out in this report, of the Company for the financial year ended March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the 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 this Report.

c. The —Restated Consolidated Statement of Cash Flow as set out in this report, of the Company for the financial year ended March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the 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 this Report.

d. The Restated Consolidated Financial Statements have been made after incorporating adjustments for:

i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.

ii. Prior period and other material amount in the respective financial years to which they relate are stated in the Notes to Accounts:

e. There were no qualifications in the Audit Reports issued by us, being the Statutory Auditor for the financial year ended March 31, 2023 which would require adjustments in this Restated Consolidated Financial Statements of the Company.

7. In our opinion, the Restated Consolidated Financial Statements and the other Financial Information read with the significant accounting policies and notes to the restated consolidated financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI). Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Rajesh Jalan & Associates,
Chartered accountants
(Firm Registration No. 326370E)

CA Rajesh Jalan,
Membership No.: 065792
Place: Kolkata
Date: 26.04.2023
UDIN:

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Restated Consolidated Balance Sheet as on 31st March , 2023				
A	EQUITY AND LIABILITIES	Notes	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
1	Shareholders' Funds			
(a)	Share Capital	3	928.08	77.34
(b)	Reserves and Surplus	4	826.88	1,077.70
	Total Shareholders' Funds		1,754.96	1,155.04
2	Non-Current Liabilities			
(a)	Long Term Borrowings	5	974.63	978.95
(b)	Deferred Tax Liabilities (Net)	6	72.51	60.72
(c)	Other Long Term Liability	7	199.79	94.41
	Total Non-Current Liabilities		1,246.93	1,134.08
3	Current Liabilities			
(a)	Short Term Borrowings	8	3,901.29	3,010.72
(b)	Trade Payables	9		
	(i) Dues to Micro & Small Enterprises		102.27	55.70
	(ii) Dues to Others		224.68	514.10
(c)	Other Current Liabilities	10	841.06	299.98
(d)	Short Term Provisions	11	156.89	49.94
	Total Current Liabilities		5,226.20	3,930.44
	Total Equity & Liabilities		8,228.09	6,219.57
B	ASSETS			
1	Non-Current Assets			
(a)	Property,Plants & Equipment & Intangible Assets			
	Property,Plants & Equipment	12.1	910.30	863.55
	Capital work-in-progress	12.2	275.20	63.98
(b)	Other Non-Current Assets	13	56.71	3.01
	Total Non-Current Assets		1,242.21	930.54
2	Current Assets			
(a)	Inventories	14	2,799.19	2,232.63
(b)	Trade Receivables	15	1,495.39	1,660.44
(c)	Cash and Cash Equivalent	16	1,276.65	746.21
(d)	Short Term Loans and Advances	17	1,227.47	442.89
(e)	Other Current Assets	18	187.17	206.85
	Total Current Assets		6,985.88	5,289.02
	Total Assets		8,228.09	6,219.56
Summary of Significant Accounting Policies		"2"		
The accompanying Notes are an Integral part of the Financial Statement				
As per our Report of even date.		For and on behalf of Board of		
For Rajesh Jalan & Associates		Auro Impex & Chemicals Limited		
(Chartered Accountants)				
Firm Reg. No.: 326370E		Praveen Kumar Goenka	Madhusudan Goenka	
		Whole Time Director	Managing Director	
		'DIN-00156943	'DIN-00146365	
CA. Rajesh Jalan		Raghav Jhunjunwala	Kalyan Kumar Das	
Membership No. : 065792		Company Secretary	Chief financial Officer	
Place. : Kolkata		PAN-ALCPJ3808Q	PAN-BLAPD5469E	
Date. : 26.04.2023				

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Restated Consolidated Statement of Profit & Loss for the period ended 31st March, 2023				
A	INCOME	Notes	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Revenue from Operation	19	23,198.94	15,065.40
	Other Income	20	97.60	119.53
I	TOTAL INCOME		23,296.54	15,184.93
B	EXPENSES			
	Purchase of Traded Goods	21	6,258.19	4,990.35
	Cost of Raw Materials consumed	22	14,932.51	9,045.11
	Change in Inventories of Finished Goods , Work-In-Progress & Stock-In-Trade	23	3.08	(141.98)
	Employee Benefits Expense	24	287.94	221.34
	Finance Costs	25	396.28	293.91
	Depreciation and Amortization Expense	26	48.79	52.35
	Other Expenses	27	541.48	411.82
II	TOTAL EXPENSES		22,468.27	14,872.91
III	PROFIT BEFORE TAX (I - II)		828.27	312.02
IV	TAX EXPENSES :			
	(1) Provision for Income Tax			
	- Current Tax		183.30	54.94
	- MAT Credit Entitlement (created)/utilised		33.24	21.08
	- Earlier Years Taxes		0.02	0.10
	(2) Deferred Tax			
	- Deferred Tax Liability created/(reversed)		11.79	5.88
			228.36	81.99
V	PROFIT/(LOSS) FOR THE YEAR (III - IV)		599.92	230.03
	Earning per equity share(Nominal value of share ₹ 10)			
	- Basic	28	6.46	2.48
	- Diluted		6.46	2.48
Summary of Significant Accounting Policies		"2"		
The accompanying Notes are an Integral part of the Financial Statement				
As per our Report of even date. For Rajesh Jalan & Associates (Chartered Accountants) Firm Reg. No.: 326370E			For and on behalf of Board of Auro Impex & Chemicals Limited	
			Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365
CA. Rajesh Jalan Membership No. : 065792 Place. : Kolkata Date. : 26.04.2023			Raghav Jhunjunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief financial Officer PAN-BLAPD5469E

AURO IMPEX & CHEMICALS LIMITED		
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)		
Restated Consolidated Cash Flow Statement for the period ended 31st March, 2023		
Particulars	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
Cash Flow From Operating Activities :		
Profit before tax from continuing operations	828.27	312.02
Profit before tax	828.27	312.02
Add/ (Less): Non Cash & Non Operating Item		
Depreciation	48.79	52.35
Interest & Finance Cost	352.59	257.80
Interest received	(19.66)	(14.21)
Operating Profit Before Working Capital Changes	1,210.00	607.96
Adjusted for:		
Increase/(Decrease) in Trade Payables	(242.85)	(196.00)
Increase/(Decrease) in Other Current Liabilities	541.09	(30.05)
Increase/(Decrease) in Other Long-Term Liabilities	105.38	(30.97)
(Increase)/Decrease in Trade Receivables	165.04	335.50
(Increase)/Decrease in Inventories	(566.56)	(832.31)
(Increase)/Decrease in Short Term Loans and Advances	(784.59)	(131.32)
(Increase)/Decrease in Other Non-Current Assets	(53.70)	(3.01)
(Increase)/Decrease in Other Current Assets	(13.56)	(85.74)
Extraordinary Items Before Tax	360.25	(365.95)
Direct taxes paid (net of refunds)	(76.37)	(25.46)
Net Cash Flows From/ (Used) In Operating Activities (A)	283.89	(391.40)
Cash Flows From Investing Activities :		
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(306.76)	(266.16)
Interest received	19.66	14.21
Net Cash Flows From/ (Used) In Investing Activities (B)	(287.10)	(251.94)
Cash Flows From Financing Activities :		
Proceeds/ (Repayment) from Long Term Borrowings	(4.32)	245.14
Proceeds / (Repayment) from Short Term Borrowings	890.57	938.68
Interest paid	(352.59)	(257.80)
Net Cash Flows From/ (Used) In Financing Activities (C)	533.65	926.02
Net Increase / (Decrease) In Cash And Cash Equivalent (A+B+C)	530.44	282.67
Cash and Cash Equivalents at the beginning of the year	746.21	463.54
Cash and Cash Equivalent At The End Of The Year	1,276.65	746.21
Component Of Cash and Cash Equivalents		
Cash in Hand	15.23	21.60
With Banks - In Current Account	918.41	350.37
On Deposit Account	343.01	374.24
Total Cash and Cash Equivalents (Note No. 16)	1,276.65	746.21
The accompanying Notes are an Integral part of the Financial Statement		
<p>As per our report of even date For Rajesh Jalan & Associates (Chartered Accountants) Firm Reg. No.: 326370E</p>		
<p>For and on behalf of Board of Auro Impex & Chemicals Limited</p>		
<p>Praveen Kumar Goenka Madhusudan Goenka Whole Time Director Managing Director DIN-00156943 DIN-00146365</p>		
<p>Raghav Jhunjunwala Kalyan Kumar Das Company Secretary Chief financial Officer PAN-ALCPJ3808Q PAN-BLAPD5469E</p>		
<p>CA. Rajesh Jalan Membership No. : 065792 Place. : Kolkata Date. : 26.04.2023</p>		

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023	
Note	Particulars
(1) a.	<p>General Corporate Information Auro Impex & Chemicals Limited is an Auro Group Company incorporated on 20th January, 1994 with a vision to cater to the ever growing requirements of industrial air pollution equipment in industries. Auro, with its state of the art facility and a widespread domestic and international network, focuses on the manufacturing, exporting and supply of Discharge & Collecting Electrodes, and Electrostatic Precipitator (ESP) internal parts and spares. We also provide niche ESP electrical control solutions making use of the latest available technology for the same to lower outlet emissions. The organisation is ISO 9001:2015 certified, which enables us to operate with high efficiency, work at low costs, and provide superior quality to our customers.</p>
b.	<p>Basis of accounting and preparation of financial statements The consolidated financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these consolidated financial statements to comply in all material respects with the accounting standards notified under relevant provisions of the Companies Act, 2013. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. Subsidiary is an enterprise that is controlled by parent. As per Accounting Standard (AS)-21 'Consolidated Financial Statement' , Control can also be established by Control of the composition of the board of directors. Here the company has control over the subsidiary by controlling the composition of the board of directors in the subsidiary company. Minority Interest has not been computed because consolidation has been done due to control over composition of board of Directors and there is no direct/indirect investment in the subsidiary company by the parent company. Consolidated Financial Statement includes Financial of Auro Industries Limited by virtue of controlling the composition of the board of directors in the said company.</p>
2	Summary of Significant Accounting Policies.
a.	<p>AS - 1 Presentation and Disclosure of Consolidated Financial Statements The consolidated financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles (GAAP) in India and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act 2013, to the extent possible. Use of Estimates The preparation of Consolidated financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods. i) The financial statements of the Group companies are consolidated on a line-by-line basis. ii) As far as possible the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's financial statements iii) The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the company.</p>
b.	<p>AS - 2 Valuation of inventories Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary.</p>
c.	<p>AS - 3 Cash Flow Statements Cash and Cash Equivalents Cash Flow Statement has been prepared under Indirect Method. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.</p>
d.	<p>AS - 5 Net Profit or Loss for the Period, Prior Period Items, and changes in Accounting Policies Significant items of Extra-Ordinary Items, and Prior Period Incomes and Expenditures, are accounted in accordance with Accounting Standard 5.</p>
e.	<p>AS - 9 Revenue Recognition Revenue or Income and costs or Expenditure are generally accounted for on accrual basis. Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales doesnot include excise duty and GST. Income from services Revenues are recognised when services are rendered and related costs are incurred.</p>
f.	<p>Other Income Interest income and all other income are accounted on accrual basis.</p>

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

- g. AS - 10 Accounting for Property, Plant & Equipment**
Fixed Assets are stated at their original cost of acquisition less accumulated depreciation. Cost comprises of all costs incurred to bring the assets to their location and working condition.
Depreciation
Depreciation on Plant, Property & Equipment has been provided in accordance with the provisions of Schedule II of the Companies Act, 2013 at the rates specified for the Balance Life of the Asset.
During the year the Company has written off/ discarded few assets in compliance with the transitions of Charging of Assets from Depreciation to Amortisation as per the provisions of the Companies Act, 2013. The Company has restated the life of Building and Plant & Machinery from 30 to 60 Years and 15 to 30 Years respectively.
- h. AS - 11 Accounting for Effects in Foreign Exchange Rates**
The Company has Foreign Currency Transaction.
- i. AS - 13 Investments**
Non Current investments are carried at cost plus interest accrued on them.
- j. AS - 15 Employee Benefits**
Retirement Benefits
The Payment of Gratuity Act, 1972 is applicable on the company .
AS - 18 Related Party Transactions
Related Party Transactions are disclosed in the Notes to Accounts.
- k. AS - 20 Earnings Per Share**
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during period are adjusted for the effects of all dilutive potential equity shares.
EPS for previous year is Restated for Bonus shares issued during the year. Bonus shares has been issued by capitalising securities premium & profit and loss account.
- l. AS - 22 Accounting for Taxes on Income**
Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that they will be realised in future. However, where there is unabsorbed depreciation and carry forward loss under the income tax laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written off to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.
Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of Minimum Alternative Tax under the income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
- m. AS - 26 Intangible Assets**
Intangible assets are recognized when the assets is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the assets will flow to the company and cost of the assets can be reliably measured.
Acquired intangible assets are recorded at acquisition cost and amortized on written down value basis based on the useful lives of the assets, which in management's estimate represents the period during which economic benefits will be derived from their use.
- n. AS - 29 Provisions and Contingent Liabilities and Contingent Assets**
A Provision should be recognised when an enterprise has a present obligation as a result of a past event or it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023				
3	SHARE CAPITAL	31st March 2023 (₹ in lakh)		31st March 2022 (₹ in lakh)
	Authorized Share Capital 1,40,00,000 (P.Y. 10,00,000) Equity shares of ₹ 10 each.	1,400.00		100.00
		1,400.00		100.00
	Issued, Subscribed and Fully Paid-up Shares Capital 7,73,400 (P.Y : 7,73,400) Equity shares of ₹ 10/- each. Issued during the year 85,07,400 Equity Shares of ₹ 10 each.	77.34 850.74		77.34 -
	Total Issued, Subscribed and Fully Paid-up Shares Capital	928.08		77.34
a.	Reconciliation of the shares outstanding at beginning and at the end of the reporting period.	31st March 2023		31st March 2022
		No. of Shares	Value of Share (₹ in Lakhs)	No. of Shares
	At the beginning of the period, Equity shares of ₹ 10 each.	773,400	77.34	773,400
	Issued during the period, Equity shares of ₹ 10 each.	8,507,400	850.74	-
	Outstanding at the end of the period, Equity shares of ₹ 10 each.	9,280,800	928.08	773,400
				77.34
	b. The company has only one class of equity shares, par value being Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.			
	c. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
	d. The company has no holding/ultimate holding company .			
	e. During the Financial Year 2022-23, 85,07,400 No. of shares of Face Value ₹ 10 has been issued by capitalising Securities Premium and Profit & Loss Account. The company has not bought back any number of shares during the period of five years immediately preceding the reporting date.			
	f. Details of shareholders holding more than 5% shares in the company			
	Equity shares of ₹ 10 each fully paid up	31st March 2023		31st March 2022
		No. of Shares	Percentage of shares	No. of Shares
	1. Madhusudan Goenka	7,988,400	86.07%	666,150
	2. Vanshika Goenka	807,600	8.70%	10
	2. Praveen Kumar Goenka	480,000	5.17%	107,200
				13.86%
	g. For Details of Shares held by Promoters refer Annexure No. 3(g)(i).			
	h. Shares reserved for issue under options and contracts/commitments for sale of shares/disinvestment, including the terms and amounts : NIL			

AURO IMPEX & CHEMICALS LIMITED			
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)			
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
4	RESERVES & SURPLUS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Securities Premium Account		
	Balance brought forward from previous year	271.20	271.20
	Less: Premium Utilise on issue of Bonus Shares	271.20	-
	Closing Balance (A)	-	271.20
	Surplus/(Deficit) in the statement of Profit & Loss		
	Balance brought forward from previous year	388.83	158.80
	Add: Profit for the period	599.92	230.03
	Less: Surplus Utilise on issue of Bonus Shares	579.54	-
	Net Surplus in the statement of Profit & Loss (B)	409.21	388.83
	Capital Reserve	417.67	417.67
	Total (C)	417.67	417.67
	Total in (₹) (A+B+C)	826.88	1,077.70
5	LONG TERM BORROWINGS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Secured Borrowings		
	Term Loans(Refer Note No. 8)		
	- Term Loan from Indian Bank	327.74	192.14
	- Covid 19 Term loan from Indian Bank	144.86	197.05
	- Term Loan from Bank Covid Loan-1	11.22	62.56
	- Term Loan from Bank Covid Loan-2	70.55	78.67
	Long Term maturities of Finance lease obligation		
	- From Bank of Baroda - Car Loan (Refer Note No. 10)	6.60	9.68
	- From Indian Bank - Car Loan (Refer Note No.10)	7.51	-
	Unsecured Borrowings		
	- Body Corporate	406.15	438.84
	Total in (₹)	974.63	978.95
	<u>Additional Information:-</u>		
	(i) For details regarding the Securities given, Terms of Repayment, Guarantees, Rate of Interest etc refer note no. 32 & 33.		
	(ii) The company does not have any continuing default in repayment of loans and interest on the balance sheet date.		
6	DEFERRED TAX LIABILITY	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	WDV of Net block as per Companies Act, 2013 (except Land)	910.30	863.55
	WDV of Net block as per Income Tax Act, 1961 (except Land)	631.36	629.98
	Excess Depreciation provided under Income Tax Act, 1961 and Tax Impact thereon	278.93	233.56
	Deferred Tax Liability	69.70	60.72
	Add: Surcharge @ 10%	0.02	-
	Add: Health & Education Cess	2.79	-
		72.51	60.72
	Less: Deferred Tax Liability Opening	60.72	54.84
	Deferred tax liability to be provided / (written back)	11.79	5.88

AURO IMPEX & CHEMICALS LIMITED			
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)			
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
7	OTHER LONG TERM LIABILITY	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Advances from Customers	199.79	94.41
	Total in (₹)	199.79	94.41
8	SHORT TERM BORROWINGS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Current maturities of term loan (refer note no. 5)		
	- Term Loan	191.54	153.04
	Cash Credit	-	
	- From Indian Bank (earlier Allahabad Bank)	3,208.12	2,547.98
	-Letter of Credit From Indian Bank (earlier Allahabad Bank)	501.62	309.70
	Total in (₹)	3,901.29	3,010.72
9	TRADE PAYABLES	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Other Than MSME	224.68	514.10
	Micro, Small and Medium Enterprise (For Ageing Refer Note No. 9(i))	102.27	55.70
	Total in (₹)	326.95	569.80
	a Principal and Interest amount remaining unpaid	102.27	55.70
	b Interest due thereon remaining unpaid	-	-
	c Interest paid by the company in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
	d Interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006	-	-
	e Interest Accrued and remaining unpaid	-	-
	f Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
	Total in (₹)	102.27	55.70

AURO IMPEX & CHEMICALS LIMITED			
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)			
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
10	OTHER CURRENT LIABILITIES	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Current maturities of Finance Lease obligations		
	- Vehicle Loan(Ref Note No.5)	2.79	2.77
	- Car Loan (Ref Note No.5)	1.53	1.92
	Others, Unsecured		
	Advances received from customers	754.48	242.25
	Liabilities for Expenses	11.80	9.21
	Statutory Liabilities	24.46	8.77
	Staff dues payable	11.33	8.85
	Creditors for capital goods	33.58	24.72
	Audit fees payable	1.10	1.50
	Total in (₹)	841.06	299.98
11	SHORT TERM PROVISIONS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Provision for Income Tax (Net off Advance Tax)	156.89	49.94
	Total in (₹)	156.89	49.94
13	OTHER NON-CURRENT ASSETS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Security Deposit		
	- Others	9.23	3.01
	Fixed Deposits	47.48	-
	Total in (₹)	56.71	3.01
14	INVENTORIES	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	<i>(As certified by the management)</i>		
	<i>Valued at Cost or NRV whichever is lower</i>		
	Raw Material	2,009.69	1,389.06
	Packing Materials	28.13	56.92
	Finished Goods	181.75	139.38
	Finished Goods Traded	510.55	556.00
	Scrap	-	1.07
	Semi- Finished Goods	12.25	31.79
	Stores & Spares	56.82	58.41
	Total in (₹)	2,799.19	2,232.63

AURO IMPEX & CHEMICALS LIMITED			
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
15	TRADE RECEIVABLES	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	(Unsecured and considered good by management)		
	-Debt Outstanding for more than six months	88.69	263.61
	- Others	1,406.70	1,396.83
	<i>For Ageing Refer Note No. 15.(i)</i>		
	Total in (₹)	1,495.39	1,660.44
16	CASH & CASH EQUIVALENT	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	A) Cash & Cash Equivalent		
	Balance with Banks:		
	- In Bank Account	918.41	350.38
	- In Fixed Deposits A/c (Indian Bank & Bank of Baroda)	343.01	374.24
	Cash in hand (As certified by management)	15.23	21.60
	Total in (₹)	1,276.65	746.21
	<i>Note: All Fixed Deposits are lien with Bank.</i>		
17	SHORT TERM LOANS & ADVANCES	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Unsecured, Considered Good :		
	Advance to Staff, Workers and Others	44.80	21.73
	Advance to Suppliers	1,094.86	414.16
	Security Deposit & EMD	3.29	3.18
	Preoperative Expenses	79.84	3.00
	Other Advances	4.68	0.81
	Total in (₹)	1,227.47	442.89
18	OTHER CURRENT ASSETS	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Statutory Receivable	107.69	164.14
	Others receivables	0.09	0.09
	Prepaid Expense	15.78	2.43
	Retention Money	63.61	6.95
	MAT Credit Entitlement	0.00	33.24
	Total in (₹)	187.17	206.85

AURO IMPEX & CHEMICALS LIMITED			
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)			
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
19	REVENUE FROM OPERATIONS	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Sales of Products	18,138.27	11,007.79
	Service charges	78.09	1.00
	Sale of Traded Goods	4,982.58	4,056.61
	Total in (₹)	23,198.94	15,065.40
20	OTHER INCOME	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Interest on Fixed Deposit	19.66	14.05
	Interest on Security Deposit	0.16	0.16
	Discount Received	8.43	0.05
	Incentives Received	59.32	96.76
	Other Income	8.55	0.21
	Interest on IT Refund	0.01	-
	Supervision Charges	-	4.50
	Foreign Exchange Gain	-	2.28
	Sundry Balance Written Off	1.47	0.02
	Freight Outward	-	1.50
	Total in (₹)	97.60	119.53
21	PURCHASE OF TRADED GOODS	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Purchase of Traded Goods		
	Purchases	6,260.12	4,994.52
	Less: Purchase returns	1.93	4.16
		6,258.19	4,990.35
	Purchases Comprises of :		
	Battery	62.71	111.93
	Insulators	61.82	301.94
	Ferro Alloys	3,317.86	2,589.88
	Tyre & Tubes	598.00	747.53
	Electrical Goods	19.67	24.64
	Steel Products	2,128.67	1,183.93
	Others	69.46	30.51
	Total in (₹)	6,258.19	4,990.35
22	COST OF RAW MATERIALS CONSUMED	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Inventory at the beginning of the year	-	
	Raw Materials , Others	1,537.25	846.92
	Add: Purchases made during the year	15,474.80	9,707.68
	Add: Carriage Inwards	27.35	27.76
		17,039.40	10,582.36
	Less: Inventory at the end of the year		
	Raw Materials , Others	2,106.89	1,537.25
	Cost of raw materials consumed	14,932.51	9,045.11

AURO IMPEX & CHEMICALS LIMITED			
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
23	CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK IN TRADE	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Inventories at the end of the year (Valued at lower of Cost or Net Realizable Value)		
	Finished Goods & Traded Goods	692.30	695.38
		692.30	695.38
	Inventories at the beginning of the year		
	Finished Goods & Traded Goods	695.38	553.40
		695.38	553.40
	(Increase) / Decrease in Stock	3.08	(141.98)
24	EMPLOYEE BENEFITS EXPENSE	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	Salaries & Wages	218.75	155.77
	Bonus	4.05	5.24
	Directors' Remuneration	22.35	35.15
	Provident Fund Expenses	18.54	9.44
	ESI Expenses	1.26	2.01
	Gratuity and Pension Expenses	7.20	3.37
	Workmen and Staff Welfare Expenses	15.78	10.36
	Total in (₹)	287.94	221.34
25	FINANCE COSTS	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
	i. Interest Expense		
	Interest on Term Loan	159.03	41.50
	Bill Discounting/LC Charges	26.98	26.58
	Others	166.58	189.72
	ii. Bank Charges & Other Borrowing Cost		
	Bank Charges	43.68	36.11
	Total in (₹)	396.28	293.91

AURO IMPEX & CHEMICALS LIMITED			
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023			
26	DEPRECIATION & AMORTIZATION EXPENSE	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Depreciation on Property, Plant & Equipment	48.79	52.35
	Total in (₹)	48.79	52.35
27	OTHER EXPENSES	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	A. Manufacturing Expenses		
	Loading and Unloading Charges	0.11	0.38
	Factory Expenses	7.92	5.67
	Rent on Machinery	2.05	0.96
	Jobwork Charges	1.01	2.85
	Production Expenses	147.66	107.51
	Security Expenses	5.58	3.95
	Inspection and Testing Charges	1.71	0.71
	Stores and Consumables	5.12	5.27
	Factory Electricity Charges	26.82	22.28
	Generator Running Maintenance	0.60	0.98
	Rent	11.33	3.83
	B Administrative & Selling and Distribution Expenses		
	Auditor's Remuneration (Refer Note No.27(i))	3.50	2.00
	Advertisement Charges	0.71	0.09
	Jobwork Charges	60.78	37.41
	Vehicle Maintenance	21.23	14.63
	Brokerage & Commission Charges	0.12	-
	Carriage Outward	92.60	85.21
	Telephone Charges & Internet Charges	2.80	2.31
	Office Expenses	1.53	2.96
	Printing & Stationery	2.01	1.69
	Repair & Maintenance- Others	21.53	15.60
	Sales Promotion Expenses	12.73	2.99
	Conveyance Expenses	9.13	6.55
	Carriage Inward	0.67	0.97
	Car Hire Charges	2.44	0.26
	Exchange Fluctuation Loss	0.44	-
	Packing Charges	1.01	1.17
	Clearing & Forwarding and Handling Expenses	4.40	7.86
	Incentive on Sales	8.21	7.02
	Donation & Subscription	3.80	3.42
	Postage & Courier	0.46	0.31
	Professional and Legal Charges	48.51	36.15
	Travelling Expenses- Domestic	6.48	8.30
	Fire Licence Fees	0.17	-
	Filing Fees	1.40	0.17
	General Expenses	3.90	2.88
	Office Electricity Charges	3.69	3.09
	Rent	6.60	3.60
	Insurance	4.22	3.70
	Fees West Bengal Labour Dept	-	0.11
	Crisil Ratings	1.55	0.50
	Trade License	0.20	0.03
	Pre Operative Expenses Written Off	2.00	2.00
	P.Tax	0.05	0.03
	Other Rates & Taxes	2.71	4.45
	Total in (₹)	541.48	411.82
27(i)	PAYMENT TO AUDITORS	31st March 2023	31st March 2022
		(₹ in lakh)	(₹ in lakh)
	Statutory Audit & Tax Audit Fees	3.50	2.00

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

Annexure 3g(i)

Shares held by promoters at the end of the year

Promoter name	31.03.2023			31.03.2022		
	No. of Shares	% of total shares	% Change in Shareholding	No. of Shares	% of total shares	% Change in Shareholding
Madhusudan Goenka	7,988,400	86.07	0.06	666,150	86.13	0.01%
Praveen Kumar Goenka	480,000	5.17	8.69	107,200	13.86	0.00%

AURO IMPEX & CHEMICALS LIMITED
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

28 Earning Per Share (EPS)	31st March 2023	31st March 2022
Basic Earning Per Share		
Net Profit / (Loss) after tax for calculation of Basic EPS (Rs in Lakhs)	599.92	230.03
No. of weighted average equity shares outstanding for the year ended	9,280,800	9,280,800
Basic Earning Per Share from Continuing Operation	6.46	2.48
Diluted Earning Per Share		
Net Profit / (Loss) after tax for calculation of Diluted EPS(Rs in Lakhs)	599.92	230.03
No. of weighted average equity shares outstanding for the year ended	9,280,800	9,280,800
Diluted Earning Per Share from Continuing Operation	6.46	2.48

During the Financial Year 2022-23, 85,07,400 No. of shares of Face Value ₹ 10 has been issued by capitalising Securities Premium and Profit & Loss Account, therefore the EPS and Diluted EPS for the FY 2021-22 has also been restated.

29 Related Party Disclosures			
Details of Related Parties (As Certified by the Management)			
Description of Relationship	Name of Relationship	Date of Appointment	Designation
Key Management Personnel	Mr. Madhusudan Goenka	02.01.2002	Managing Director
	Mr. Praveen Kumar Goenka	05.08.1994	Whole Time Director
	Mr. Sibasis Mitra	16.01.2023	Director
	Ms. Vanshika Goenka	01.09.2022	Director
	Mr. Sankar Thakur	16.01.2023	Director
	Mr. Raghav Jhunjunwala	01.11.2022	Company Secretary
	Mr. Kalyan Kumar Das	16.12.2022	Chief Financial Officer
Subsidiary company by virtue of control by management	Auro Industries Ltd.		
Company in which Key Management Personnel/ Relatives of Key Management Personnel can exercise Significant Influence	Auro Electropower Pvt Ltd.		
	ERC Technology Private Limited		
	Grey Engineering Works Limited		
	Tatanagar Transport Corporation Ltd.		
	PP Electro Filter Engineering Private Limited		

Details of related party transactions during the period ended 31st March 2023 and balance outstanding as at 31st March 2023

Name of Party	Nature of Transaction	Year	Transactions During the Period (₹ in lakh)	Closing Balance (₹ in lakh)
Auro Electropower Pvt. Ltd.	Advance Given	2022-2023	-	29.00
		2021-2022	(450.00)	(29.00)
	Reimbursement of Expenses (Rent Paid)	2022-2023	4.28	-
		2021-2022	(4.79)	(1.45)
Auro Industries Ltd.	Sales	2022-2023	-	-
		2021-2022	(0.68)	-
	Purchase	2022-2023	1,549.81	-
		2021-2022	(1,352.81)	(785.89)
	Advance Given	2022-2023	0.05	-
		2021-2022	(67.28)	-
Grey Engineering Works Limited	Reimbursement of Expenses (Professional charges paid)	2022-2023	2.66	-
		2021-2022	(1.95)	-
	Purchase	2022-2023	0.19	-
		2021-2022	-	-
PP Electro Filter Engineering Private Limited	Reimbursement of Expenses (Professional charges paid)	2022-2023	-	-
		2021-2022	(0.30)	-
Vanshika Goenka	Reimbursement of Expense (Travelling Expense)	2022-2023	0.15	-
		2021-2022	-	-
Mr. Madhusudan Goenka	Lease Rent	2022-2023	10.85	-
		2021-2022	(3.83)	-
	Reimbursement of Expense (Travelling Expense)	2022-2023	3.68	-
		2021-2022	-	-
Mr. Raghav Jhunjunwala	Filing Fees	2022-2023	0.11	-
		2021-2022	-	-
Mr. Kalyan Kumar Das	Conveyance Expenses	2022-2023	2.19	0.23
		2021-2022	1.78	-
Name of Party	Year	Advance Against Salary (₹ in lakh)	Repayment (₹ in lakh)	Closing Balance (₹ in lakh)
Mr. Madhusudan Goenka	2022-2023	27.00	3.00	35.25
	2021-2022	-	(3.00)	(11.75)

AURO IMPEX & CHEMICALS LIMITED
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

Directors' Remuneration	Year	Remuneration (₹ in lakh)	Loan Taken (₹ in lakh)	Closing Balance (₹ in lakh)
Mr. Madhusudan Goenka	2022-2023	15.30	-	-
	2021-2022	(15.30)	-	-
Mr. Praveen Kumar Goenka	2022-2023	7.05	-	-
	2021-2022	(7.05)	-	-

Note: Related Parties have been identified by the Company's Management itself.
Figures in bracket relate to previous year i.e. F.Y 2021-22

30 Value of imports calculated on CIF basis

VALUE OF IMPORT CALCULATED ON CIF BASIS & FOB OF EXPORT	31st March,2023 Amount (Foreign Cur.)	31st March, 2023 Amount (Rs.)	31st March,2022 Amount (Foreign Cur.)	31st March,2022 Amount (Rs.)
FOB Value of Export -USD	-	-	4,140	306,360
CIF Value of Import - Capital Goods -USD	1,814	149,660	100,286	7,613,172
Total	1,814	149,660	104,426	7,919,532

31 Contingent liabilities and commitments (to the extent not provided for)

	31st March 2023 (₹ in lakh)	31st March 2022 (₹ in lakh)
Contingent Liabilities		
(i) Claims against the company not acknowledged as debt - Bank Guarantee	5.79	14.65
(ii) Claims against the company not acknowledged as debt - Entry Tax	-	1.91

32 Notes to Long Term and Short Term Borrowings

Additional Information for Securities given, Terms of Repayment, Guarantees, Rate of Interest, etc

Loan from INDIAN BANK (Sanction Letter Dated 10.03.2023)

Overall Limit : 39.34

<u>Nature of Facility</u>	(₹ in Crores)
Cash Credit (OCC)- Regular	22.00
Letter of credit DP/DA Max 90D	9.00
Bank Guarantee	0.40
IND GECLS (IB)	
Original Sanctioned Limit - Rs.0.50 Cr	0.21
IND GECLS (taken over from BOB)	0.61
Term Loan I 7000862087	
For setting up new slitting line 30 ton machinery	1.94
GECLS Extension	1.21
Term Loan II	
For expansion of existing unit	3.97

Cash Credit

Hypothecation charge over stocks, book debts and all other current assets of the company

Asset ID : 200029116242- Stock

Asset ID : 200029116632- Book Debts

Letter of Credit

Hypothecation of goods procured under LC

Cover under GLH

Bank Guarantee

Counter Indemnity from the Company

Cover under GLH

Term Loan 1

Exclusive Hypothecation charge over Plant and machinery existing & to be procured out of Term Loan.

Term Loan 2

Exclusive Hypothecation charge over assets to be created out of Term Loan

1. 1st Charge on entire fixed assets of the company both present and future (excluding plant and machineries financed exclusively from our term loan)

(Rs. 6.32 Cr WDV less WDV of Rs 3.93 Cr pertaining to L&B as per ABS 2020-21. L&B has been taken as collateral and is mentioned in point No 2 Below

2. Equitable mortgage of the following landed properties (admeasuring 2.44 acres)at PS Dhaniakhali, District Hooghly within the jurisdiction of Dhaniakhali Gram Panchayat, West Bengal as below

Asset ID : 200016484109

3. Equitable mortgage of commercial/ residential flat on ground floor measuring about 1816 square feet more or less at Premises No.23A/58D, 63, Ramtanu Lahiri Road, Diamond Harbour Road, Kolkata - 700053 within District 24 Parganas (South) in the name of M/S AURO INDUSTRIES LIMITED

Asset ID : 200016485424

Collateral for TL 1 and TL2

Exclusive 2nd charge on current assets of the company

Primary Security

Collateral Security

AURO IMPEX & CHEMICALS LIMITED
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

Name of the Guarantor	Guarantee
Mr. Madhusudan Goenka	
Mr Praveen Kumar Goenka	
Ms. Vanshika Goenka	
M/s Auro Industries Limited (Mortgagor)	
Working Capital: Repayment on Demand. Term Loan 1- : To be repaid in 25 equal Quarterly Installments of Rs 10,00,000/- each Term Loan 2-: Ballooning repayment in 23 quarterly installments. WCTL GECLS-1 (IB) : 48 months, including moratorium of 12 months from the date of disbursement. 36 EMIs of Rs 1.57 lacs after an initial holiday period of 12 months. Total period of 48 months. Residual period upto May 2024 WCTL GECLS-2 : 48 months, including moratorium of 12 months from the date of disbursement. Principal to be repaid in 36 EMIs, starting from October 2021. Residual period upto September 2024. WCTL GECLS Extension 1.0 : 48 months, including moratorium of 12 months from the date of disbursement. 36 EMIs after an initial holiday period of 24 months. Residual period upto November 2026.	Period of Advance & Terms of Repayment
Cash Credit : REPO+ 5.95%	Rate of Interest
Letter of Credit : Rate card	
Bank Gurantee : Rate card	
IND GECLS (IB) : Repo+3.35 % to be capped at 9.25%	
IND GECLS (taken over from BOB) : REPO+ 3.35 % to be capped at 9.25%	
GECLS Extension : REPO+ 3.35 % to be capped at 9.25%	
Term Loan I 7000862087 : REPO + 5.95%	
Term Loan II : REPO + 5.95%	

33(i) Vehicle Loan from YES BANK	
Primary security	Hypotecation of vehicle
Loan Disbursed	₹8,90,000
Date of loan disbursed	01.03.2018
Loan Tenure	60 months
Repayment Start Date	15.03.2018
Repayment End Date	15.02.2023
Equated Monthly Instalment amount/Pre EMI	₹18,260

(ii) Vehicle Loan from Indian Bank	
Primary security	Hypotecation of vehicle
Loan Disbursed	₹ 9,00,000
Date of loan disbursed	15.03.2023
Loan Tenure	60 months
Repayment Start Date	07.04.2023
Repayment End Date	07.03.2028
Equated Monthly Instalment amount/Pre EMI	₹18,509

Additional Regulatory Information					
34	The company has taken land from one of the director of the company and are paying yearly rent on which building has been constructed by the company.				
35	The Company has no Investment Property during the period ended 31st March 2023 so there cannot be any revaluation of the same.				
36	Company has not revalued its Property, Plant and Equipment for the period ended 31st March 2023. However the Company has restated the life of Building and Plant & Machinery from 30 to 60 Years and 15 to 30 Years respectively.				
37	Company does not have any intangible asset so there cannot be any revaluation of the same.				
38	Disclosures of Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), is repayable on demand				
a)	Loan Repayable on Demand				
	Type of Borrower	Amount of loan or advance in the nature of loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
		31.03.2023	31.03.2022	31.03.2023	31.03.2022
	Promoters	Nil	Nil	Nil	Nil
	Directors	Nil	Nil	Nil	Nil
	KMPs	Nil	Nil	Nil	Nil
	Related Party	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil
b)	The Company has no Loans without specifying any terms or period of repayment.				

39 In the opinion of Board of Directors, provision for all known liabilities have been made in the accounts and there does not exist any other liabilities, contingent or otherwise except whatever have been accounted for or stated in the Balance Sheet except for TDS Demand as per Income Tax Website of Rs. 23,455.61. Further Company has paid Rs. 1,33,996/- on account of Audit by GST department pertaining to FY 2017-18 to 2021-22.

AURO IMPEX & CHEMICALS LIMITED
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Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

40	The company has followed accounting as per division I of Schedule III of Companies act 2013, but has only disclosed those areas that are applicable to the company			
41	The company has no Intangible asset under development for the period ended 31st March 2023.			
42	The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceedings have been initiated or pending against the company under BT(P) Act, 1988 & Rules made thereunder.			
43	The Company has borrowings from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.			
44	The company has not been declared as a willful defaulter by any bank or financial Institution or other lender for the period ended 31st March 2023.			
45	Previous GAAP figures have been reclassified/regrouped to confirm the presentation requirements and the requirements laid down in Division-I of the Schedule-III of the Companies Act,2013.			
46	As per the information available with the management, the company has not entered into any transactions with the companies who have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.			
47	Registration of charges or satisfaction with Registrar of Companies No charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.			
48	Utilisation of Borrowed funds and share premium			
a	The company has not advanced or loaned or invested any funds (either borrowed funds or share premium or any other sources 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 (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries			
b	The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.			
49	Ratio Analysis of Financial Year	Formula	31st March 2023	31st March 2022
i	Current Ratio	Current Asset/ Current Liab	1.34	1.35
ii	Debt Equity Ratio	Total Debt/ shareholder fund	3.65	4.33
iii	Debt Service Coverage Ratio	Earning available for Debt service/ debt service	0.19	0.12
iv	Return on Equity Ratio	Net Profit / Shareholders Fund	0.47	0.27
v	Inventory Turnover Ratio	COGS or Sales/ Avg Inventory	9.22	8.29
vi	Trade Receivable Turnover Ratio	Total Sales/Trade Receivable	14.70	8.24
vii	Trade Payable Turnover Ratio	Total Purchase / Trade Payable	34.51	10.22
viii	Net Capital Turnover Ratio	Sales/ Avg Working Cap	13.18	11.09
ix	Net Profit Ratio	Net Profit / Sales	0.04	0.02
x	Return on Capital Employed	EBIT/(Networth+ Total Debt+Deff Tax Liab)	0.14	0.09
xi	Return on Investment	MV at Begin -MV at End / MV at Begin	-	-

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes forming part of the Restated Consolidated Financial Statements for the period ended 31st March, 2023

50	No Undisclosed Income has been recorded in the Books of Accounts for the period ended 31st March 2023.								
51	Compliance with approved Scheme(s) of Arrangements During the year no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.								
52	Corporate Social Responsibility(CSR)								
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 80%;">Particulars</th> <th style="width: 20%;">Amount</th> </tr> </thead> <tbody> <tr> <td>Amount required to be spent by the company during the year,</td> <td rowspan="5" style="text-align: center; vertical-align: middle;">Not Applicable</td> </tr> <tr> <td>Amount of expenditure incurred</td> </tr> <tr> <td>Shortfall at the end of the year</td> </tr> <tr> <td>Total of previous years shortfall,</td> </tr> <tr> <td>Nature of CSR activities</td> </tr> </tbody> </table>	Particulars	Amount	Amount required to be spent by the company during the year,	Not Applicable	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall,	Nature of CSR activities
Particulars	Amount								
Amount required to be spent by the company during the year,	Not Applicable								
Amount of expenditure incurred									
Shortfall at the end of the year									
Total of previous years shortfall,									
Nature of CSR activities									
53	The Company has neither Traded nor Invested in Crypto or Foreign Currency for the period ended 31st March 2023.								
54	The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017								
55	Balances of Trade Receivables, Trade Payables, Loans & Advances and other Advances are subject to confirmation and reconciliation.								
56	The Company is having single reporting segment hence disclosure as require by the Accounting Standard 17 is not applicable.								
57	In the opinion of the Board of Directors, the value of realisation of current assets, loans, advances and deposits in the ordinary course of Business would not be less than the amount at which they are stated in the financial statement.								

The accompanying Notes are an Integral part of the Financial Statement

As per our Report of even date.
For Rajesh Jalan & Associates
(Chartered Accountants)
Firm Reg. No.: 326370E

For and on behalf of Board of
Auro Impex & Chemicals Limited

Praveen Kumar Goenka
Whole Time Director
DIN-00156943

Madhusudan Goenka
Managing Director
DIN-00146365

CA. Rajesh Jalan
Membership No. : 065792
Place. : Kolkata
Date. : 26.04.2023

Raghav Jhunjhunwala
Company Secretary
PAN-ALCPJ3808Q

Kalyan Kumar Das
Chief financial Officer
PAN-BLAPD5469E

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes forming part of Restated Consolidated Balance Sheet as on 31st March , 2023

12.1										
Property, Plants & Equipment										
Name of the Assets	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	Cost as at 01.04.2022	Addition during the period	Sales/adj- during the period	Cost as at 31.03.2023	As at 01.04.2022	For the Period	Sales/adjustment	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Building	714.53		-	714.53	211.74	16.29	-	228.03	486.50	502.79
Plant & Equipment	503.22	77.08	-	580.30	183.04	20.55	-	203.59	376.71	320.18
Furniture & Fixtures	4.78		-	4.78	4.21	0.32	-	4.52	0.26	0.57
Motor Car	60.54	13.78	-	74.32	35.61	6.81	-	42.41	31.90	24.93
Office Equipments	11.23	1.80	-	13.03	8.03	0.76	-	8.79	4.25	3.21
Air Conditioner	5.25	0.30	-	5.55	3.54	0.17	-	3.72	1.84	1.71
Electrical Installation	41.54	0.27	-	41.81	35.13	2.31	-	37.44	4.37	6.41
Computers	20.60	1.64	-	22.24	17.10	1.45	-	18.56	3.69	3.50
Mobile Hand Sets	5.03	0.67	-	5.70	4.77	0.13	-	4.90	0.80	0.26
Current Period	1,366.73	95.54	-	1,462.27	503.18	48.79	-	551.97	910.30	863.55
Previous Financial Year (21-22)	1,111.92	254.80	-	1,366.73	450.83	52.35	-	503.18	863.55	661.10

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes forming part of the Restated Consolidated financial statements for the period ended 31st March, 2023

15(i) TRADE RECEIVABLES

(₹ in lakh)

Trade Receivables ageing schedule As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	1,406.70	0.19	27.16	1.72	59.62	1,495.39
2. Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
3. Disputed Trade Receivables considered good	-	-	-	-	-	-
4. Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total of Trade Receivable as on 31.03.2023	1,406.70	0.19	27.16	1.72	59.62	1,495.39

(₹ in lakh)

Trade Receivables ageing schedule As on 31.03.2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	1,396.83	196.07	3.23	33.88	30.43	1,660.44
2. Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
3. Disputed Trade Receivables considered good	-	-	-	-	-	-
4. Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total of Trade Receivable as on 31.03.2022	1,396.83	196.07	3.23	33.88	30.43	1,660.44

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes forming part of the Restated Consolidated financial statements for the period ended 31st March, 2023

9(i) TRADE PAYABLES

(₹ in lakh)

Trade Payables ageing schedule As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	102.27	-	-	-	102.27
2. Others	224.62	-	-	0.07	224.68
3. Disputed dues - MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2023	326.89	-	-	0.07	326.95

(₹ in lakh)

Trade Payables ageing schedule As on 31.03.2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	55.49	-	-	0.21	55.70
2. Others	820.09	2.64	1.07	-	823.80
3. Disputed dues - MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2022	875.58	2.64	1.07	0.21	879.50

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes forming part of the Restated Consolidated financial statements for the period ended 31st March, 2023

12.2 Capital Work-in-Progress

(₹ in lakh)

CWIP Ageing schedule As on 31.03.2023

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	211.22	63.98	-	-	275.20
Projects temporarily suspended	-	-	-	-	-
TOTAL	211.22	63.98	-	-	275.20

(₹ in lakh)

CWIP Ageing schedule As on 31.03.2022

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	63.98	-	-	-	63.98
Projects temporarily suspended	-	-	-	-	-
TOTAL	63.98	-	-	-	63.98

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS OF AURO IMPEX & CHEMICALS LIMITED (Formerly known as Auro Impex & Chemicals Private Limited)

To,
The Board of Directors,
Auro Impex & Chemicals Limited
32, K.L. Saigal Sarani, 740A, Block -P
New Alipore, Kolkata 700053, West Bengal

Dear Sir,

1. We have examined the attached Restated Standalone Financial Statement along with the significant accounting policies and related notes and Other Financial Information of Auro Impex & Chemicals Limited (the 'Company') as at the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the Emerge Platform of the National Stock Exchange of India Limited ("NSE").

2. The said Restated Standalone Financial Statements and other Financial Information have been prepared in accordance with the requirements of:

i) Section 26 of Part I of Chapter III to the Companies Act, 2013(" the Act");

ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations");

iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Prospectus being issued by the Company for its proposed IPO of equity shares; and

iv)The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. We have examined the accompanied Restated Standalone Statement of Profit and Loss for the Year ended March 31, 2023, financial year ended March 31, 2022 and March 31, 2021 and the Restated Standalone Balance Sheet as on those dates, forming Part of the Financial Information dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Restated Standalone Financial Statement thereon, which are the responsibility of the Company's management. The information has been extracted from the audited financial statements for the period of financial year ended March 31, 2023 and the financial year ended March 31, 2022 & 2021.

The Financial Statements for the period of financial year ended March 31, 2023 and March 31, 2022 have been audited by us, M/s Rajesh Jalan & Associates, Chartered Accountants being the statutory auditors of the company which are all approved by the Board of Directors of the Company at their meeting held on 26th April, 2023.

Financials for the year ended March 31, 2021 was audited by R. Das & Associates, Chartered Accountant, being the then Statutory Auditor of the Company for the respective years, which are all approved by the Board of Directors and upon which we have placed our reliance while reporting.

4. In terms of Schedule VI (Part A) (11) (II) (A) (i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Auro Impex & Chemicals Limited, we, Rajesh Jalan & Associates,

Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our certificate is valid as on date.

5. Based on our examination, we further report that:

a. The Restated Standalone Statement of Balance Sheet as set out in this report, of the Company for the period of financial year ended March 31, 2023, financial year ended March 31, 2022 and financial year ended March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Standalone Balance Sheet, have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Standalone Financial Statement as set out in this Report.

b. The Restated Standalone Statement of Profit and Loss as set out in this report, of the Company for the period of financial year ended March 31, 2023, financial year ended March 31, 2022 and financial year ended March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Standalone Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Standalone Financial Statement as set out in this Report.

c. The Restated Standalone Statement of Cash Flow as set out in this report, of the Company for for the period of financial year ended March 31, 2023, financial year ended March 31, 2022 and financial year ended March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Standalone Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies Notes to Restated Standalone Financial Statement as set out in this Report.

d. The Restated Standalone Financial Statements have been made after incorporating adjustments for:

i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.

ii. Prior period and other material amount in the respective financial years to which they relate. Which are stated in the Notes to Restated Standalone Financial Statement as set out in this Report.

e. There were no qualifications in the Audit Reports issued by Statutory Auditor's for the period of financial year ended March 31, 2023, financial year ended March 31, 2022 and financial year ended March 31, 2021 which would require adjustments in this Restated Standalone Financial Statements of the Company.

f. The Company has not paid any dividend since its incorporation.

6. In our opinion, the Restated Standalone Financial Statements and the other Financial Information read with the significant accounting policies and notes to the restated standalone financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI). Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and

adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

7. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Rajesh Jalan & Associates,
Chartered accountants
(Firm Registration No. 326370E)

CA Rajesh Jalan,
Membership No.: 065792
Place: Kolkata
Date: 26.04.2023
UDIN:

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Restated Standalone Balance Sheet as on 31st March, 2023				
Particulars	Note No.	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
A EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	3	928.08	77.34	77.34
(b) Reserves & Surplus	4	324.12	617.75	413.16
Total of Shareholders' Fund		1,252.20	695.09	490.50
2 Non-Current Liabilities				
(a) Long-Term Borrowings	5	892.86	837.73	576.81
(b) Deferred Tax Liability (net)	6	72.23	60.53	54.92
(c) Other Long Term Liabilities	7	199.79	328.82	125.38
Total of Non-Current Liabilities		1,164.87	1,227.07	757.12
3 Current Liabilities				
(a) Short-Term Borrowings	8	2,764.60	1,883.62	1,006.91
(b) Trade Payables				
(i) Due to Micro & Small Enterprise	9	92.51	551.48	268.04
(ii) Due to Others	9	78.98	138.45	752.30
(c) Other current liabilities	10	523.89	262.53	71.07
(d) Short Term Provisions	11	133.98	41.34	10.49
Total of Current Liabilities		3,593.96	2,877.42	2,108.81
Total Equity & Liabilities		6,011.03	4,799.58	3,356.43
B ASSETS				
1 Non-Current Assets				
(a) Property Plant Equipment & Intangible Asset				
(i) Property, Plant & Equipment	12	874.48	837.52	632.87
(ii) Capital Work in Progress	13	275.20	63.98	52.63
(b) Other Non Current Assets	14	56.71	3.01	-
Total of Non-Current Assets		1,206.40	904.51	685.50
2 Current Assets				
(a) Inventories	15	2,288.65	1,676.64	874.10
(b) Trade Receivables	16	1,327.04	1,448.24	1,316.70
(c) Cash and Cash Equivalent	17	162.75	204.61	104.50
(d) Short term Loans and Advances	18	884.40	383.38	258.40
(e) Other Current Assets	19	141.80	182.20	117.24
Total of Current Assets		4,804.63	3,895.07	2,670.93
Total Assets		6,011.03	4,799.58	3,356.43
Summary Of Significant Accounting Policies	"2"			
The accompanying Notes are an integral part of the Financial Statements				
As per our Report on even date For Rajesh Jalan & Associates Chartered Accountants Firm's Registration No. 326370E		For and on behalf of Board of Auro Impex & Chemicals Limited		
	Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365		
CA. Rajesh Jalan Membership No.065792 Place: Kolkata Date: 26.04.2023	Raghav Jhunjunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E		

AURO IMPEX & CHEMICALS LIMITED					
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)					
Restated Standalone Statement of Profit & Loss for the year ended 31st March 2023					
Particulars		Note No.	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
A	INCOME				
	Revenue from Operations	20	18,138.27	11,007.79	7,350.76
	Other Income	21	31.14	70.45	21.95
I	TOTAL INCOME		18,169.41	11,078.24	7,372.70
B	EXPENSES				
	Cost of Raw Materials Consumed	22	16,483.45	10,191.05	6,795.94
	Change in Inventories of Finished Goods, Work-In-Progress & Stock-In-Trade	23	(42.37)	(112.20)	(5.05)
	Employee Benefit Expenses	24	183.46	133.52	100.15
	Finance Cost	25	247.80	190.19	149.16
	Depreciation & Amortization Expenses	26	43.56	49.46	43.53
	Other Expenses	27	482.48	348.61	195.05
II	TOTAL EXPENSES		17,398.38	10,800.63	7,278.78
III	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (I-II)		771.03	277.61	93.92
IV	EXCEPTIONAL ITEM				
	Profit / (Loss) on Sale of Assets		-	-	-
V	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III-IV)		771.03	277.61	93.92
VI	Extraordinary Items Income/ (Expenses)				
VII	PROFIT BEFORE TAX (V-VI)		771.03	277.61	93.92
VIII	TAX EXPENSE:				
	(1) Provision for Income Tax				
	- Current Tax		168.98	46.34	14.65
	- MAT Credit Entitlement (created)/utilised		33.24	21.08	(14.65)
	(2) Deferred Tax				
	- Deferred Tax Liability Created/ (Reversal)		11.70	5.60	3.38
	Total of Tax Expenses		213.93	73.02	3.38
IX	PROFIT/(LOSS) FOR THE YEAR (VII - VIII)		557.11	204.59	90.54
	EARNING PER SHARE (Nominal value of share ₹ 10)				
	Basic & Diluted Earning Per Share	28	6.00	2.20	0.98
Summary of Significant Accounting Policies		"2"			
The accompanying Notes are an integral part of the Financial Statements					
As per our Report on even date For Rajesh Jalan & Associates Chartered Accountants Firm's Registration No. 326370E			For and on behalf of Board of Auro Impex & Chemicals Limited		
		Praveen Kumar Goenka Whole Time Director DIN-00156943	Madhusudan Goenka Managing Director DIN-00146365		
CA. Rajesh Jalan Membership No.065792 Place: Kolkata Date: 26.04.2023		Raghav Jhunjunwala Company Secretary PAN-ALCPJ3808Q	Kalyan Kumar Das Chief Financial Officer PAN-BLAPD5469E		

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Restated Standalone of Cash Flow Statement for the period ended 31st March 2023				
A	Cash Flow From Operating Activities	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Profit before tax from continuing operations	771.03	277.61	93.92
	Profit Before Tax	771.03	277.61	93.92
	Non cash & Non operating item			
	Depreciation	43.56	49.46	43.53
	Interest & Finance Cost	205.43	161.07	110.70
	Interest Received	(4.24)	(4.28)	(5.18)
	(Profit) / Loss on Sale of Fixed Assets	-	-	(0.27)
	Operating Profit before Working Capital Changes	1,015.78	483.87	242.70
	Movements in Working Capital:			
	Increase/(Decrease) in Trade Payables	(518.44)	(20.71)	365.01
	Increase/(Decrease) in Other Current Liabilities	261.36	203.44	(3.82)
	Increase/(Decrease) in Other Long-Term Liabilities	(129.03)	191.57	(84.94)
	Decrease/(Increase) in Trade Receivables	121.20	(131.55)	(579.58)
	Decrease/(Increase) in Inventories	(612.01)	(802.54)	106.87
	Decrease/(Increase) in Short Term Loan and Advances	(501.02)	(124.98)	132.09
	Decrease/(Increase) in Other Non Current Assets	(53.70)	(3.01)	-
	Decrease/(Increase) in Other Current Assets	7.16	(86.04)	(117.24)
	Net cash flow before Tax and Extra Ordinary Item	(408.70)	(289.95)	61.09
	Direct taxes paid (net of refunds)	(76.34)	(15.61)	6.13
	Net cash flow from/ (used in) Operating Activities (A)	(485.04)	(305.56)	67.22
B	Cash flows from investing activities			
	Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(291.74)	(265.47)	(104.14)
	Proceeds from sale of Assets	-	-	0.58
	Interest Received	4.24	4.28	5.18
	Net cash flow from/(used in) Investing Activities (B)	(287.50)	(261.19)	(98.38)
C	Cash flows from Financing Activities			
	Proceeds/(Repayment) From Long Term Borrowings	52.70	260.91	46.26
	Proceeds/(Repayment) from Short Term Borrowings	880.98	567.01	92.73
	Interest Paid	(205.43)	(161.07)	(110.70)
	Net cash flows from/(used in) in Financing Activities (C)	728.25	666.86	28.28
	Component of Cash and Cash Equivalents			
	Net increase / (decrease) in cash and cash equivalent (A+B+C)	(44.29)	100.10	(2.88)
	Cash and cash equivalent at the beginning of the year	204.61	104.50	107.38
	Cash and Cash Equivalent at the end of the year	160.31	204.61	104.50
	Cash on Hand	11.85	10.81	5.56
	With Banks - On Current Account	91.15	89.30	-
	On Deposit Account	59.75	104.49	98.94
	Total Cash and Cash Equivalents (Note 17)	162.75	204.61	104.50

The accompanying Notes are an integral part of the Financial Statements

As per our Report on even date
For Rajesh Jalan & Associates
Chartered Accountants
Firm's Registration No. 326370E

For and on behalf of Board of
Auro Impex & Chemicals Limited

Praveen Kumar Goenka
Whole Time Director
DIN-00156943

Madhusudan Goenka
Managing Director
DIN-00146365

CA. Rajesh Jalan
Membership No.065792
Place: Kolkata
Date: 26.04.2023

Raghav Jhunjhunwala
Company Secretary
PAN-ALCPJ3808Q

Kalyan Kumar Das
Chief Financial Officer
PAN-BLAPD5469E

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

Note	Particulars
(1) a.	<p>Basis of accounting and preparation of financial statements</p> <p>Auro Impex & Chemicals Limited is an Auro Group Company incorporated on 20th January, 1994 with a vision to cater to the ever growing requirements of industrial air pollution equipment in industries. Auro, with its state of the art facility and a widespread domestic and international network, focuses on the manufacturing, exporting and supply of Discharge & Collecting Electrodes, and Electrostatic Precipitator (ESP) internal parts and spares. We also provide niche ESP electrical control solutions making use of the latest available technology for the same to lower outlet emissions. The organisation is ISO 9001:2015 certified, which enables us to operate with high efficiency, work at low costs, and provide superior quality to our customers.</p>
b.	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 (to the Extent applicable) and Companies Act, 2013 (to the Extent notified). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2	<p>Summary of Significant Accounting Policies.</p>
a.	<p>AS - 1 Presentation and Disclosure of Financial Statements</p> <p>Use of Estimates</p> <p>The preparation of financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods.</p>
b.	<p>AS - 2 Valuation of inventories</p> <p>Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary.</p>
c.	<p>AS - 3 Cash Flow Statements</p> <p>Cash and Cash Equivalents</p> <p>Cash Flow Statement has been prepared under Indirect Method. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.</p>
d.	<p>AS - 5 Net Profit or Loss for the Period, Prior Period Items, and changes in Accounting Policies</p> <p>Significant items of Extra-Ordinary Items, and Prior Period Incomes and Expenditures, are accounted in accordance with Accounting Standard 5.</p>
e.	<p>AS - 9 Revenue Recognition</p> <p>Revenue or Income and costs or Expenditure are generally accounted for on accrual basis.</p> <p>Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales doesnot include excise duty and GST.</p> <p>Income from services</p> <p>Revenues are recognised when services are rendered and related costs are incurred.</p>
f.	<p>Other Income</p> <p>Interest income and all other income are accounted on accrual basis.</p>
g.	<p>AS - 10 Accounting for Property, Plant & Equipment</p> <p>Fixed Assets are stated at their original cost of acquisition less accumulated depreciation. Cost comprises of all costs incurred to bring the assets to their location and working condition.</p> <p>Depreciation</p> <p>Depreciation on Plant, Property & Equipment has been provided in accordance with the provisions of Schedule II of the Companies Act ,2013 at the rates specified for the Balance Life of the Asset.</p> <p>During the year the Company has written off/ discarded few assets in compliance with the transitions of Charging of of Assets from Depreciation to Amortisation as per the provisions of the Companies Act, 2013. The Company has restated the life of Building and Plant & Machinery from 30 to 60 Years and 15 to 30 Years respectively.</p>
h.	<p>AS - 11 Accounting for Effects in Foreign Exchange Rates</p> <p>The Company has Foreign Currency Transaction.</p>

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

i.	<p>AS - 13 Investments</p> <p>Non Current investments are carried at cost plus interest accrued on them.</p>
j.	<p>AS - 15 Employee Benefits</p> <p><i>Retirement Benefits</i></p> <p>The Payment of Gratuity Act,1972 is applicable on the company.</p> <p>AS - 18 Related Party Transactions</p> <p>Related Party Transactions are disclosed in the Notes to Accounts.</p>
k.	<p>AS - 20 Earnings Per Share</p> <p>Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.</p> <p>For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during period are adjusted for the effects of all dilutive potential equity shares.</p> <p>EPS for previous year is restated for Bonus Share issued during the year. Bonus Share has been issued by capitalising Securities Premium and Profit & Loss Account.</p>
l.	<p>AS - 22 Accounting for Taxes on Income</p> <p>Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.</p> <p>Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that they will be realised in future. However, where there is unabsorbed depreciation and carry forward loss under the income tax laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written off to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.</p> <p>Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of Minimum Alternative Tax under the income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.</p>
m.	<p>AS - 26 Intangible Assets</p> <p>Intangible assets are recognized when the assets is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the assets will flow to the company and cost of the assets can be reliably measured.</p> <p>Acquired intangible assets are recorded at acquisition cost and amortized on written down value basis based on the useful lives of the assets, which in management's estimate represents the period during which economic benefits will be derived from their use.</p>
n.	<p>AS - 29 Provisions and Contingent Liabilities and Contingent Assets</p> <p>A Provision should be recognised when an enterprise has a present obligation as a result of a past event or it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.</p>

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

3	SHARE CAPITAL	March 31, 2023		March 31, 2022		March 31, 2021	
		No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
	<u>AUTHORIZED SHARE CAPITAL</u>						
	Equity Share of ₹ 10/-Each	14,000,000	1,400.00	1,000,000	100.00	1,000,000	100.00
	<u>ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARE CAPITAL</u>						
	Equity Share of ₹ 10/-Each						
	Issued, Subscribed And Fully Paid Up Share Capital	773,400	77.34	773,400	77.34	773,400	77.34
	Issued during the period, equity shares of ₹ 10 each	8,507,400	850.74	-	-	-	-
	Total Issued, Subscribed & Fully Paid-Up Share Capital	9,280,800	928.08	773,400	77.34	773,400	77.34
	(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:						
	Equity shares of ₹ 10 each with voting rights	March 31, 2023		March 31, 2022		March 31, 2021	
		No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
	At the beginning of year	773,400	77.34	773,400	77.34	773,400	77.34
	Add: Issued during the period, equity shares of ₹ 10 each	8,507,400	850.74	-	-	-	-
	Outstanding at the end of the year	9,280,800	928.08	773,400	77.34	773,400	77.34

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023

(ii) The company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution shall be according to the members right and interest in the Company.

(iii) The company has no holding/ ultimate holding company and/or their associates.

(iv) During the Financial Year 2022-23, 85,07,400 No. of shares of Face Value ₹ 10 has been issued by capitalising Securities Premium and Profit & Loss Account. The company has not bought back any number of shares during the period of five years immediately preceding the reporting date.

(v) Details of shares held by each shareholder holding more than 5% shares :

Class of shares / Name of shareholder	March 31, 2023		March 31, 2022		March 31, 2021	
	No. of shares	%	No. of shares	%	No. of shares	%
1. Madhusudan Goenka	7,988,400	86.07%	666,150	86.13%	666,200	86.14%
2. Vanshika Goenka	807,600	8.70%	10.00	0.00%	-	-
2. Praveen Kumar Goenka	480,000	5.17%	107,200	13.86%	107,200	13.86%

(vi) Shares reserved for issue under options and contracts/ commitments for sale of shares/ disinvestment, including the terms and amounts: Nil

(vii) Shares held by promoters at the end of the year:

Promoters Name	March 31, 2023			March 31, 2022		
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
Madhusudan Goenka	7,988,400	86.07%	0.06%	666,150	86.13%	0.01%
Praveen Kumar Goenka	480,000	5.17%	8.69%	107,200	13.86%	0.00%

Promoters Name	March 31, 2021		
	No. of Shares	% of Total Shares	% Change during the year
Madhusudan Goenka	666,200	86.14%	0.00%
Praveen Kumar Goenka	107,200	13.86%	0.00%

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023				
4	RESERVES AND SURPLUS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
(a)	Securities Premium Account			
	Balance brought forward from previous year	271.20	271.20	271.20
	Less: Premium Utilise on issue of Bonus Shares	271.20	-	-
	Closing Balance (A)	-	271.20	271.20
(b)	Surplus/(Deficit) in the Statement of Profit & Loss			
	Balance brought forward from previous year	346.55	141.96	51.42
	Add: Profit for the period	557.11	204.59	90.54
	Less: Surplus Utilise on issue of Bonus Shares	579.54	-	-
	Net Surplus in the Statement of Profit & Loss (B)	324.12	346.55	141.96
	Total(A+B)	324.12	617.75	413.16
5	LONG -TERM BORROWINGS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Secured Borrowings			
	Term Loans <i>(Refer Note 8)</i>			
	- Term Loan from Indian Bank	327.74	192.14	1.50
	- Covid 19 Term loan from Bank of Baroda	144.86	-	96.67
	- Covid 19 Term loan from Indian Bank	-	197.05	37.82
	(ii) Long Term maturities of Finance lease obligations [Vehicle Loan]			
	- From Bank of Baroda - Car Loan <i>(Refer Note 10)</i>	6.60	9.68	12.45
	- From Indian Bank - Car Loan <i>(Refer Note 10)</i>	7.51	-	-
	Unsecured Borrowings			
	- From Body Corporates	406.15	438.84	428.37
	Total of Long Term Borrowings	892.86	837.73	576.81
	Additional Information:			
	i) For details regarding the Securities given, Terms of Repayment, Guarantees, Rate of Interest etc <i>(Refer Note no. 34)</i>			
	ii) The company does not have any continuing default in repayment of loans and interest on the balance sheet date.			

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023				
6	DEFERRED TAX LIABILITY	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	WDV of Net block as per Companies Act, 2013 (except Land)	874.48	837.52	632.87
	WDV of Net block as per Income Tax Act, 1961 (except Land)	596.68	604.72	421.62
	Excess Depreciation provided under Income Tax Act, 1961 and Tax Impact thereon	277.80	232.80	211.25
	Deferred Tax Liability	69.45	60.53	54.92
	Add: Health & Education Cess	2.78	-	-
		72.23	60.53	54.92
	Less: Deferred Tax Liability Opening	60.53	54.92	51.54
	Deferred tax liability to be provided / (written back)	11.70	5.60	3.38
7	Other Non Current Liabilities	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Advance From Customer	199.79	94.41	125.38
	Deferred Trade Payable	-	234.41	-
	Total of Other Non-Current Liabilities	199.79	328.82	125.38
8	SHORT TERM BORROWINGS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Current maturities of term loan (Refer Note 5)			
	- Term Loan	69.96	98.92	35.83
	- Covid 19 Term Loan	59.22	-	-
	Cash Credit			
	- From Bank of Baroda (earlier Dena Bank)	-	-	426.36
	- From Indian Bank (earlier Allahabad Bank)	2,133.80	1,475.00	544.72
	LC Payable	501.62	309.70	-
	Total of Short Term Borrowings	2,764.60	1,883.62	1,006.91

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023

9 TRADE PAYABLES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Other than Micro and Small & Medium Enterprises	78.98	138.45	752.30
Micro, Small and Medium Enterprise	92.51	551.48	268.04
Total	171.48	689.93	1,020.34
<i>Note: For ageing details refer annexure no 9.1, 9.2 & 9.3</i>			
A Principal and Interest amount remaining unpaid	92.51	551.48	268.04
B Interest due thereon remaining unpaid	-	-	-
C Interest paid by the company in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-
D Interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006	-	-	-
E Interest Accrued and remaining unpaid	-	-	-
F Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-	-
Total	92.51	551.48	268.04

AURO IMPEX & CHEMICALS LIMITED				
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)				
Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023				
10	OTHER CURRENT LIABILITIES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Secured:			
	Current Maturities of Finance Lease Obligation			
	- Vehicle Loan (Refer Note No 5)	2.79	2.77	2.55
	- Car Loan(Refer Note No 5)	1.53	1.92	3.86
	Advance From Customers	458.56	216.04	16.95
	Liabilities for Expenses	-	-	34.75
	Audit Fees Payable	1.10	1.50	0.70
	Statutory Liabilities	15.00	6.73	5.76
	Staff dues payable	11.33	8.85	6.39
	Provision for Interest on Cash Credit/ Bank Loan	-	-	0.12
	Creditors for capital goods	33.58	24.72	-
	Total of Other Current Liabilities	523.89	262.53	71.07
11	SHORT TERM PROVISIONS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Provision for Income Tax (Net of Advance Tax)	133.98	41.34	10.49
	Total of Short term provision	133.98	41.34	10.49
14	OTHER NON-CURRENT ASSETS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Security Deposit			
	- Others	9.23	3.01	-
	Fixed Deposits	47.48	-	-
	Total of Other Non Current Assets	56.71	3.01	-
15	INVENTORIES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	<i>(As certified by the management)</i>			
	<i>Valued at Cost or NRV whichever is lower</i>			
	Raw Material	2,009.69	1,389.06	734.68
	Packing Materials	28.13	56.92	70.01
	Finished Goods	181.75	139.38	27.18
	Scrap	-	1.07	-
	Semi- Finished Goods	12.25	31.79	14.45
	Stores & Spares	56.82	58.41	27.78
	Total of Inventories	2,288.65	1,676.64	874.10

AURO IMPEX & CHEMICALS LIMITED			
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)			
Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023			
16	TRADE RECEIVABLES	March 31, 2023	March 31, 2022
		₹ in Lakhs	₹ in Lakhs
	Unsecured and considered good:		March 31, 2021
	Debts Outstanding for more than six months	31.57	207.22
	Others	1,295.47	1,241.02
	<i>Note: For ageing details refer annexure no 16.1, 16.2 & 16.3</i>		1,300.75
	Total of Trade Receivable	1,327.04	1,448.24
			1,316.70
17	CASH AND CASH EQUIVALENT	March 31, 2023	March 31, 2022
		₹ in Lakhs	₹ in Lakhs
	Cash & Cash Equivalent		March 31, 2021
	Cash in Hand (As certified by the management)	11.85	10.81
	Bank Balance		5.56
	- In Bank Account	91.15	89.30
	- In Fixed Deposits A/c (Indian Bank & Bank of Baroda)	59.75	104.49
	Total of Cash and Cash Equivalent	162.75	204.61
	Note: All Fixed Deposits are lien with Bank		104.50
18	SHORT TERM LOANS AND ADVANCES	March 31, 2023	March 31, 2022
		₹ in Lakhs	₹ in Lakhs
	Unsecured, Considered Good:		March 31, 2021
	Advance to Staff, Workers and Others	35.95	12.40
	Advance to Suppliers	768.41	367.98
	Preoperative Expenses	79.84	3.00
	Other Advances	0.20	-
	Total of Short Term Loans and Advances	884.40	383.38
			258.40
19	OTHER CURRENT ASSETS	March 31, 2023	March 31, 2022
		₹ in Lakhs	₹ in Lakhs
	Statutory Receivable	68.65	140.33
	Others receivables	0.09	0.09
	Prepaid Expense	9.45	1.58
	Retention Money	63.61	6.95
	MAT Credit Entitlement	0.00	33.24
	Total of Other Current Assets	141.80	182.20
			117.24

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023				
20	REVENUE FROM OPERATIONS	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Sale of Product	18,138.27	11,007.79	7,350.76
	Total of Revenue from Operations	18,138.27	11,007.79	7,350.76
21	OTHER INCOME	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Interest on Fixed Deposit	4.24	4.28	5.18
	Profit/(Loss) on Sale of fixed assets	-	-	0.27
	Discount Received	8.43	0.05	0.07
	Incentives Received	8.45	58.37	13.81
	Other Income	8.54	-	2.61
	Interest on IT Refund	0.01	-	-
	Supervision Charges	-	4.50	-
	Foreign Exchange Gain	-	1.73	-
	Sundry Balance Written Off	1.47	0.02	-
	Freight Outward	-	1.50	-
	Total of Other Income	31.14	70.45	21.95
22	COST OF RAW MATERIALS CONSUMED	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Inventory at the beginning of the year			
	Raw Materials & Others	1,537.25	846.92	958.84
	Add: Purchases made during the year	17,025.74	10,853.62	6,662.12
	Add: Carriage Inwards	27.35	27.76	21.90
		18,590.34	11,728.30	7,642.86
	Less: Inventory at the end of the year			
		2,106.89	1,537.25	846.92
	Total of Raw Materials Consumed	16,483.45	10,191.05	6,795.94
23	CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Inventories at the End of the year			
	Finished Goods	181.75	139.38	27.18
	Sub-Total (A)	181.75	139.38	27.18
	Inventories at the beginning of the year			
	Finished Goods	139.38	27.18	22.13
	Sub-Total (B)	139.38	27.18	22.13
	Total of Change in Inventories (A-B)	(42.37)	(112.20)	(5.05)

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023				
24	EMPLOYEE BENEFITS EXPENSES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Salaries & Wages	127.92	92.96	69.65
	Bonus	4.05	2.68	2.13
	Directors' Remuneration	22.35	22.35	18.00
	Provident Fund Expenses	6.83	5.32	4.46
	ESI Expenses	1.26	1.29	0.92
	Gratuity and Pension Expenses	7.20	1.75	-
	Workmen and Staff Welfare Expenses	13.85	7.18	4.99
	Total of Employee Benefits Expenses	183.46	133.52	100.15
25	FINANCE COST	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	i. Interest Expense			
	-Interest on Term Loan	45.03	29.12	9.34
	-Others	160.40	131.95	101.36
	ii. Bank Charges & Other Borrowing Cost			
	-Bank Charges	42.37	29.12	38.46
	Total of Finance Cost	247.80	190.19	149.16
26	DEPRECIATION & AMORTIZATION EXPENSES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
	Depreciation on Property, Plant & Equipments	43.56	49.46	43.53
	Total of Depreciation and amortization expenses	43.56	49.46	43.53

AURO IMPEX & CHEMICALS LIMITED (Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED) Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023			
27 OTHER EXPENSES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
A Manufacturing Expenses			
Loading and Unloading Charges	0.11	0.38	0.02
Factory Expenses	7.92	5.67	6.02
Rent on Machinery	2.05	0.96	4.88
Jobwork Charges	1.01	2.85	-
Production Expenses	147.66	107.51	95.40
Security Expenses	5.58	3.95	3.51
Inspection and Testing Charges	1.71	0.71	0.46
Stores and Consumables	5.12	5.27	3.49
Factory Electricity Charges	26.82	22.28	18.99
Generator Running Maintenance	0.60	0.98	0.67
Rent	9.77	3.83	3.83
Total of Manufacturing Expenses (A)	208.35	154.37	137.25
B Administrative & Selling and Distribution Expenses			
Auditors Remunerations	2.50	1.00	0.30
Advertisement & Subscription	-	-	0.43
Jobwork Charges	60.78	37.41	-
Vehicle Maintenance	13.98	11.06	7.44
Brokerage & Commission Charges	0.12	-	-
Sundry Blance Written Off	-	-	0.97
Carriage Outward	78.96	66.69	1.15
Telephone Charges & Internet Charges	1.20	0.95	0.93
Office Expenses	0.63	1.63	0.27
Printing & Stationery	1.50	0.94	0.35
Repair & Maintenance- Others	20.54	11.89	6.42
Sales Promotion Expenses	11.31	1.67	1.71
Conveyance Expenses	6.64	6.55	4.58
Forex Loss	0.11	-	0.02
Carriage Inward	-	0.97	-
Car Hire Charges	1.79	0.26	-

AURO IMPEX & CHEMICALS LIMITED

(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)

Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023

27 OTHER EXPENSES (Contd.)	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Clearing & Forwarding and Handling Expenses	3.22	1.93	-
Donation & Subscription	2.28	1.79	1.22
Postage & Courier	0.36	0.20	0.12
Professional and Legal Charges	47.14	33.91	25.41
Travelling Expenses	5.98	5.46	0.09
Filing Fees	1.21	0.03	0.01
Fire Licence Fees	0.17	-	-
General Expenses	0.50	0.09	0.06
Office Electricity Charges	0.28	0.26	0.18
Rent	3.60	3.60	3.00
Fees West Bengal Labour Dept	-	0.11	0.34
Trade Licence	0.06	0.03	0.03
P Tax	0.03	0.03	0.03
Insurance	3.18	2.90	2.32
Crisil Ratings	1.55	0.50	-
Pre Operative Expenses Written Off	2.00	2.00	-
Rates & Taxes	2.53	0.39	0.44
Total of Administrative & Selling and Distribution Expenses (B)	274.13	194.24	57.80
Grand Total of Other Expenses (A+B)	482.48	348.61	195.05

AURO IMPEX & CHEMICALS LIMITED						
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)						
Notes To The Standalone Financial Statements For The Period Ended 31st March, 2023						
28	EARNING PER SHARE (EPS)			March 31, 2023	March 31, 2022	March 31, 2021
				₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
	The following reflects the profit and data used in calculation of EPS					
	Basic Earning Per Share					
	Net Profit / (Loss) after tax for calculation of basic EPS			557.11	204.59	90.54
	No. of weighted average equity shares outstanding for the year ended			92.81	92.81	92.81
	Basic Earning per share from continuing operation			6.00	2.20	0.98
	Diluted Earning Per Share					
	Net Profit / (Loss) after tax for calculation of basic EPS			557.11	204.59	90.54
	No. of weighted average equity shares outstanding for the year ended			92.81	92.81	92.81
	Diluted Earning per share from continuing operation			6.00	2.20	0.98
	During the Financial Year 2022-23, 85,07,400 No. of shares of Face Value ₹ 10 has been issued by capitalising Securities Premium and Profit & Loss Account, therefore the EPS and Diluted EPS for the FY 2020-21 & 2021-22 has also been restated.					
29	CONTINGENT LIABILITIES AND COMMITMENTS			March 31, 2023	March 31, 2022	March 31, 2021
				₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
	Contingent Liabilities					
	(i) Claims against the company not acknowledged as debt - Bank Guarantee			5.79	14.65	14.65
	(ii) Claims against the company not acknowledged as debt - Entry Tax			-	1.91	1.91
30	UNHEDGED FOREIGN CURRENCY EXPOSURES	March 31, 2023		March 31, 2022		March 31, 2021
		Foreign Currency	Amount in INR	Foreign Currency	Amount in INR	Foreign Currency
	Trade Receivable					
	- USD	Nil	Nil	Nil	Nil	Nil
	- Euro	Nil	Nil	Nil	Nil	Nil
	- GBP	Nil	Nil	Nil	Nil	Nil
	Trade Payables					
	- USD	Nil	Nil	Nil	Nil	Nil
	- Euro	Nil	Nil	Nil	Nil	Nil

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

9.1(i) TRADE PAYABLES

₹ in Lakhs

Trade Payables ageing schedule as on 31st March, 2023					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
1. MSME	92.51	-	-		92.51
2. Others	78.98	-	-		78.98
3. Disputed dues - MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2023	171.48	-	-	-	171.48

₹ in Lakhs

9.1(ii) Trade Payables ageing schedule as on 31st March, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
1. MSME	551.48	-	-	-	551.48
2. Others	448.15	-	-	-	448.15
3. Disputed dues - MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2022	999.63	-	-	-	999.63

₹ in Lakhs

9.1(iii) Trade Payables ageing schedule as on 31st March, 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
1. MSME	268.04	-	-	-	268.04
2. Others	752.30	-	-	-	752.30
3. Disputed dues - MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2021	1,020.34	-	-	-	1,020.34

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

13.1 (i) CAPITAL WORK IN PROGRESS

₹ in Lakhs

CWIP ageing schedule as on 31st March, 2023					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	211.22	63.98	-	-	275.20
Projects temporarily suspended	-	-	-	-	-
Total of CWIP as on 31.03.2023	211.22	63.98	-	-	275.20

₹ in Lakhs

CWIP ageing schedule as on 31st March, 2022					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	63.98	-	-	-	63.98
Projects temporarily suspended	-	-	-	-	-
Total of CWIP as on 31.03.2022	63.98	-	-	-	63.98

₹ in Lakhs

CWIP ageing schedule as on 31st March, 2021					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	52.63	-	-	-	52.63
Projects temporarily suspended	-	-	-	-	-
Total of CWIP as on 31.03.2021	52.63	-	-	-	52.63

AURO IMPEX & CHEMICALS LIMITED
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Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

₹ in Lakhs						
Trade Receivables ageing schedule As on 31.03.2023						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables - considered good	1,295.47	-	24.83	-	6.73	1,327.04
2. Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
3. Disputed Trade Receivables - considered good	-	-	-	-	-	-
4. Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total of Trade Receivable as on 31.03.2023	1,295.47	-	24.83	-	6.73	1,327.04
₹ in Lakhs						
Trade Receivables ageing schedule As on 31.03.2022						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables - considered good	1,241.02	195.99	0.62	-	10.61	1,448.24
2. Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
3. Disputed Trade Receivables - considered good	-	-	-	-	-	-
4. Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total of Trade Receivable as on 31.03.2022	1,241.02	195.99	0.62	-	10.61	1,448.24
₹ in Lakhs						
Trade Receivables ageing schedule As on 31.03.2021						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables - considered good	1,300.75	-	-	0.71	15.24	1,316.70
2. Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
3. Disputed Trade Receivables - considered good	-	-	-	-	-	-
4. Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total of Trade Receivable as on 31.03.2021	1,300.75	-	-	0.71	15.24	1,316.70

AURO IMPEX & CHEMICALS LIMITED
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Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

31	VALUE OF IMPORTS CALCULATED ON CIF BASIS	March 31, 2023		March 31, 2022		March 31, 2021	
		Foreign Currency USD	Amount in ₹	Foreign Currency USD	Amount in ₹	Foreign Currency USD	Amount in ₹
	FOB Value of Export						
	- USD	-	-	4,140	306,360	-	-
	CIF Value of Import - Capital Goods						
	- USD	1,814	149,660	100,286	7,613,172	4,068	302,044
	Total	1,814	149,660	104,426	7,919,532	4,068	302,044

32 RELATED PARTY DISCLOSURE

Names of related parties (As given and certified by the management)

Particulars	Name of Related Parties		
a. Subsidiary company by virtue of control by management :	Auro Industries Ltd.		
b. Enterprises over which Key Management Personnel of the company has significant influence:	Auro Electropower Pvt Ltd Grey Engineering Works Limited ERC Technology Private Limited Tatanagar Transport Corporation Ltd. PP Electro Filter Engineering Private Limited		
c. Key Managerial Personnel (KMP) :	Name of Relationship	Date of Appointment	Designation
	Mr. Madhusudan Goenka	02.01.2002	Managing Director
	Mr. Praveen Kumar Goenka	05.08.1994	Whole Time Director
	Mr. Sibasis Mitra	16.01.2023	Director
	Mr. Sankar Thakur	16.01.2023	Director
	Ms. Vanshika Goenka	01.09.2022	Director
	Mr. Raghav Jhunjhunwala	01.11.2022	Company Secretary
	Mr. Kalyan Kumar Das	16.12.2022	Chief Financial Officer

₹ in Lakhs

Salary to Key Managerial Personnel/ Relative of KMP	March 31, 2023	March 31, 2022	March 31, 2021
1. Mr. Madhusudan Goenka	15.30	15.30	12.00
2. Mr. Praveen Kumar Goenka	7.05	7.05	6.00

AURO IMPEX & CHEMICALS LIMITED
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Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

Particulars	Financial Year	Lease Rent	Reimbursement of Professional Charges	Reimbursement of Rent(including TDS)	Reimbursement of Travelling Expenses	Payment	Outstanding Balance
(a) Auro Electropower Pvt Ltd	2022-23	-	-	4.28	-	5.73	-
	2021-22	-	-	4.79	-	3.34	1.45
	2020-21	-	-	3.54	-	4.65	-
(b) Grey Engineering Works Limited	2022-23	-	2.66	-	-	-	-
	2021-22	-	1.95	-	-	1.95	-
	2020-21	-	-	-	-	-	-
(c) PP Electro Filter Engineering Private Limited	2022-23	-	-	-	-	-	-
	2021-22	-	0.30	-	-	0.30	-
	2020-21	-	-	-	-	-	-
(d) Mr. Madhusudan Goenka	2022-23	10.85	-	-	3.68	14.53	-
	2021-22	3.83	-	-	-	3.83	-
	2020-21	3.83	-	-	-	3.83	-
(e) Vanshika Goenka	2022-23	-	-	-	0.15	-	-
	2021-22	-	-	-	-	-	-
	2020-21	-	-	-	-	-	-
(f) Mr. Raghav Jhunjhunwala	2022-23	-	0.11	-	-	-	-
	2021-22	-	-	-	-	-	-
	2020-21	-	-	-	-	-	-
(g) Mr. Kalyan Kumar Das	2022-23	-	-	-	2.19	-	0.23
	2021-22	-	-	-	1.78	-	-
	2020-21	-	-	-	-	-	-

Particulars	Financial Year	Sales	Purchases	Closing Balance
(h) Auro Industries Ltd.	2022-2023	-	1,549.81	-
	2021-2022	0.68	1,352.81	785.89
	2020-2021	-	537.09	268.04
(i) Grey Engineering Works Limited	2022-2023	-	0.19	-
	2021-2022	-	-	-
	2020-2021	-	-	-

₹ in Lakhs

Loans/Advance given & Repayment thereof	Financial Year	Given	Repayment	Interest Received (Net of TDS)	Closing Balance
(a) Auro Electropower Pvt Ltd	2022-23	-	-	-	29.00
	2021-22	450.00	450.00	-	29.00
	2020-21	640.00	640.00	-	29.00

AURO IMPEX & CHEMICALS LIMITED
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Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

Loans/Advance given & Repayment thereof	Financial Year	Given	Repayment	Interest Received (Net of TDS)	Closing Balance
(b) Auro Industries Ltd.	2022-23	0.05	-	-	-
	2021-22	67.28	67.28	-	-
	2020-21	-	-	-	-
(c) Mr. Madhusudan Goenka	2022-23	-	-	-	-
	2021-22	-	-	-	-
	2020-21	1.29	1.29	-	-
₹ in Lakhs					
Loans/Advance given against Salary & Repayment thereof	Financial Year	Given	Repayment	Closing Balance	
Madhusudan Goenka	2022-23	27.00	3.00	35.25	
	2021-22	-	3.00	11.75	
	2020-21	15.00	0.25	14.75	

33 Contingent Liability

In the opinion of Board of Directors, provision for all known liabilities have been made in the accounts and there does not exist any other liabilities, contingent or otherwise except whatever have been accounted for or stated in the Balance Sheet except for TDS Demand as per Income Tax Website of Rs. 23,455.61/-. Further Company has paid Rs. 1,33,996/- on account of Audit by GST department pertaining to FY 2017-18 to 2021-22.

34 Additional Information Term Loan and Borrowings

Additional Information for Securities given, Terms of Repayment, Guarantees, Rate of Interest, etc

Loan from INDIAN BANK	31.03.2023	31.03.2022	31.03.2021
Sanction Letter Dated	10.03.2023	29.07.2022	15.09.2021
Overall Limit	39.34 crs	28.73 crs	23.55 crs
Nature of Facility	₹ in CRS.	₹ in CRS.	₹ in CRS.
Cash Credit (OCC)- Regular	22.00	15.00	15.00
Letter of credit DP/DA Max 90D	9.00	4.00	4.00
Bank Guarantee	0.40	0.40	0.40
IND GECLS (IB)			
Original Sanctioned Limit - 0.50 Cr	0.21	0.45	0.45
IND GECLS (taken over from BOB)	0.61	1.20	1.20
Term Loan I 7000862087			
For setting up new slitting line 30 ton machinery	1.94	2.50	2.50
GECLS Extension	1.21	1.21	1.21
Term Loan II- For Expansion of Existing Unit	3.97	3.97	-

AURO IMPEX & CHEMICALS LIMITED
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Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

<p>Cash Credit Hypothecation charge over stocks, book debts and all other current assets of the company Asset ID : 200029116242- Stock Asset ID : 200029116632- Book Debts Letter of Credit Hypothecation of goods procured under LC Cover under GLH Bank Guarantee Counter Indemnity from the Company Cover under GLH Term Loan I Exclusive Hypothecation charge over Plant and machinery existing & to be procured out of Term Loan. Term Loan 2 Exclusive Hypothecation charge over assets to be created out of Term Loan</p>	Primary Security
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<p>Collateral (for both Working Capital Loan and Term Loan) 1. 1st Charge on entire fixed assets of the company both present and future (excluding plant and machineries financed exclusively from our term loan) (Rs. 6.32 Cr WDV less WDV of Rs 3.93 Cr pertaining to L&B as per ABS 2020-21. L&B has been taken as collateral and is mentioned in point No 2 Below 2. Equitable mortgage of the following landed properties (admeasuring 2.44 acres)at PS Dhaniakhali, District Hooghly within the jurisdiction of Dhaniakhali Gram Panchayat, West Bengal as below Asset ID : 200016484109 3. Equitable mortgage of commercial/ residential flat on ground floor measuring about 1816 square feet more or less at Premises No.23A/58D, 63, Ramtanu Lahiri Road, Diamond Harbour Road, Kolkata - 700053 within District 24 Parganas (South) in the name of M/S AURO INDUSTRIES LIMITED Asset ID : 200016485424 Collateral for TL I & TL II Exclusive 2nd charge on current assets of the company</p>	Collateral Security
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<p>Name of the Guarantor Mr. Madhusudan Goenka Mr Praveen Kumar Goenka Ms. Vanshika Goenka M/s Auro Industries Limited (Mortgagor/Corporate Guarantee)</p>	Guarantee
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<p>Working Capital: Repayment on Demand. Term Loan 1-: To be repaid in 25 equal Quarterly Installments of Rs 10,00,000/- each Term Loan 2-: Ballooning repayment in 23 quarterly installments. WCTL GECLS-1 (IB) : 48 months, including moratorium of 12 months from the date of disbursement. 36 EMIs of Rs 1.57 lacs after an initial holiday period of 12 months. Total period of 48 months. Residual period upto May 2024 WCTL GECLS-2 : 48 months, including moratorium of 12 months from the date of disbursement. Principal to be repaid in 36 EMIs, starting from October 2021. Residual period upto September 2024. WCTL GECLS Extension 1.0 : 48 months, including moratorium of 12 months from the date of disbursement. 36 EMIs after an initial holiday period of 24 months. Residual period upto November 2026.</p>	Period of Advance & Terms of Repayment
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	31.03.2023	31.03.2022	31.03.2021	
Cash Credit	REPO+ 5.95%	REPO+ 4.25%	REPO + 6.50%	Rate of Interest
Letter of Credit	Rate card	65% of Rate card	-	
Bank Guarantee	Rate card	65% of Rate card	-	
IND GECLS (IB)	Repo+3.35 % to be capped at 9.25%	Repo + 3.50%	REPO + 3.50%	
IND GECLS (taken over from BOB)	Repo+3.35 % to be capped at 9.25%	Repo + 3.50%	REPO + 3.50%	
Term Loan I 7000862087	REPO + 5.95%	REPO + 4.25%	REPO + 6.55%	
GECLS Extension	Repo+3.35 % to be capped at 9.25%	REPO+ 3.5 %	REPO + 3.50%	
Term Loan II	REPO + 5.95%	-	-	

	31.03.2023	31.03.2022	31.03.2021
Vehicle Loan from YES BANK			
Primary security	Hypothecation of vehicle	Hypothecation of vehicle	Hypothecation of vehicle
Loan Disbursed	8.90	8.90	8.90
Date of loan disbursed	01.03.2018	01.03.2018	01.03.2018
Loan Tenure	60 months	60 months	60 months
Repayment Start Date	15.03.2018	15.03.2018	15.03.2018
Repayment End Date	15.02.2023	15.02.2023	15.02.2023
Equated Monthly Instalment amount/Pre EMI	18,260	18,260	18,260

	31.03.2023	31.03.2022	31.03.2021
Vehicle Loan from Indian Bank			
Primary security	Hypotecation of vehicle	-	-
Loan Disbursed	₹ 9,00,000	-	-
Date of loan disbursed	15.03.2023	-	-
Loan Tenure	60 months	-	-
Repayment Start Date	07.04.2023	-	-
Repayment End Date	07.03.2028	-	-
Equated Monthly Instalment amount/Pre EMI	₹18,509	-	-

AURO IMPEX & CHEMICALS LIMITED
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Restated Standalone Statement of Profit & Loss for the year ended 31st March 2023

35 Other Notes

- (a) In the opinion of Management and to the best of our knowledge and belief the value of realisation of Loans, Advances and Current Assets in ordinary course of Business will not be less than the amount for which they are stated in the Balance Sheet.
- (b) Balance of Trade Receivables, Trade Payables, Loans & advances Given/taken and other current assets including in the ordinary course of business is subject to confirmation and reconciliation.
- (c) The company has taken land from one of the director of the company and are paying yearly rent on which building has been constructed by the company.
- (d) The Company has no Investment Property during the period ended March 31st 2023 so there cannot be any revaluation of the same.
- (e) Company has not revalued its Property, Plant and Equipment during the period ended March 31st 2023 .However the Company has restated the life of Building and Plant & Machinery from 30 to 60 Years and 15 to 30 Years respectively.
- (f) Company does not have any intangible asset so there cannot be any revaluation of the same.
- (g) The company has no Intangible asset under development during the period ended 31st March, 2023
- (h) The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceedings have been initiated or pending against the company under Benami Transactions (Prohibition) Act, 1988 & rules made thereunder.
- (i) The Company has borrowings from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- (j) The company has not been declared as a willful defaulter by any bank or financial Institution or other lender till the period ended March 31st 2023
- (k) As per the information available with the management, the company has not entered into any transactions with the companies who have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the period ended March 31st 2023
- (l) Company has filed necessary forms with ROC for Creation and satisfaction of Charges within stipulated time period during the period ended March 31st 2023
- (m) The Company has neither Traded nor Invested in Crypto or Foreign Currency during the period ended March 31st 2023
- (n) No Undisclosed Income has been recorded in the Books of Accounts for the period ended March 31st 2023
- (o) **Compliance with number of layers of companies**
The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

(p) Loan Repayable on Demand

Type of Borrower	Amount of Loan / Advance in the nature of loan outstanding		
	31.03.2023	31.03.2022	31.03.2021
Promoter	-	-	-
Director	-	-	-
KMPS	-	-	-
Related Party	-	-	-
Type of Borrower	Percentage of Total Loans a& Advances		
	31.03.2023	31.03.2022	31.03.2021
Promoter	-	-	-
Director	-	-	-
KMPS	-	-	-
Related Party	-	-	-

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

(q) Compliance with approved Scheme(s) of Arrangements

During the years no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(r) Utilisation of Borrowed funds and share premium

- a)** The company has not advanced or loaned or invested any funds (either borrowed funds or share premium or any other sources 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
- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- b)** The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(s) Corporate Social Responsibility (CSR)

The above clause is not applicable

(t) Previous GAAP figures have been reclassified/regrouped to confirm the presentation requirements laid down in Division-I of Schedule-III of the Companies Act, 2013.

(u) The Company has followed accounting as per the Division-I of Schedule-III of Companies Act, 2013 but has only disclosed those areas that are applicable to the Company.

(u) The previous financial year figures have been reworked, regrouped and reclassified to the extent possible, wherever necessary.

36	Ration Analysis	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	Current Ratio	Current Asset	Current Liability	1.34	1.35	1.27
	Debt Equity Ratio	Total Debt	Shareholder fund	3.74	5.82	5.73
	Debt Service Coverage Ratio	Earning available for Debt service	Debt service	0.22	0.12	0.09
	Return on Equity Ratio	Net Profit	Shareholders Fund	0.62	0.40	0.19
	Inventory Turnover Ratio	COGS or Sales	Avg Inventory	9.15	8.63	7.93
	Trade Receivable Turnover Ratio	Credit Sale	Avg Receivable	13.07	7.96	7.16
	Trade Payable Turnover Ratio	Credit Purchase	Avg Payable	39.53	13.17	9.47
	Net Capital Turnover Ratio	Sales	Avg Working Cap	29.96	10.82	13.08
	Net Profit Ratio	Net Profit	Sales	0.04	0.03	0.01
	Return on Capital Employed	EBIT	(Net worth+ Total Debt+Deff Tax Liab)	0.16	0.09	0.06
	Return on Investment	MV at End -MV at Begin	MV at Begin	-	-	-

The accompanying notes form integral part of the restated financial statements

As per our Report of even date
For Rajesh Jalan & Associates
Chartered Accountants
Firm's Registration No. 326370E

For and on behalf of Board of
Auro Impex & Chemicals Limited

Praveen Kumar Goenka
Whole Time Director
DIN-00156943

Madhusudan Goenka
Managing Director
DIN-00146365

CA. Rajesh Jalan
Membership No.065792
Place: Kolkata
Date- 26-04-2023

Raghav Jhunjhunwala
Company Secretary
PAN-ALCPJ3808Q

Kalyan Kumar Das
Chief Financial Officer
PAN-BLAPD5469E

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes to the Restated Standalone Financial Statements for the period ended 31st March 2023

Note : 12

Property, Plant & Equipment

₹ in Lakhs									
GROSS BLOCK	Building	Plant & Equipment	Furniture & Fixtures	Motor Car	Office Equipments	Air Conditioner	Electrical Installation	Computers	Total
Tangible Assets									
Gross Block As on 31.03.2021	550.73	371.27	4.78	36.56	3.07	2.47	40.29	8.94	1,018.11
Additions	120.06	131.95	-	-	0.68	0.36	-	1.06	254.11
Disposals	-	-	-	-	-	-	-	-	-
Gross Block As on 31.03.2022	670.79	503.22	4.78	36.56	3.75	2.83	40.29	10.01	1,272.22
Additions	-	77.08	-	-	1.80	0.30	-	1.34	80.52
Disposals	-	-	-	-	-	-	-	-	-
Gross Block As on 31.03.2023	670.79	580.30	4.78	36.56	5.54	3.13	40.29	11.35	1,352.74

Note : 12

Property, Plant & Equipment (cont..)

₹ in Lakhs									
Accumulated Depreciation	Building	Plant & Equipment	Furniture & Fixtures	Motor Car	Office Equipments	Air Conditioner	Electrical Installation	Computers	Total
Depreciation as at 31.03.2021	173.75	158.70	3.81	9.85	1.02	1.09	30.76	6.26	385.24
Depreciation charge for the year	16.03	24.34	0.40	3.58	0.50	0.15	3.32	1.14	49.46
Reversal on Disposal of Assets	-	-	-	-	-	-	-	-	-
Depreciation as at 31.03.2022	189.78	183.04	4.21	13.43	1.52	1.24	34.08	7.40	434.70
Depreciation charge for the period	15.24	20.55	0.32	3.57	0.53	0.17	2.18	1.01	43.56
Reversal on Disposal of Assets	-	-	-	-	-	-	-	-	-
Depreciation as at 31.03.2023	205.01	203.59	4.52	16.99	2.05	1.41	36.27	8.41	478.26
Net Block									
Balance as at 31.03.2021	376.98	212.57	0.97	26.72	2.04	1.38	9.52	2.68	632.87
Balance as at 31.03.2022	481.02	320.18	0.57	23.14	2.22	1.59	6.20	2.61	837.52
Balance as at 31.03..2023	465.78	376.71	0.26	19.57	3.49	1.72	4.02	2.94	874.48

AURO IMPEX & CHEMICALS LIMITED
(Formerly Known as AURO IMPEX & CHEMICALS PRIVATE LIMITED)
Notes forming part of the financial statements for the period ended 31st March 2023

7(i) DEFERRED TRADE PAYABLE

(₹ in Lakhs)

Defferred Trade Payables ageing schedule non current 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	-	-	-	-
2. Others	-	-	-	-	-
3. Disputed	-	-	-	-	-
4. Disputed	-	-	-	-	-
Total	-	-	-	-	-

(₹ in Lakhs)

Defferred Trade Payables ageing schedule non current as on 31.03.2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	234.41	-	-	234.41
2. Others	-	-	-	-	-
3. Disputed	-	-	-	-	-
4. Disputed	-	-	-	-	-
Total	-	234.41	-	-	234.41

Defferred Trade Payables ageing schedule non current as on 31.03.2021

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	-	-	-	-
2. Others	-	-	-	-	-
3. Disputed	-	-	-	-	-
4. Disputed	-	-	-	-	-
Total	-	-	-	-	-

OTHER FINANCIAL INFORMATION

The Financial Ratios on Consolidated Restated of AURO IMPEX & CHEMICALS LIMITED (Formerly Known as Auro Impex & Chemicals Private Limited) are as follows:

Sl. No.	Particulars	For the Year ended March 31 st , 2023	For the Year ended March 31 st , 2022
A	Net worth, as restated (₹ in lakhs)	1,754.96	1,155.04
B	Profit after tax, as restated (₹ in lakhs)	599.92	230.03
	Weighted average number of equity shares outstanding during the year period/year		
C	For Basic / Diluted earnings per share (in number)	92,80,800	92,80,800
	Earnings per share		
D	Basic / Diluted earnings per share (B/C)	6.46	2.48
E	Return on Net Worth (%) (B/A*100)	34.18%	19.92%
F	Number of shares outstanding at the end of the period/ year (in number)	92,80,800	92,80,800
G	Net asset value per equity share of Rs. 10/ each (A/F)	18.90	149.35
H	Face value of equity shares	10.00	10.00
I	Earnings Before Interest Taxes, Depreciation & Amortization (EBITDA) (₹ in lakhs)	1,273.34	658.28

Notes:

- The ratios have been computed as per the following formulas:

(i) Basic and Diluted Earnings per Share:

Restated Profit after Tax attributable to equity shareholders

Weighted average number of equity shares outstanding during the period/year

(ii) Return on Net worth (%):

Restated Profit after Tax

Restated Net worth as at period/year end

(iii) Net Asset Value (NAV) per Equity Share:

Restated Net worth as at period/year end

Total Number of equity shares as at period/year end

- The figures disclosed above are based on the Restated Consolidated Financial Information of the Company.
- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).
- Earnings per share calculations are done in accordance with Accounting Standard (AS)-20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

6. Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax + Finance Cost + Depreciation & Amortization
7. The Company increased its Authorized Share Capital as mentioned below:
 - a. During the FY 2022-23, the company has increased its Authorized Share Capital from ₹ 100.00 Lakhs (consisting of 10,00,000 Equity share of ₹ 10 each) to ₹ 1400.00 Lakhs (consisting of 1,40,00,000 Equity shares of ₹ 10 each) vide a resolution passed at EGM of Company held at the office of the company on 30th November, 2022.

For Rajesh Jalan & Associates
(Chartered Accountants)
Firm's Registration No.: 326370E

CA. Rajesh Jalan
Membership No.: 065792

Place: Kolkata
Date: April 26, 2023

The Financial Ratios on Standalone Restatement of AURO IMPEX & CHEMICALS LIMITED (Formerly Known as Auro Impex & Chemicals Private Limited) are as follow:

Sl. No	Particulars	For the year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
A	Net worth, as restated (₹ in lakhs)	1252.20	695.09	490.5
B	Profit after tax, as restated (₹ in lakhs)	557.11	204.59	90.54
	Weighted average number of equity shares outstanding during the period/ year			
C	For Basic/Diluted Earnings per Share (innumber)	92,80,800	92,80,800	92,80,800
	Earnings per Share			
D	Basic/Diluted earnings per share (Rs.) (B/C)	6.00	2.20	0.98
E	Return on Net Worth (%) (B/A*100)	44.49%	29.43%	18.46%
F	Number of shares outstanding at the end of the period/ year (in number)	92,80,800	92,80,800	92,80,800
G	Net asset value per equity share of ₹ 10each (A/F)	13.49	7.49	5.28
H	Face value of equity shares (₹)	10.00	10.00	10.00
I	Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) (₹ in lakhs)	1,062.39	517.26	286.61

Notes:

8. The ratios have been computed as per the following formulas:

(i) Basic and Diluted Earnings per Share:

$\frac{\text{Restated Profit after Tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year.}}$

(ii) Return on Net worth (%):

$\frac{\text{Restated Profit after Tax}}{\text{Restated Net worth as at period/year end}}$

(iii) Net Asset Value (NAV) per Equity Share:

$\frac{\text{Restated Net worth as at period/year end}}{\text{Total Number of equity shares as at period/year end}}$

9. The figures disclosed above are based on the Restated Financial Information of the Company.

10. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

11. Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).

12. Earnings per share calculations are done in with Accounting Standard (AS)-20 "Earning per Share", issued by the Institute of Chartered Accountants of India.
13. Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax + Finance Cost + Depreciation & Amortization
14. The Company has increased its Authorized Share Capital as mentioned below: -
 - a. During the FY 2022-23, the company has increased its Authorized Share Capital from ₹ 100.00 Lakhs (consisting of 10,00,000 Equity share of ₹ 10 each) to ₹ 1400.00 Lakhs (consisting of 1,40,00,000 Equity shares of ₹ 10 each) vide a resolution passed at EGM of Company held at the office of the company on 30th November, 2022.

For Rajesh Jalan & Associates
(Chartered Accountants)
Firm's Registration No.: 326370E

CA. Rajesh Jalan
Membership No.: 065792

Place: Kolkata
Date: April 26, 2023

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Note - 29 of Restated Consolidated Financial Statements and Note - 32 of Restated Standalone Financial Statements under the section titled, "Financial Statements as Restated" beginning on page 177 and page 209 respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with our Restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 160. You should also read the section titled "Risk Factors" on page 26 and the section titled "Forward Looking Statements" on page 17 of this Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. Our Financial Statements, as restated have been derived from our audited Financial Statement for the respective years. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor which is included in this Red Herring Prospectus under "Financial Statements". Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Overview

Our Company was originally incorporated as "Auro Impex & Chemicals Private Limited" on January 20, 1994 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into Public Limited Company pursuant to special resolution passed by the shareholders of our Company in their meeting held on September 23, 2022 and the name of our Company was changed to "Auro Impex & Chemicals Limited" and a fresh certificate of incorporation consequent upon conversion of the company from Private Limited to Public Limited, dated September 30, 2022 was issued by Registrar of Companies, West Bengal. The Corporate Identification Number of our Company is U51909WB1994PLC061514.

We are an ISO 9001:2015 certified Company that specializes in the manufacturing of Collecting Electrode, Discharge Electrode Plate steel structures and other internal components of an Electrostatic Precipitator (ESPs) - a filtration device used to remove smoke and fine dust particles from flowing gas used in various heavy industries such as Steel Plants, Sponge Iron industry, Cement Plants, Thermal Energy Plants and any other plant where the coal is burnt, as a measure to control Air Pollution. With growing demand to minimize air pollution together with the increased awareness amongst the public and the government initiatives to reduce air pollution, in the year 2011, our Company had set up a State of Art Manufacturing facility for manufacturing of Electrostatic precipitator internals for both American and European designs in the state of West Bengal, spread across a sprawling area of 2.44 acres of land with all the requisite machines and equipment, with the goal of becoming one of the top producers of ESP Internals (Collecting Electrode, Discharge Electrode, Electro- magnetic rapper, Tank Fabrication and Duct Fabrication and ESP Internal spare parts etc).

Our Company is specifically engaged into manufacturing of (i) Collecting Electrodes of all profiles, (ii) Discharge Electrodes, (iii) Electro- magnetic rapper, (iv) Tank Fabrication and Duct Fabrication, and (v) other ESP Internal spare parts, for some Original Equipment manufacturers (OEMs) and service providers ranging from sourcing of components, designing, manufacturing, quality testing as per the specifications provided by OEMs and service providers. We have created a long running relationship with our clients and have been able to expand our presence in India over the years by manufacturing high-quality items according to their specifications.

Over the years, we have established an extensive network with the some of the big brands engaged in Thermal Power Projects, Development & Construction projects, electrical and other engineering Industries and established a long-standing relationship with our customers for the supply of our manufactured products in India. Our business is in manufacturing, and we make items as per the requirements of our Original

Equipment manufacturers (OEMs) and service providers. We have been providing our production services to Original Equipment Manufacturers and Service providers for whom we have been manufacturing for more than a decade and have earned their goodwill based on our Quality products and Competitive pricing.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Financial Statements beginning on page 160 of this Red Herring Prospectus.

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 26 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and business conditions in the markets in which we operate and in the local & regional economies;
- Changes in Industry Requirements;
- New Innovation of our product portfolio, from time to time;
- Changes in government policies resulting high taxes payable by us;
- Changes in laws and regulations that apply to the industries in which we operate;
- Impact of Russia-Ukraine War on our business and operations;
- General economic, political, and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company’s ability to successfully implement its growth strategy and expansion plans;
- Occurrence of Environmental Problems & Uninsured Losses;
- The performance of the financial markets in India and globally.
- Rising cases of Covid affecting the domestic as well as international economy

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial year ended on FY 2023, FY 2022 and FY 2021.

Result of Operation				Figures in Lakhs (Rs.)			
Particulars	Note No.	March 31, 2023 ₹ in Lakhs	% of Total Income	March 31, 2022 ₹ in Lakhs	% of Total Income	March 31, 2021 ₹ in Lakhs	% of Total Income
INCOME							
Revenue from Operations	20	18,138.27	99.83%	11,007.79	99.36%	7,350.76	99.70%
Other Income	21	31.14	0.17%	70.45	0.64%	21.95	0.30%
TOTAL INCOME		18,169.41	100.00%	11,078.24	100.00%	7,372.70	100.00%
EXPENSES							
Cost of Raw Materials Consumed	22	16,483.45	90.72%	10,191.05	91.99%	6,795.94	92.18%
Change in Inventories of Finished Goods, Work-In-Progress & Stock-In-Trade	23	(42.37)	-0.23%	(112.20)	-1.01%	(5.05)	-0.07%
Employee Benefit Expenses	24	183.46	1.01%	133.52	1.21%	100.15	1.36%
Finance Cost	25	247.80	1.36%	190.19	1.72%	149.16	2.02%
Depreciation & Amortization Expenses	26	43.56	0.24%	49.46	0.45%	43.53	0.59%
Other Expenses	27	482.48	2.66%	348.61	3.15%	195.05	2.65%
TOTAL EXPENSES		17,398.38	95.76%	10,800.63	97.49%	7,278.78	98.73%
PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (I-II)		771.03	4.24%	277.61	2.51%	93.92	1.27%
EXCEPTIONAL ITEM							
Profit / (Loss) on Sale of Assets		-	-	-	-	-	-
PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III-IV)		771.03	4.24%	277.61	2.51%	93.92	1.27%
Extraordinary Items Income/ (Expenses)							
PROFIT BEFORE TAX (V-VI)		771.03	4.24%	277.61	2.51%	93.92	1.27%
TAX EXPENSE:							
(1) Provision for Income Tax							
- Current Tax		168.98	0.93%	46.34	0.42%	14.65	0.20%
- MAT Credit Entitlement (created)/utilised		33.24	0.18%	21.08	0.19%	(14.65)	-0.20%
(2) Deferred Tax							
- Deferred Tax Liability Created/ (Reversal)		11.70	0.07%	5.60	0.05%	3.38	0.05%
Total of Tax Expenses		213.93	1.23%	73.02	0.68%	3.38	0.05%
PROFIT/(LOSS) FOR THE YEAR (VII - VIII)		557.11	3.20%	204.59	1.89%	90.54	1.24%

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of our key products such as Discharge & Collecting Electrodes, and Electrostatic Precipitator (ESP) in domestic market.

Other Income:

Our other income primarily comprises of Interest Income & incentives etc.

Expenses:

Company's expenses consist of Cost of Materials Consumed, (Increase) / decrease in inventories, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Cost of Materials Consumed:

Cost of Materials Consumed comprises of cost of Raw Material such as CR Coil, Precision Pipe, Plate, Angle etc.

Changes in inventories of finished goods:

Changes in Inventories of finished goods i.e, difference between opening stock and closing stock of Finished Goods.

Employee benefits expense:

Our Employee Benefits Expense primarily comprises of Salaries, wages & bonus expenses, Remuneration to directors, Contribution to Provident and Other Fund, Staff welfare expenses etc.

Finance Costs:

Our finance cost includes Interest expense on borrowings and other borrowing cost.

Depreciation and Amortization Expenses

Depreciation includes depreciation on Buildings, Plant & Equipment, Furniture & Fixtures, Motor Vehicles, Office Equipment Air Condition & Electrical Installation, and Computer Equipment etc.

Other Expenses:

Our Other Expenses consists of Store & Spares Consumed, Job Work & Labour Charges, Fabrication & Packing Charges, Loading & Unloading Expenses, Power & Fuel Expenses, Travelling and Conveyance, Rent Expenses, Freight & Forwarding charges, Selling & Distribution Expenses (being Freight and Other Expenses).

Summary of major items of Income and Expenditure:

Revenue From Operations:- Revenue from operations mainly consists of revenue from sale of our key products which constitutes 99.70%, 99.36%, 99.83% during the Financial Year Ended 2020-21, 2021-22 and 2022-23 respectively.

Other Income:-Breakup of other income is set forth for the period indicated:

(Figures In lakhs Rs.)

OTHER INCOME	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Interest on Fixed Deposit	4.24	4.28	5.18
Profit/(Loss) on Sale of fixed assets	-	-	0.27
Discount Received	8.43	0.05	0.07
Incentives Received	8.45	58.37	13.81
Other Income	8.54	-	2.61
Interest on IT Refund	0.01	-	-
Supervision Charges	-	4.50	-
Foreign Exchange Gain	-	1.73	-
Sundry Balance Written Off	1.47	0.02	-
Freight Outward	-	1.50	-
Total of Other Income	31.14	70.45	21.95

Total Expenses: - Our total expenses comprise of (i) Cost of materials consumed (ii) Changes in inventories of Finished Goods (iii) Employee benefits expense, (iv) Finance cost, (v) Depreciation and amortization expense and (vi) Other expenses.

Cost of material consumed: – The following table sets forth a breakdown of our cost of materials consumed for the periods indicated:

(Figures In lakhs Rs.)

COST OF RAW MATERIALS CONSUMED	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Inventory at the beginning of the year			
Raw Materials & Others	1,537.25	846.92	958.84
Add: Purchases made during the year	17,025.74	10,853.62	6,662.12
Add: Carriage Inwards	27.35	27.76	21.90
	18,590.34	11,728.30	7,642.86
Less: Inventory at the end of the year	2,106.89	1,537.25	846.92
Total of Raw Materials Consumed	16,483.45	10,191.05	6,795.94

Changes in inventories of Finished Goods: - The following table sets forth a breakdown of changes in inventories of Finished Goods for the periods indicated:

(Figures In lakhs Rs.)

CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Inventories at the End of the year			
Finished Goods	181.75	139.38	27.18
Sub-Total (A)	181.75	139.38	27.18
Inventories at the beginning of the year			
Finished Goods	139.38	27.18	22.13
Sub-Total (B)	139.38	27.18	22.13
Total of Change in Inventories (A-B)	(42.37)	(112.20)	(5.05)

Employee Benefit Expenses: - The following table sets forth a breakdown of our employee benefits expense for the periods indicated:

(Figures In lakhs Rs.)

EMPLOYEE BENEFITS EXPENSES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Salaries & Wages	127.92	92.96	69.65
Bonus	4.05	2.68	2.13
Directors' Remuneration	22.35	22.35	18.00
Provident Fund Expenses	6.83	5.32	4.46
ESI Expenses	1.26	1.29	0.92
Gratuity and Pension Expenses	7.20	1.75	-
Workmen and Staff Welfare Expenses	13.85	7.18	4.99
Total of Employee Benefits Expenses	183.46	133.52	100.15

Finance Costs: – Bifurcation of finance costs is described below:

(Figures In lakhs Rs.)

FINANCE COST	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Interest Expense			
-Interest on Term Loan	45.03	29.12	9.34
-Others	160.40	131.95	101.36
Bank Charges & Other Borrowing Cost			
-Bank Charges	42.37	29.12	38.46
Total of Finance Cost	247.80	190.19	149.16

Depreciation and Amortization Expenses: - Bifurcation of depreciation and amortization expense

Is described below:

(Figures In lakhs Rs.)

DEPRECIATION & AMORTIZATION EXPENSES	March 31, 2023	March 31, 2022	March 31, 2021
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Depreciation on Property, Plant & Equipments	43.56	49.46	43.53
Total of Depreciation and amortization expenses	43.56	49.46	43.53

Other expenses: - The following table sets forth a breakdown of our other expenses for the periods Indicated:

(Figures In lakhs Rs.)

OTHER EXPENSES	March 31, 2023 ₹ in Lakhs	March 31, 2022 ₹ in Lakhs	March 31, 2021 ₹ in Lakhs
Manufacturing Expenses			
Loading and Unloading Charges	0.11	0.38	0.02
Factory Expenses	7.92	5.67	6.02
Rent on Machinery	2.05	0.96	4.88
Jobwork Charges	1.01	2.85	-
Production Expenses	147.66	107.51	95.40
Security Expenses	5.58	3.95	3.51
Inspection and Testing Charges	1.71	0.71	0.46
Stores and Consumables	5.12	5.27	3.49
Factory Electricity Charges	26.82	22.28	18.99
Generator Running Maintenance	0.60	0.98	0.67
Rent	9.77	3.83	3.83
Total of Manufacturing Expenses (A)	208.35	154.37	137.25
Administrative & Selling and Distribution Expenses			
Auditors Remunerations	2.50	1.00	0.30
Advertisement & Subscription	-	-	0.43
Jobwork Charges	60.78	37.41	-
Vehicle Maintenance	13.98	11.06	7.44
Brokerage & Commission Charges	0.12	-	-
Sundry Balance Written Off	-	-	0.97
Carriage Outward	78.96	66.69	1.15
Telephone Charges & Internet Charges	1.20	0.95	0.93
Office Expenses	0.63	1.63	0.27
Printing & Stationery	1.50	0.94	0.35
Repair & Maintenance- Others	20.54	11.89	6.42
Sales Promotion Expenses	11.31	1.67	1.71
Conveyance Expenses	6.64	6.55	4.58
Forex Loss	0.11	-	0.02
Carriage Inward	-	0.97	-
Car Hire Charges	1.79	0.26	-
Clearing & Forwarding and Handling Expenses	3.22	1.93	-
Donation & Subscription	2.28	1.79	1.22
Postage & Courier	0.36	0.20	0.12
Professional and Legal Charges	47.14	33.91	25.41
Travelling Expenses	5.98	5.46	0.09
Filing Fees	1.21	0.03	0.01
Fire Licence Fees	0.17	-	-
General Expenses	0.50	0.09	0.06
Office Electricity Charges	0.28	0.26	0.18
Rent	3.60	3.60	3.00
Fees West Bengal Labour Dept	-	0.11	0.34
Trade Licence	0.06	0.03	0.03
P Tax	0.03	0.03	0.03
Insurance	3.18	2.90	2.32
Crisil Ratings	1.55	0.50	-
Pre Operative Expenses Written Off	2.00	2.00	-
Rates & Taxes	2.53	0.39	0.44
Total of Administrative & Selling and Distribution Expenses (B)	274.13	194.24	57.80
Grand Total of Other Expenses (A+B)	482.48	348.61	195.05

Details of Financial Year 2022-23 compared to Financial Year 2021-22 (Based on Restated Financial Statements)

Total Income:-Total Income for the Financial Year ended 2022-23 stood at Rs 18,169.41 lakhs whereas the same stood at Rs. 11,078.24 lakhs in Financial year 2021-22 , representing an Increase of 64%.The same is mainly due to increase in Revenue from operations which stood at Rs 18138.27 lakhs.

Revenue from Operations:-Revenue from Operation for Financial Year 2022-23 stood at Rs 18138.27 as against Rs 11007.79 lakhs in financial year 2021-22 representing an increase of 64.77%. The same is due to increase in Sale of its key Products (i.e. Air Pollution control Equipment)

Other Income:-Other income for financial year 2022-23 was Rs 31.14 lakhs compared to Rs.70.45 lakhs in financial Year 2021-22 representing a decrease of 55.80%. Such decrease is mainly due to decreased incentives received against purchase of raw materials from vendors in the financial year 2022-23 as compared to Financial Year 2021-22.

Total Expenses:-Total Expense for Financial Year 2022-23 stood at Rs 17398.38 lakhs whereas the same stood at Rs 10800.63 lakhs in financial year 2021-22, representing an increase of 61.09% which is because turnover of the company increases, the total expenses of the company also increased and due to installation of backward integration. It comprises 95.76% of Total Income in the Financial Year 2022-23 when compared to financial year 2021-22 in which it comprises 97.49% of Total Income.

Cost of Materials Consumed:-Cost of Material Consumed for Financial Year 2022-23 stood at Rs 16483.45 lakhs whereas the same stood at Rs 10191.05 lakhs in Financial year 2021-22, representing an increase of 61.74% this is due to increase in production & increase in other variable matters and due reducing waste generation. It comprises 90.72% of Total Income in the Financial Year 2022-23 whereas in financial year 2021-22 it comprises 91.99% of Total income.

Employee benefits expense:-Employee Benefit Expense for Financial Year 2022-23 stood at Rs 183.46 lakhs whereas the same stood at Rs 133.52 lakhs in financial year 2021-22, representing an increase of 37.40% this is due to normal increment given on yearly basis & and overtime charges for high production & also includes recruitment of new employees. It contributes 1.01% of Total Income in the Financial Year 2022-23 whereas in financial year 2021-22 it contributes 1.21% of Total income.

Finance Cost:-Finance Cost for Financial Year 2022-23 stood at Rs 247.80 lakhs whereas the same stood at Rs 190.19 lakhs in financial year 2021-22, representing an increase of 30.29 % this is due to enhancement of working capital limit & also utilization of non-fund based limit in full capacity. It contributes 1.36% of Total Income in the Financial Year 2022-23 whereas in financial year 2021-22 it contributes 1.72% of Total income.

Depreciation and Amortization Expenses:-Depreciation & Amortization expenses for Financial Year 2022-23 stood at Rs 43.56 lakhs whereas the same stood at Rs 49.46 lakhs in financial year 2021-22, representing an decrease of 11.93% compared to previous year, this is due to some assets which are reached to their residual value depreciation not required to charge on them.

Other Expenses:-Other Expense for Financial Year 2022-23 stood at Rs. 482.48 lakhs whereas the same stood at Rs 348.61 lakhs in financial year 2021-22, representing an increase of 38.40% when compared to previous year. The same is mainly due to increased variable Expenditure on Job work Charges, Production Expense (since production has also increased), Vehicle Maintenance and Carriage Outward.

Restated Profit before Exceptional Items, Extraordinary Item & Tax:-Restated Profit before Exceptional Items, Extraordinary Item & Tax was Rs 771.03 lakhs in Financial Year 2022-23 as compared to Rs 277.61 lakhs in financial year 2021-22.

Profit after Tax:-The Company had reported net profit After Tax of Rs 557.11 lakhs, in financial year 2022-23, as compared to Rs 204.59 lakhs in financial year 2021-22. There is an increase in PAT by 172.30 % which is mainly achieved through increased turnover and also reduce in Cost raw material consumption.

Details of Financial Year 2021-22 compared to Financial Year 2020-21 (Based on Restated Financial Statements)

Total Income:-Total Income for the Financial Year ended 2021-22 stood at Rs 11,078.24 lakhs whereas the same stood at Rs. 7,372.70 lakhs in Financial year 2020-21 , representing an Increase of 50%.The same is mainly due to increase in Revenue from operations which stood at Rs 11,007.79 lakhs.

Revenue from Operations:-Revenue from Operation for Financial Year 2021-22 stood at Rs 11,007.79 as against Rs 7,350.76 lakhs in financial year 2020-21 representing an increase of 50%. The same is due to increase in Sale of its key Products (i.e. Air Pollution control Equipment)

Other Income:-Other income for financial year 2021-22 was Rs 70.45 lakhs compared to Rs.21.95 lakhs in financial Year 2020-21 representing an increase of 221%. Such increase is mainly due to increased incentives received against purchase of raw materials from vendors in the financial year 2021-22 as compared to Financial Year 2020-21.

Total Expenses:-Total Expense for Financial Year 2021-22 stood at Rs 10,800.63 lakhs whereas the same stood at Rs 7,278.78 lakhs in financial year 2020-21, representing an increase of 48.38% which is because turnover of the company increases, the total expenses of the company also increased. It comprises 97.49% of Total Income in the Financial Year 2021-22 when compared to financial year 2020-21 in which it comprises 98.73% of Total Income.

Cost of Materials Consumed:-Cost of Material Consumed for Financial Year 2021-22 stood at Rs 10,191.05 lakhs whereas the same stood at Rs 6,795.94 lakhs in Financial year 2020-21, representing an increase of 50% this is due to increase in production & increase in other variable matters. It comprises 91.99% of Total Income in the Financial Year 2021-22 whereas in financial year 2020-21 it comprises 92.18% of Total income.

Employee benefits expense:-Employee Benefit Expense for Financial Year 2021-22 stood at Rs 133.52 lakhs whereas the same stood at Rs 100.15 lakhs in financial year 2020-21, representing an increase of 33.32 % this is due to normal increment given on yearly basis & and overtime charges for high production & also includes recruitment of new employees. It contributes 1.21% of Total Income in the Financial Year 2021-22 whereas in financial year 2020-21 it contributes 1.36% of Total income.

Finance Cost:-Finance Cost for Financial Year 2021-22 stood at Rs 190.19 lakhs whereas the same stood at Rs 149.16 lakhs in financial year 2020-21, representing an increase of 28% this is due to enhancement of working capital limit & also utilization of non-fund based limit in full capacity . It contributes 1.72% of Total Income in the Financial Year 2021-22 whereas in financial year 2020-21 it contributes 2.02% of Total income.

Depreciation and Amortization Expenses:-Depreciation & Amortization expenses for Financial Year 2021-22 stood at Rs 49.46 lakhs whereas the same stood at Rs 43.53 lakhs in financial year 2020-21, representing an increase of 14% compared to previous year, this is due to purchase of Building and Plant & machinery by the company.

Other Expenses:-Other Expense for Financial Year 2021-22 stood at Rs. 348.61 lakhs whereas the same stood at Rs 195.05 lakhs in financial year 2020-21, representing an increase of 79% when compared to previous year. The same is mainly due to Increased Expenditure on Job work Charges, Production Expense (since production has also increased), Vehicle Maintenance and Carriage Outward.

Restated Profit before Exceptional Items, Extraordinary Item & Tax: Restated Profit before Exceptional Items, Extraordinary Item & Tax was Rs 277.61 lakhs in Financial Year 2021-22 as compared to Rs 93.92 lakhs in financial year 2020-21.

Profit after Tax: The Company had reported net profit After Tax of Rs 204.59 lakhs, in financial year 2021-22, as compared to Rs 90.54 lakhs in financial year 2020-21. There is an increase in PAT by 126% which is mainly achieved through increased turnover.

LIQUIDITY AND CAPITAL RESOURCES:

We have been able to finance our capital requirements and the expansion of our business and operations through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and we expect to continue to do so. Our primary capital requirements are working capital for our operations.

We believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated requirements for our working capital requirements for the 12 months following the date of this Draft Red Herring Prospectus. For the year ended on March 31, 2023, March 31, 2022 and March 31, 2021 we had cash and cash equivalents (comprising of cash on hand and balances with banks) of Rs.663.04 Lakhs, Rs.204.61 Lakhs and Rs. 104.50 respectively as per our Restated Standalone Financial Statements.

CASH FLOW:

The table below summaries our cash flows from our Restated Standalone Financial Information for the period ended on March 31, 2023, March 31, 2022 & March 31, 2021.

(Figures In lakhs Rs.)

Particulars	For the Year Ended		
	2022-23	2021-22	2020-21
Net cash flow from / (used in) Operating Activities	(485.04)	(305.56)	67.22
Net cash flow from/(used in) Investing Activities	(287.50)	(261.19)	(98.38)
Net cash flows from/(used in) in Financing Activities	730.68	666.86	28.28
Net increase / (decrease) in cash and cash equivalent	(41.87)	100.10	(2.88)
Cash and cash equivalent at the beginning of the year	204.61	104.50	107.38
Cash and cash equivalent at the end of the year	162.75	204.61	104.50

Operating Activities:

FY 2022-23

Our net cash generated from operating activities was Rs.(485.04) Lakhs for the period ended on March 31, 2023. Our operating profit before working capital changes was Rs.1015.78 Lakhs which was primarily adjusted for changes in working capital comprising of Trade Payables of Rs.(518.44) Lakhs, other current liabilities of Rs. 261.36 Lakhs, other long term liabilities of Rs.(129.03) Lakhs, trade receivables of Rs.121.20 Lakhs, inventories of Rs. (612.01) Lakhs, Short Term loans & advances of Rs. (501.02) Lakhs, Other Non-Current Asset of Rs. (53.70) Lakhs, Other Current Asset of Rs.7.16 Lakhs., Direct Tax of Rs. (76.34) Lakhs

FY 2021-22

Our net cash generated from operating activities was Rs. (305.56) Lakhs for the year ended on March 31, 2022. Our operating profit before working capital changes was Rs. 483.87 Lakhs which was primarily adjusted for changes in working capital comprising of Trade Payables of Rs.(20.71) Lakhs, other current liabilities of Rs. 203.44 Lakhs, other long term liabilities of Rs.191.57 Lakhs, trade receivables of Rs. (131.55) Lakhs, inventories of Rs. (802.54) Lakhs, Short Term loans & advances of Rs. (124.98) Lakhs, Other Non-Current Asset of Rs. (3.01) Lakhs, Other Current Asset of Rs. (86.04) Lakhs, Direct Tax of Rs. (15.61) Lakhs.

FY 2020-21

Our net cash generated from operating activities was Rs. 67.22 Lakhs for the year ended on March 31, 2021. Our operating profit before working capital changes was Rs. 242.7 Lakhs which was primarily adjusted for changes in working capital comprising of Trade Payables of Rs. 365 Lakhs, other current liabilities of Rs. (3.82) other long term liabilities of Rs. (84.94) Lakhs, trade receivables of Rs. (579.58) Lakhs, inventories of Rs. 106.87 Lakhs, Short Term loans & advances of Rs. 132.09 Lakhs, Other Current Asset of Rs. (117.24) Lakhs, Direct Tax Refund of Rs 6.13 Lakhs.

Investing Activities

FY 2022-23

Net cash used in investing activities was Rs. (287.50) Lakhs for the period ended on March 31, 2023. This was primarily on account of purchase of fixed assets amounting to Rs. (291.74) Lakhs and proceeds from interest income of Rs. 4.24 Lakhs.

FY 2021-22

Net cash used in investing activities was Rs. (261.19) Lakhs for the year ended on March 31, 2022. This was primarily on account of purchase of fixed assets amounting to Rs. (265.47) Lakhs and proceeds from interest income of Rs. 4.28 Lakhs.

FY 2020-21

Net cash used in investing activities was Rs. (98.38) Lakhs for the year ended on March 31, 2021. This was primarily on account of purchase of fixed assets amounting to Rs. (104.14) Lakhs, Proceeds from sale of Fixed Assets of Rs. 0.58 lakhs and proceeds from interest income of Rs. 5.18 Lakhs.

Financing Activities

FY 2022-23

Net cash utilized from financing activities for the Year ended on March 31, 2023 was Rs. 730.68 lakhs. This was primarily on account of Long-Term Borrowing Repayment of Rs. 55.13 Lakhs, Short Term Borrowing Repayment of Rs. 880.98 Lakhs and Interest paid of Rs. (205.43) Lakhs.

FY 2021-22

Net cash utilized from financing activities for the year ended on March 31, 2022 was Rs. 666.86 lakhs. This was primarily on account of Long-Term Borrowing Repayment of Rs.260.91 Lakhs, Short Term Borrowing Repayment of Rs.567.01 Lakhs and Interest paid Rs. (161.07) lakhs.

FY 2020-21

Net cash utilized from financing activities for the year ended on March 31, 2021 was Rs. 28.28 lakhs. This was primarily on account of Long-Term Borrowing Repayment of Rs. 46.26 Lakhs, Short Term Borrowing Repayment of Rs.92.73 Lakhs and Interest paid Rs. (110.7) lakhs.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE YEARS

There is no change in accounting policy in the last 3 years. For further details, please refer to chapter titled "Financial Statements as Restated" beginning on page 160.

**Capitalization Statement Based on Restated Consolidated Financial Statement of
Auro Impex & Chemicals Limited
(Formerly known as Auro Impex & Chemicals Private Limited)**

CAPITALIZATION STATEMENT			<i>Rs. In Lakhs</i>
Sl.No	Particulars	Pre issue As at March 31, 2023	Post issue
	Debts		
A	Long Term Debt	974.63	-
B	Short Term Debt	3901.29	-
C	Total Debt	4875.92	-
	Equity (Shareholders Funds)		
	Equity Share Capital	928.08	-
	Reserves and Surplus	826.88	-
D	Total Equity	1,754.96	-
E	Total Capitalization (C+D)	6630.88	-
	Long Term Debt/ Equity Ratio (A/D)	0.55	-
	Total Debt/Equity Ratio (C/D)	2.77	-

**Capitalization Statement Based on Restated Standalone Financial Statement of
Auro Impex & Chemicals Limited
(Formerly known as Auro Impex & Chemicals Private Limited)**

CAPITALIZATION STATEMENT			<i>Rs. in Lakhs</i>
Sl.No	Particulars	Pre issue As at March 31, 2023	Post issue
	Debts		
A	Long Term Debt	892.86	-
B	Short Term Debt	2764.60	-
C	Total Debt	3657.46	-
	Equity (Shareholders Funds)		
	Equity Share Capital	928.08	-
	Reserves and Surplus	324.12	-
D	Total Equity	1252.2	-
E	Total Capitalization (C+D)	4909.66	-
	Long Term Debt/ Equity Ratio (A/D)	0.71	-
	Total Debt/Equity Ratio (C/D)	2.92	-

FINANCIAL INDEBTEDNESS

As on March 31, 2023, our company has total outstanding borrowings aggregating to Rs. 3,255.63 Lakhs based on Restated Standalone Financial Statements of Auro Impex & Chemicals Limited (Formerly known as Auro Impex & Chemicals Private Limited). Set forth below is a brief summary of our Company's secured borrowings from banks as on March 31, 2023:

Sl. No.	Category of borrowing	Sanctioned amount	O/s Amount as on March 31, 2023	Rate of Interest
	SECURED BORROWING	(Rs. In lakhs)	(Rs. In lakhs)	
(A)	Fund Based Borrowings			
(I)	Covid Loan			
	Covid 19 Term Loan - Indian Bank	45.00		REPO+ 3.55 % TO BE CAPPED AT 9.25%
	Covid 19 Term Loan - Indian Bank	120.00	204.08	REPO+ 3.55 % TO BE CAPPED AT 9.25%
	Covid 19 Term Loan - Indian Bank	121.00		REPO+ 3.55 % TO BE CAPPED AT 9.25%
	Total (I)	286.00	204.08	
(II)	Term Loan			
	Term Loan - Indian Bank	250.00		REPO+ 5.95%
	Term Loan - Indian Bank	397.00	397.70	REPO+ 5.95%
	Total (II)	647.00	397.70	
(III)	Car Loan			
	Car loan - Bank of Baroda	15.00	18.43	
	Car loan - Indian Bank	9.00		
	Total	23.90	18.43	
(IV)	Working Capital			
	Cash Credit - Indian Bank	2,200.00	2133.80	REPO+ 5.95%
	Letter of Credit - Indian Bank	900.00		Rate card.
	Total	3,100.00	501.62	
	Total of Secured Borrowings	4,056.90	3,255.63	

** Note: LC of Rs. 501.62 has been issued to Trade Creditors and the same has been shown under Trade Payable as on 31.03.2023 in Balance Sheet.

Sl.No	Category of borrowing	O/s Amount as on March 31, 2023
	UNSECURED BORROWING	
	Name	Rs. In Lakhs
1	Alipore Vinimay Pvt. Ltd.	15.33
2	Amritrashi Sales Pvt Ltd	32.77
3	Deva International Exim Pvt. Ltd.	20.00
4	Jaagriti Vanijya Pvt. Ltd.	8.65
5	Jorehaut India Limited	38.53
6	Kamala Iron Foundry	10.00
7	Manak Estates And Finance Pvt. Ltd.	43.65
8	Middleton Goods Pvt. Ltd.	4.05
9	Parag Communications Pvt. Ltd.	6.62
10	Pram Solutions Pvt. Ltd.	12.48
12	Sanhit Marketing Pvt Ltd	13.06
15	Sesun Marketing Pvt. Ltd.	12.79
16	S.T. Services Limited	94.92
17	Surana Trading Co. Pvt. Ltd.	31.25
18	Suswani Commercial Pvt.Ltd.	32.58
19	Tarang Vincom Pvt. Ltd	21.62
20	Thard Vyapar Pratisthan Pvt Ltd	7.84
	Total of Unsecured Borrowings	406.15

CHAPTER VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

This is to certify that, except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:

Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

Outstanding Litigation and Material developments:

Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no:

- (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.

Our Board of Directors, in its meeting held on December 16, 2022 determined that outstanding litigation involving our Company shall be considered material (“**Material Litigation**”) as per the material policy of the company dated December 16, 2022.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at www.auroimpex.com.

Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

C. LITIGATIONS INVOLVING OUR COMPANY

(I) Litigations filed against our Company

- a. *Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:*

Tax Proceedings

The following tax proceedings are pending against the Company:

(i) **Direct Tax**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status
Not Available	Adjustment u/s 143(1)(a)	Pending
Not Available	Adjustment u/s 143(1)(a)	Pending

(ii) **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Company are still outstanding: **NIL**

(iii) **Tax Deducted at Source (TDS)**

Sr. No	Financial Year	Total Default (Amount in Rupees)
1.	Prior Years	3,490
2.	2019-2020	5,690
3.	2020-2021	6,400
4.	2021-2022	5,460
5.	2022-2023	2,400
Total		23,440

b. Matters involving issues of moral turpitude or criminal liability on the part of our Company.

There are no issues of moral turpitude or criminal liability on part of the Company.

c. Matters involving material violations of Statutory Regulations by our Company.

There are no material violations of Statutory Regulations by the Company.

d. Economic Offences where proceedings have been initiated against our Company.

There are no matters involving economic offences where proceedings have been initiated against our Company.

II. Litigations filed by our Company.

NIL

D. LITIGATIONS INVOLVING OUR PROMOTERS

(I) Litigations filed against our Promoters

a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Promoters:

Tax Proceedings

The following tax proceedings are pending against the Promoters:

(i) Direct Tax

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status
Mr. Madhusudan Goenka		
Not Available	Issue Letter	Open
Mr. Praveen Kumar Goenka		
2018-19	Adjustment u/s 143(1)(a)	Pending

(i) **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand raised	No. of Defaults	Outstanding Demand (Amount in Rupees)	Final Interest (Amount in Rupees)
Mr. Madhusudan Goenka						
2012-13	143(1)(a)	2013201210011749682T	November 2013	13, (1)	-	15,968
2013-14	147	2018201310001764764T	December 2018	11,	4,99,243	3,23,541
Total					4,99,243	3,39,509

No Appeal has been preferred against the above demands. The matter is pending.

b. Matters involving issues of moral turpitude or criminal liability on the part of our Promoters.

There are no issues of moral turpitude or criminal liability on part of our Promoters.

c. Matters involving material violations of Statutory Regulations by our Promoters.

There are no material violations of Statutory Regulations by our Promoters.

d. Economic Offences where proceedings have been initiated against our Promoters.

There are no matters involving economic offences where proceedings have been initiated against our Promoters.

II. Litigations filed by our Promoters.

NIL

E. LITIGATIONS INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

(I) Litigations filed against our Directors (other than Promoters)

a. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Directors (other than Promoters):

Tax Proceeding

The following tax proceedings are pending against Directors (other than Promoters):

(i) Direct Tax

As per website of Income Tax, the following e proceedings are shown as pending with 'open' status. However, the amount has not been mentioned and cannot be crystallized: **NIL**

(ii) Income Tax:

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Directors (other than Promoters) are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (Amount in Rupees)	Final Interest (Amount in Rupees)
Mr. Sankar Thakur						
*2015-16	154	2017201537056484302T	October 12, 2017	(1)	-	46
Total					-	46
* The above-mentioned demand has been paid on April 29, 2023; however, the IT website is still showing the due.						

No Appeal has been preferred against the above demands. The matter is pending.

b. Matters involving issues of moral turpitude or criminal liability on the part of our Directors (other than Promoters).

There are no issues of moral turpitude or criminal liability on part of our Directors (other than Promoters).

c. Matters involving material violations of Statutory Regulations by our Directors (other than Promoters).

There are no material violations of Statutory Regulations by our Directors (other than Promoters).

d. Economic Offences where proceedings have been initiated against our Directors (other than Promoters).

There are no matters involving economic offences where proceedings have been initiated against our Directors (other than Promoters).

(II) OUTSTANDINGS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where there are outstanding amounts as on March 31, 2022:

Sr.no.	Particulars	Amount (in Rs. In lakhs)#
1.	Total Outstanding dues to Micro, Small & Medium Enterprises	92.50
2.	Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	448.15
Total		540.65

As per Restated Standalone Financial Statement under Page 190.

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Red Herring Prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company since incorporation.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled “***Financial Statements as Restated***” beginning on pages **160** there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter - “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on page 222 of this Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Offer or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India, the State Governments 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 on this behalf.

Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.

I. APPROVALS FOR THE OFFER

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at its meeting held on November 1, 2022 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on November 30, 2022.

ISIN Number

The Company's International Securities Identification Number ("ISIN") is INE0NUL01018.

Stock Exchange

In-Principle approval letter dated March 3, 2023 from National Stock Exchange of India Ltd. for the listing of equity shares issued by our Company pursuant to the Offer from Emerge platform of NSE.

II. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	OF REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	OF VALIDITY
	Certificate of Incorporation in the name of Auro Impex & Chemicals Private Limited	U51909WB1994PTC061 514	Registrar of Companies Kolkata, West Bengal	January 20, 1994	One Time Registration
	Certificate of Incorporation upon change of name from Auro Impex & Chemicals Private Limited to Auro Impex & Chemicals Limited	U51909WB1994PLC061 514	Registrar of Companies Kolkata, West Bengal	September 30, 2022	One Time Registration
TAX RELATED APPROVALS					
	Permanent Account Number ("PAN")	AACCA5392A	Income Tax Department, Government of India	January 20, 1994	One Time Registration
	# Tax Deduction Account Number ("TAN")	CALA03106F	Income Tax Department, Government of India	January 20, 1994	One Time Registration
GOODS AND SERVICE TAX REGISTRATION					
	Certificate of Registration under Goods and Services	19AACCA5392A1ZW	Superintendent - Alipore, Central	December 12, 2022	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Tax Act, 2017 for Kolkata and Hooghly Office		Board of Indirect Taxes and Customs		
CERTIFICATE OF REGISTRATION UNDER STATE TAX ON PROFESSION, TRADES, CALLING AND EMPLOYMENTS					
	Certificate of Registration under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979.	191002432766	Commercial Tax Department, Kolkata South Range, Government of West Bengal	May 23, 2015	One Time Registration
	Certificate of Enrolment under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979	192011598553	Commercial Tax Department, Kolkata South Range, Government of West Bengal	May 23, 2015	One Time Registration
BUSINESS RELATED APPROVALS					
	Udyam Registration Certificate under Micro, Small and Medium Enterprises Development Act, 2006	UDYAM-WB-07-0002075	Government of India, Ministry of Micro, Small and Medium Enterprises	February 03, 2021	One Time Registration
	#License to work a Factory under the provisions of the Factories Act, 1948 and the rules made thereunder.	Licence No. 18905 Reg. No. 28-HG/X/2012	Deputy Chief of Factories, Directorate of Factories, Government of West Bengal	November 23, 2021	December 31, 2024
	Trade Certificate Registration issued by Gram Panchayat for running of trade, wholesale or retail within its jurisdiction, under Rule 58 of the West Bengal Panchayat (Gram Panchayat Administration) Rules, 2004 read with section 47 of the West Bengal Panchayat Act, 1973	Trade Registration Number - 580	Gram Panchayat – Khajudahamilki, District Hooghly, West Bengal	November 7, 2022	March 31, 2025
	Certificate of Enlistment cum e-Receipt	C.E. No.: 000244028012	License Department, Kolkata Municipal Corporation	May 26, 2022	March 31, 2023
	#Letter for Approval of Factory Plan	WBF/OL/2021/975/C/P	Joint Chief Inspector of Factories, Directorate of Factories, Government of West Bengal	November 16, 2021	One Time Registration
	*Consent to Operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Memo Number: 186/PCB/HGY/O/4232-2011(I)	Senior Environmental Engineer, Hooghly Regional Office, West Bengal Pollution Control Board	April 28, 2022	July 31, 2026


S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	*Consent to Operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Memo Number: 125- PCB/HGY/0/4232-2011(i)	West Bengal Pollution Control Board Operation and Execution Cell	March 01, 2023	July 31, 2026
CERTIFICATE OF REGISTRATION UNDER STATE SHOPS AND COMMERCIAL ESTABLISHMENT					
	Registration Certificate under West Bengal Shops and Establishments Act, 1963	KL04092N2022000020	Labour Commissionerate, Government of West Bengal	December 6, 2022	One Time Registration
LABOUR RELATED APPROVALS					
	*Certificate of Registration under Employees' Provident Fund's and Miscellaneous Provisions Act, 1952	WBHLO0056825000	Regional Provident Fund Commissioner, Employees' Provident Fund Organisation – West Bengal	April 30, 2013	One Time Registration
	Certificate of Registration under Employees' State Insurance Act, 1948	41000553660001099	Regional Office, Employees' State Insurance Corporation	August 28, 2013	One Time Registration
	*Certificate of Registration under Contract Labour (Regulation and Abolition) Act, 1970	CSR09/CLR/000130	Office of the Assistant Labour Commissioner – Chinsurah, Government of West Bengal	May 18, 2018	One Time Registration
	*Fire Safety Certificate under West Bengal Fire Services Act, 1950	WBFES/502/HOOG/P/30 /11	Office of Director General - West Bengal Fire and Emergency Services, Government of West Bengal	February 27, 2020	February 26, 2023
* The above-mentioned approvals are in the previous name of the Company i.e., Auro Impex & Chemicals Private Limited. The Company is in the process of name change from Auro Impex & Chemicals Private Limited to Auro Impex & Chemicals Limited for the approvals.					
# The above-mentioned approvals are in the previous name of the Company i.e., Auro Impex & Chemicals Private Limited. The Company has not applied for name change from Auro Impex & Chemicals Private Limited to Auro Impex & Chemicals Limited due to some technical issues.					

III. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name and ID	IANA ID	Creation Date	Expiry Date
	<u>Domain name</u> AUROIMPEX.COM	- 303	August 22, 2013	August 22, 2023
	<u>Domain ID</u> 1822958506_DOMAIN_COM-VRSN	-		

IV. PENDING APPROVALS

Applied but not received:

Sl. No.	Class of Trademark	Trade Mark Image	Registration No./Application No.	Date of Application	Status	Applicable Laws
1.	9		5728792	December 20, 2022	Formalities Chk Pass	The Trade Marks Act, 1999

Not Applied

NIL

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

Corporate Approvals

The Offer has been authorised pursuant to the special resolution passed by the Board of Directors at its meeting held on November 1, 2022 and by our Shareholders pursuant to a special resolution passed at their meeting held on November 30, 2022 under section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the Emerge platform of NSE for using its name in the Offer Document pursuant to an approval letter dated March 3, 2023 from National Stock Exchange of India Ltd. (NSE). National Stock Exchange of India Limited is the Designated Stock Exchange.

Our Board had approved the Draft Offer Document through its resolution dated February 3, 2023 and further approved the Red herring prospectus through its resolution dated May 1, 2023.

The Selling Shareholder has authorized and confirmed inclusion of its 5,50,000 Equity Shares in the Company (“Offered Shares”) as part of the Offer for Sale.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither the Company nor our Directors, our Promoters or the relatives (as defined under the Companies Act, 2013) of Promoters and our Promoter Group have been declared as wilful defaulter(s) or a fraudulent borrower(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group and Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Promoters, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or fraudulent borrowers.

PROHIBITION BY RBI

Neither our Company, nor our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 239 of the Offer Document.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the filing of Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Red herring prospectus.

ELIGIBILITY FOR THE OFFER

- ❖ Our Company is eligible in terms of Regulations 228 and 230(1) of SEBI (ICDR) Regulations, 2018 for this Offer.
- ❖ Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.
- ❖ Our Company is eligible for the Offer in accordance with Regulation 229(2) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post Offer face value capital is more than Rupees 10 Crores but less than Rupees 25 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “Emerge Platform of NSE”)

We confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Offer is 100% underwritten and that the Book Running Lead Manager to the Offer shall underwrite minimum 15% of the Total Offer Size. (For further details pertaining to said underwriting please refer to chapter titled “*General Information*” beginning on page 52 of the Offer Document).
- In accordance with Regulation 261 of the SEBI (ICDR) Regulations 2018, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Offer on the SME platform of NSE, i.e., NSE Emerge. (For further details of the arrangement of market making please refer to chapter titled “*General Information*” beginning on page 52 and details of the Market Making Arrangements for this please refer to chapter titled “*The Offer*” beginning on page 44 of the Offer Document).
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the offer document will be filed with the SEBI through the Book Running Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Book Running Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with the offer document to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the offer document will be displayed from the date of filling in terms of sub-regulation (1) on the website of SEBI, the Book Running Lead Manager and the National Stock Exchange of India Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of offer document shall also be furnished to SEBI in the form of a soft copy.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and/or other eligibility conditions in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on January 20, 1994, with the Registrar of Companies – Kolkata, West Bengal under the Companies Act, 1956 in India.
2. Our Company is engaged in the business of manufacturing, export and supply of Discharge and Collecting Electrodes, and Electrostatic Precipitators (ESP) internal parts and spares. Our company also provides niche ESP electrical control solutions making use of the latest technology to lower outlet emissions.

3. The pre offer paid-up capital of the Company is Rs. 9,28,08,000 consisting of 92,80,800 Equity Shares of Rs. 10/- each.
4. The post offer paid up capital of the Company will be ₹ [●] comprising [●] equity shares. So, the Company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25,00,00,000. (Rupees twenty five crore)
5. The Net worth and Earnings before Interest, Tax, Depreciation and Amortization of the Company as per the Restated Standalone Financial Statements for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 are as set forth below:

Particulars	For Financial year ended on March 31, (Rs. in lakhs)		
	2023	2022	2021
Net worth	1,252.20	695.09	490.50
Earnings before Interest, Tax, Depreciation and Amortization	1,062.39	517.26	286.62

6. Our Company confirms that it has track record of more than 3 years.
7. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated November 15, 2022 and National Securities Depository Limited (NSDL) dated November 17, 2022 for dematerialization of its Equity Shares already issued and proposed to be issued.
8. Our Company has not been referred to Board for Industrial and Financial Reconstruction.
9. Our Company has not been referred to National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
10. None of the Directors of our Company have been categorized as a Wilful Defaulter or a fraudulent borrower.
11. There is no winding up petition against our Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against our Company.
13. The Company has a website i.e., www.auroimpex.com

We further confirm that we shall be complying with all other requirements as laid down for such Offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange. We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on Emerge platform of NSE.

Our Company has positive cash accruals (Earnings before interest, depreciation and tax) from operations for at least any 2 (two) out of 3 (three) financial years preceding the date of filing of this Offer Document and the net worth of our Company is positive as per the latest audited financial statements.

Particulars	Cash Accruals (Amount in Rs.- In lakhs)	Net Worth(Amount in Rs.- In lakhs)
FY 2023	1,062.39	1,252.20
FY 2022	517.26	695.09
FY 2021	286.62	490.50

COMPLIANCE WITH PART-A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations 2018, with respect to the Offer.

Other Disclosures

- i. We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting Company(ies), group companies, companies promoted by the promoter/promoting Company(ies) of the applicant Company in this Offer Document.
- ii. There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the applicant, promoter/promoting Company(ies), group companies, companies promoted by the promoter/promoting Company(ies) during the past three years.
- iii. We have disclosed the details of the applicant, promoter/promoting Company(ies), group companies, companies promoted by the promoter/promoting Company(ies) litigation record, the nature of litigation, and status in this Offer Document, for details, please refer the chapter “*Outstanding Litigations & Material Developments*” on page no. 239 of this Offer Document.
- iv. We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the Company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For details, refer the chapter “*Outstanding Litigations & Material Developments*” on page no. 239 of this Offer Document.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- This Offer Document gets filed with Emerge platform of NSE and our Company has made an application to NSE for listing of its Equity Shares. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement with NSDL and CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters will be in dematerialised form before opening of the Issue for subscription.
- The requirement of firm arrangements of finance through verifiable means towards seventy-five per cent of the stated means of finance for funding from the Offer proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals is not applicable to our Company. For details, please refer the chapter “*Objects of the Offer*” on page 73 of this Offer Document.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 228 of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- a. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- b. None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- c. Neither our Company nor our Promoters or Directors is a wilful defaulter.
- d. None of our Promoters or Directors is a fugitive economic offender.
We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. 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.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”)

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING 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 OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [•] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE OFFER DOCUMENT WITH ROC AND BEFORE OPENING OF THE OFFER IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Offer Document with the Registrar of Companies, West Bengal in terms of Section 26 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in the Offer Document or, in case of the Company, in any advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.auroimpex.com would be doing so at his or her own risk.

The Book Running Lead Manager to the Offer accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Book Running Lead Manager and our Company on February 3, 2023 and the Underwriting Agreement dated April 27, 2023 entered into between the Underwriter and our Company and the Market Making Agreement dated April 28, 2023 entered into among our Company, Book Running Lead Manager and Market Maker.

All information shall be made available by our Company and the Book Running Lead Manager to the Offer to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager to the Offer and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoters, or our 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, our Promoters, and our affiliates or associates, for which they have received and may in future receive compensation.

CAUTION

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares 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 Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized 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 applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Offer Document does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Offer Document comes is required to inform him or herself about, and to observe any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Kolkata, India only.

No action has been, or will be, taken to permit a public issuing in any jurisdiction where action would be required for that purpose, except that the Offer Document has been filed with SME Platform of NSE for its observations and NSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Offer Document may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Offer Document nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Offer Document in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE

“As required, a copy of this Offer Document has been submitted to NSE. NSE has given vide its letter Ref.: NSE/LIST/2183 dated March 3, 2023, 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 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.”

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under 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.

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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Red Herring Prospectus is being filed with the SME Platform of NSE on May 1, 2023.

A copy of the offer document shall be filed with SEBI immediately upon filing of the Prospectus with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the offer document.

LISTING

The Equity Shares of our Company are proposed to be listed on SME Platform of NSE. Our Company has obtained In-principle approval from NSE Ref.: NSE/LIST/2183, by way of its letter dated March 3, 2023 for listing of equity shares on SME Platform of NSE. NSE will be the Designated Stock Exchange, with which the Basis of Allotment

will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

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 Six (6) Working Days of the Offer Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who-

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *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*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under Section 447 of the Companies, Act 2013.*

CONSENTS

Consents in writing of (a) Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Peer Review Auditor and Statutory Auditor, Key Managerial Personnel, Banker(s) to the Company; Advisor to the Company; (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Banker and Legal Advisor to the Issue to act in their respective capacities shall be obtained as required as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Offer Document for filing with the ROC. Our Statutory Auditor holding Peer Reviewed Certificate has given their written consent to the inclusion of their report in the form and context in which it appears in this Offer Document and such consent and report shall not be withdrawn up to the time of delivery of the Offer Document for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s Rajesh Jalan & Associates, Chartered Accountants, Peer Review Auditor and Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “*Statement of Special Tax Benefits*” relating to the possible tax benefits and restated financial statements as included in the Offer Document in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Offer Document.

EXPERT TO THE OFFER

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

- Report of the Statement of Possible of Special Tax Benefits.
- Report of the Auditor on the Restated Financial Statements and financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 of our Company.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

EXPENSES TO THE OFFER

The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Offer, refer to chapter “*Objects of the Offer*” beginning on page 73 of this Offer Document.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered/Corporate Office.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer will be as per the Agreement signed by our Company and the Registrar to the Offer dated April 20, 2023 a copy of which is available for inspection at our Registered/Corporate Office. The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Offer to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Offer are as set out in the Underwriting Agreement amongst our Company and Underwriter. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Offer price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013

PREVIOUS RIGHTS AND PUBLIC OFFERS DURING THE LAST FIVE YEARS

Except as stated under Section titled “*Capital Structure*” beginning on page no. 61 of this offer document, we have not made any previous rights and /or public issues during the last five years and are an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations, 2018.

PREVIOUS OFFERS OF SHARES OTHER THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 61 of this Offer Document, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS OFFERS IN THE LAST FIVE YEARS

Since this is the Initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

CAPITAL OFFERS IN THE LAST THREE (3) YEARS BY LISTED GROUP COMPANIES / SUBSIDIARIES / ASSOCIATES

None of our Group Companies and Subsidiary / Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Red herring prospectus.

As on the date of this Red Herring Prospectus, except as stated below our Company does not have any subsidiary company:

Name of the Subsidiary	Auro Industries Ltd.
Nature of Business	Our Subsidiary Company is engaged in the trading and distribution of foundry flexes, ferrous and non- ferrous alloys, batteries, exporting essential parts of battery plate such as formation tanks and furniture and parts of Electrostatic precipitator and Distribution and Manufacture of Battery, Tyre Tube, Industrial Fan, Industrial Refrigerator and Insulator.
Shareholding and basis of Consolidation	Our Company has control over the subsidiary by controlling the composition of the Board of Directors in the subsidiary company and there is no direct/indirect investment in the subsidiary Company.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED SUBSIDIARIES/ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS.

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this Red Herring prospectus. This is the initial public issuing of our Company’s Equity Shares.

PERFORMANCE VIS-À-VIS OBJECTS

Issuer Company

Except as stated under Section titled “*Capital Structure*” beginning on page no. 61 of this Offer Document our Company has not undertaken any previous public or rights issue.

Listed Subsidiaries / Promoter Company

Our Promoter Company is not listed on any Stock Exchange and has not made any rights and public issues in the past five (5) years.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being issued through the Offer Document can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

LISTED SUBSIDIARIES / PROMOTER COMPANY

As on date of this Offer Document, we do not have any listed Subsidiary or listed Promoter Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company has appointed “Cameo Corporate Services Ltd.” as the Registrar to the Issue to handle the investor grievances in co- ordination with the Compliance Officer of our Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. Our Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Offer will handle investor’s grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. Our Company would also be coordinating with the Registrar to the Offer in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be (7) seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on January 16, 2023. *(For further details, please refer to the chapter titled “Our Management” beginning on page 127 of this Offer Document).*

Our Company has appointed “**CS Raghav Jhunjhunwala**” as Company Secretary & Compliance Officer and he may be contacted at the following address:

CS Raghav Jhunjhunwala

Company Secretary & Compliance Officer

Auro Impex & Chemicals Limited

Address: 32, K. L. Saigal Sarani 740A, Block - P, New Alipore, Kolkata, West Bengal - 700053

Contact No.: +91 8240927251

E-mail Id: cs@auroimpex.com

Website: www.auroimpex.com

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.auroimpex.com

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Offer Document and hence there are no pending investor complaints as on the date of this Offer Document.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “**Capital Structure**” beginning on page 61 of this Offer Document, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Special Tax Benefits**” beginning on page 85 of this Offer Document.

PURCHASE OF PROPERTY

Other than as disclosed in this Offer Document, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Offer Document.

Except as stated elsewhere in this Offer Document, our Company has not purchased any property in which the Promoters and/ or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "*Our Management*" and Related Party Transactions under the chapter titled "*Financial Statements*" beginning on pages 127 and 221 respectively of this Offer Document none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER

Statement on Price Information of Last 10 (Ten) Issues handled by Affinity Global Capital Market Private Limited

Sr. No.	Issue Name	Issue size (Cr.)	Issue Price in (Rs.)	Listing Date	Opening price on listing date (In ₹)	+/- % 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
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-

Summary statement of Disclosure for last 4 Years:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount – 30 th calendar day from listing day			Nos. of IPOs trading at premium – 30 th calendar day from listing day			Nos. of IPOs trading at discount – 180 th calendar day from listing day			Nos. of IPOs trading at premium – 180 th calendar day from listing day		
			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%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	

TRACK RECORD OF PAST ISSUES HANDLED BY AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED

For details regarding track record of BRLM to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: www.affinityglobalcap.in.

SECTION VIII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the MoA, AoA, the SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

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.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in “*Objects of the Offer*” on page 73.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits, if any, declared by our Company after the date of Allotment. For further information, please see the section titled “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on pages 159 and 289, respectively.

Authority for the Offer

This Offer has been authorized by a resolution of the Board passed at their meeting held on November 1, 2022, 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 EoGM of the Company held on November 30, 2022.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company in accordance with the provisions of the Companies Act, the SEBI LODR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations and other applicable laws including guidelines or directions which may be issued by the Government in this regard. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. All dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and

“Description of Equity Shares and Terms of the Articles of Association” beginning on pages 159 and 289, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 each and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹74 per Equity Share and the Cap Price is ₹78 per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLM, and advertised in All editions of Financial Express, an English national daily newspaper, and All editions of Janasatta a Hindi national daily newspaper, and the All edition of Bengali daily newspaper Arthik Lipi (Bengali being the regional language of West Bengal wherein our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. At any given point of time, there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations and other applicable law; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “Description of Equity Shares and Terms of the Articles of Association” beginning on page 289..

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 17, 2022, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated November 15, 2022, amongst our Company, CDSL and Registrar to the Offer.

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 1600 Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1600 Equity Shares subject to a minimum allotment of 1600 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Period of operation of subscription list

Please see “*Terms of the Offer – Bid/ Offer Programme*” on page 264.

Jurisdiction

The courts of Kolkata, West Bengal, India will have exclusive jurisdiction in relation to this Offer.

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. persons¹ (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

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 investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the Shareholder by nominating any other person in place of the present nominee, by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/ Offer Programme

BID/ OFFER OPENS ON*	May 05, 2023
BID/ OFFER CLOSES ON**	May 09, 2023

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

**Our Company and the Selling Shareholders in consultation with the BRLM may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽¹⁾UPI mandate end time and date shall be at 5.00 P.M. on May 09, 2023.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about May 12, 2023
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account or UPI ID linked bank account*	On or about May 15, 2023
Credit of the Equity Shares to depository accounts of Allottees	On or about May 16, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about May 17, 2023

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable

The processing fees for applications made by Retail Individual Bidders or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ 2,00,000 and up to ₹ 5,00,000, 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/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders or the BRLM.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six

Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders in consultation with the BRLM, revision of the Price Band or any delay 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 Selling Shareholder confirm that they shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 am and 5:00 pm (Indian Standard Time (“IST”))
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10:00 am and 3:00 pm IST

**UPI mandate end time and date shall be at 5.00 P.M.on May 09, 2023.*

On the Bid/ Offer Closing Date:

- (i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m.(IST) and uploaded by 4.00 p.m. IST; and
- (ii) In case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchange only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor 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.

Our Company and the Selling Shareholders in consultation with the BRLM reserve the right to revise the Price Band during the Bid/Offer Period in accordance with SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding ten 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/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and Sponsor Banks, as applicable. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

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 be allotted will not be less than 50 (Fifty). Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

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 NSE Limited at a later date subject to the following:

- a. *If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores 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 Promoter 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-principle approval from the main board), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- b. *If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25 Crores, 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 Promoter 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 Issue 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 SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 54 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.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-offer capital of our Company, lock-in of the Promoter’s minimum contribution as provided in “Capital Structure” on page 61 of this Red Herring Prospectus and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see “Description of Equity Shares and Terms of the Articles of Association” beginning on page 289.

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 BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM 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 Offer

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchange promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is 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 the Offer” and “Offer Procedure” on page no. 261 and 271 respectively of this Red Herring Prospectus.

Offer of up to [●] Equity Shares of face value ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 2,000 lakhs and an Offer for Sale of up to 5,50,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholder.

The Offer is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Bidders	Individual
Number of Equity Shares available for Allotment/ allocation ⁽²⁾	Upto [●] Equity shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of Offer available for Allotment/ allocation	[●]% of the Issue size	Not more than 50% of the Net Offer shall be available for allocation to QIBs.	Not less than 15% of the Offer or the Net Offer.	Not less than 15% of the Net Offer	35% of the Net Offer
		However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs			
Basis of Allotment/ allocation	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate	Proportionate

Particulars	Market Maker QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Bidders	Individual
	Reservation Portion			
Mode of Bidding	Only through ASBA process	Only through ASBA process	Through ASBA process only (including the UPI Mechanism for an application size up to ₹ 5,00,000)	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	[●] Equity shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares	[●] Equity Shares in multiple of [●] equity shares so that the Bid amount does not exceed ₹ 200,000
Maximum Bid	[●] Equity shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceed the size of the Offer (excluding the QIB Category), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment		Compulsorily in dematerialized form		
Trading Lot	[●] Equity shares, however the market maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations.	[●] Equity shares and in multiples thereof		
Terms of payment	Full bid amount shall be blocked by the SCSBs in the bank account of the ASBA bidder or by the sponsor bank through the UPI mechanism that is specified in the ASBA form at the time of submission of the ASBA form.			

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, where allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations, 2018
3. Subject to valid bids being received at or above the issue price, undersubscription, if any, in any category except in 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 stock exchange, subject to applicable laws.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs (“**UPI Phase III**”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5,00,000 shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

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/Offer 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/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

The Book Running Lead Managers shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholder and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Further, our Company, Selling Shareholder and the members of the Syndicate are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholder in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion.

Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 in accordance with the SEBI ICDR Regulations and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category including the Employee Reservation Portion, 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 the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer 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 Exchanges.

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, PAN and UPI ID, for UPI Bidders 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, in compliance with applicable laws.

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 was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB 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. Under this phase, submission of the ASBA Form without UPI-by-UPI Bidders to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

Pursuant to the UPI Streamlining Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

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/Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. The RIs bidding in the retail portion can additionally bid through the UPI mechanism.

UPI Bidders Bidding 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 (using UPI Mechanism) must provide bank account details and authorisation 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 or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

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. UPI Bidders 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 authorising an SCSB to block the Bid Amount in the ASBA Account. RIBs may also submit their ASBA Forms with the SCSBs (except UPI Bidders using the UPI Mechanism). 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(s), as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail White Individual Bidders and Eligible NRIs applying on a non-repatriation basis	
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue

*Excluding electronic Bid cum Application Forms

Notes

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com)

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. The Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission

within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI mandate requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of 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 Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and applicable laws of the jurisdictions where such offers and sales are made.

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.

Participation by Promoter and members of the Promoter Group of the Company, the BRLM and the Syndicate Members

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Promoter and members of the Promoter Group will not participate in the Offer, except to the extent of participation by our Promoter and members of the Promoter Group in the Offer for Sale.

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% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% 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% 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 respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non- Resident External (“**NRE**”) accounts, (including UPI ID, if activated), or Foreign Currency Non-Resident (“**FCNR**”) Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary (“**NRO**”) accounts or confirm or accept the UPI mandate request (in case of UPI Bidders using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of investment by NRIs, see “*Restriction on Foreign Ownership of Indian Securities*” on page 286. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar of the Offer shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

- (a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by FPIs submitted under the multiple investment managers structure with the same PAN but with different beneficiary account numbers, Client ID and DP ID may not be treated as multiple Bids.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "MIM Structure") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 (“**SEBI VCF Regulations**”) as amended, *inter alia* prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (“**SEBI AIF Regulations**”) prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended (“**SEBI FVCI Regulations**”) prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

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.

Our 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 reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the “**Banking Regulation Act**”), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank’s own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company’s paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company’s paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

- (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 or health insurer;
- (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 health insurer 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 health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (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 ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer 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, insurance companies, insurance funds set up by the army, navy or air force of the 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 Company in consultation with the BRLM reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLM may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) 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 Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the, Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date.

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders 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 UPI Bidders using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidders 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. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure

‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time.
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries.
8. If the first applicant is not the bank 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.
9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.
10. 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.
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain 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.
12. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party.
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
15. 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 no. MRD/DoP/Cir-20/2008 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.
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 in the Bid cum Application Form.
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. Since the Allotment will be in demat form only, 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 Exchanges 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. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account.
23. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>).

24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.
25. 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.
26. UPI Bidders 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 UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form.
27. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).
28. Bids by Eligible NRIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. 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;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. 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 Offer;
16. 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;
17. 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);
18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
19. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
20. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not Bid for Equity Shares in excess of what is specified for each category;
22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer 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;
23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

25. If you are an UPI Bidder 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;
26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
27. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
28. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);
29. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;
30. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected; and
31. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could 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 UPI Bidders 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 UPI Bidders 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(s));
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. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;
10. 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;
11. GIR number furnished instead of PAN;
12. Bids by UPI Bidders with Bid Amount of a value of more than ₹200,000 (net of retail discount);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes (CBDT) on February 13, 2020, and press release dated June 25, 2021.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “*General Information*” on page 54.

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/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the March 2021 Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For helpline details of the BRLM pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see “*General Information –Book Running Lead Manager*” on page 53.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders and the Non-Institutional Investors shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the Non-Institutional Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 in accordance with the SEBI ICDR Regulations. Provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, the allocation to each Non Institutional Investor shall not be less than ₹ 200,000, subject to availability of Equity Shares in the Non Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Pre-Offer 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- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) All editions of Financial Express, an English national daily newspaper, (ii) All editions of Janasatta, a Hindi national daily newspaper, and (iii) All Bengali edition of Arthik Lipi, a West Bengal daily newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located, each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate 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/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Allotment Advertisement

Our Company, the BRLM and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) All editions of Financial Express, an English national daily newspaper, (ii) All editions of Janasatta, a Hindi national daily newspaper, and (iii) All Bengali edition of Arthik Lipi, a West Bengal daily newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located, each with wide circulation.

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 finalisation of the Offer 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 Offer Price, Offer size and underwriting arrangements and will be complete in all material respects.

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 Offer 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 Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant 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;
- 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 Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed.
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received;
- If our Company and Selling Shareholders, in consultation with the BRLM withdraws the Offer after the Bid/ Offer 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 SEBI.
- Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- Except for the Equity Shares to be allotted pursuant to the Offer and the Pre-IPO Placement, no further issue of Equity Shares shall be made till the Equity Shares offered 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.
- It shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

Undertakings by the Selling Shareholders

Each Selling Shareholders undertakes, severally and not jointly, in respect of themselves as a 'selling shareholder' and their portion of the Equity Shares offered by it in the Offer for Sale that:

- it is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;
- the Equity Shares offered for sale by the Selling Shareholders in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations, are fully paid-up and are in dematerialised form;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- the Equity Shares being offered for sale by the Selling Shareholders pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;
- it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
- that it shall provide such reasonable assistance to our Company and the BRLM in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the minimum Bid lot, Offer Price, will be taken by our Company in consultation with the BRLM and Price Band will be decided by our Company and Selling Shareholders in consultation with the BRLM.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares 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 utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- details of all unutilised 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 unutilised monies have been invested.

The Company and the Selling Shareholders, specifically confirm and declare that all monies received out of the Offer shall be transferred to a separate bank account other than the bank account referred to in sub-section 3 of Section 40 of the Companies Act, 2013.

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% 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

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, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to RBI and the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**Consolidated FDI Policy**”), which consolidates and supersedes 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. 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. For further details, see “Key Regulations and Policies” on page 117.

Under the Consolidated FDI Policy, 100% foreign direct investment is permitted in manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the nonresident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see “*Offer Procedure*” on page 270.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. 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 Offer Period.

Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registrations requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible NRIs*” and “*Offer Procedure – Bids by FPIs*” on page 276.

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 Bidders. Our Company, the Selling Shareholders and the BRLM are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AURO IMPEX & CHEMICALS LIMITED
(Incorporated under the Companies Act, 1956)

Formerly known as
AURO IMPEX & CHEMICALS PRIVATE LIMITED

1. CONSTITUTION OF THE COMPANY

(a) The Regulations contained in the Table F in Schedule I to the Companies Act, 2013, shall not be applicable to the Company except so far as the said Act or any modification thereof otherwise expressly provides.

(b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

Interpretation In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

(a) **“Act” or “the said Act”**

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) **“Annual General Meeting”**

“Annual General Meeting” shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

(c) **“Articles”**

“Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

(d) “Beneficial Owner”

“Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(e) “Board” or the “Board of Directors”.

“The Board,” or the “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 Law and the provisions of these Articles.

(f) “Board Meeting”.

“Board Meeting” shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

(g) “Business Day”.

“Business Day” shall mean a day on which scheduled commercial banks are open for normal banking business;

(h) “Capital”

“Capital” means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.

(i) “Company” or “this Company”

“The Company” or “this Company” means **AURO IMPEX & CHEMICALS LIMITED**

(j) “Chairman”

“Chairman” shall mean such person as is nominated or appointed in accordance with the Articles.

(k) “Dividend”

“Dividend” shall include Interim Dividend.

(l) “Depository”

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(m) “Depositories Act”

“Depositories Act” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

(n) “Director”

“Director” shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.

(o) “Extraordinary General Meeting”

“Extraordinary General Meeting” shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

(p) “Gender”

Words importing the masculine gender also include the feminine gender.

(q) “In Writing and Written”

“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

(r) “Managing Director”

“Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(s) “Memorandum”

“Memorandum” shall mean the memorandum of association of the Company, as amended from time to time.

(t) “Month”

“Month” means the calendar month.

(u) “Office”

“Office” means the Registered Office for the time being of the Company.

(v) “Plural Number”

Words importing the singular number also include the plural number and vice versa.

(w) “Persons”

“Person” shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

(x) “Register of Members”

“Register of Members” shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act.

(y) “Registrar”

“Registrar” shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

(z) “Seal”

“Seal” means the Common Seal for the time being of the Company.

(aa) “Securities & Exchange Board of India”

“Securities & Exchange Board of India” or "SEBI" means the Securities & Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.

(bb) “SEBI Listing Regulations”

“SEBI Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

(cc) "Shares"

“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

(dd) “Shareholder” or “shareholder” or “member”

“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.

(ee) “Shareholder Meeting”

“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

(ff) “Stock Exchanges”

“Stock Exchanges” shall mean BSE Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

(gg) “Year and Financial Year”

“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

Expression in the Act to bear except same meaning in the Articles these Articles.

Save as aforesaid, any words or expressions defined in the Act shall, where the subject or context forbids, bear the same meaning in

Marginal Notes
Articles.

The marginal notes hereto shall not affect the construction of these

COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
 - (i) The Memorandum;
 - (ii) The Articles, if any;
- (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

CAPITAL AND SHARES

4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the Company to alter the same in any way it thinks fit.
5. The Company has power, from time to time, to increase or reduce its authorized or issued and Paid up Share Capital, in accordance with the Act, applicable Laws and in accordance with the Articles.
6. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
7. Any application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members, shall for the purposes of these Articles, be a Shareholder.
8. The money, (if any), which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
9. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

SHARES AT THE DISPOSAL OF THE DIRECTORS

10. Subject to the provisions of Section 62 of the Act and these Articles, the share capital of Company for the time being 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 proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the

Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

11. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -
 - (a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-
 - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - (ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;
 - (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the company;
 - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by Central Government; or
 - (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.
- (2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.

The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES

12. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.
- (ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

13. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

14. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
- (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
- (b) No such shares shall be redeemed unless they are fully paid;

(c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

15. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

16. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

(2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

(3) Nothing in sub-clause (2) shall apply to –

- (a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;
- (b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by Central Government.

REDUCTION OF CAPITAL

17. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

18. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
- (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
 - (b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

19. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

MODIFICATION OF RIGHTS

20. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class.

ISSUE OF FURTHER SHARES ON PARI PASSU BASIS

21. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

22. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

- (a) “Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”

DEMATERIALIZATION OF SECURITIES

- (b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

- (c) “Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”.

OPTION TO OPT OUT IN RESPECT OF ANY SUCH SECURITY

- (d) Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER

- (e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

- (f) All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 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.

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

- (g) (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 purpose 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 if 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 securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

DEPOSITORY TO FURNISH INFORMATION

- (h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

SHARES AND CERTIFICATES

REGISTER AND INDEX OF MEMBERS

23. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

24. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

25. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES

26. (1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.
- (2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company -
- (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;

- (b) in writing off the preliminary expenses of the company;
- (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
- (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
- (e) for the purchase of its own shares or other securities under section 68.

ACCEPTANCE OF SHARES

27. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

LIABILITY OF MEMBERS

28. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

29. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.
- (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

JOINT ALLOTTEES OF HOLDERS

30. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER

31. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

(ii) 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 the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to Articles.

WHO MAY HOLD SHARES

32. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind.

33. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

SWEAT EQUITY

34. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

35. (1) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
- (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)
- (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)
- (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
- (5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under section 403.
- (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.
- (7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

36. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

37. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

SECTION 45 OF ACT NOT TO APPLY

38. Notwithstanding anything to the contrary contained in the Articles,

- (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

TRUST RECOGNIZED

39. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

REGISTRATION OF CHARGES

40. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE

COMMISSION MAY BE PAID

41. The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other subject to maximum of 5% of the share price or 2.5% in case of debenture, of the issued share or debenture price, as the case may be.

BROKERAGE MAY BE PAID

42. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

CALLS ON SHARES

DIRECTORS MAY MAKE CALLS

43. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

44. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

NOTICE OF CALLS

45. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

CALLS TO DATE FROM RESOLUTION

46. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

47. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

48. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

49. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

50. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so

paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

FORFEITURE, SURRENDER AND LIEN

IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

51. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

52. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

53. 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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

NOTICE OF FORFEITURE

54. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

55. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose of the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

56. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

57. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFEITURE

58. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

59. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

DECLARATION OF FORFEITURE

60. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, 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.
- (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.
- (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

- (d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.
 - (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.
61. The declaration as mentioned in Article 62 shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

62. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the share.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

63. 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 Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

64. The provisions of these Articles as to forfeiture shall apply to 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 Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

65. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

66. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article. No Shareholder shall exercise any voting right in respect of any shares or Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

ENFORCING LIEN BY SALE

67. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member, his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

68. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE

69. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to

see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

70. Where any shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

71. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES

REGISTER OF TRANSFER

72. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

EXECUTION OF TRANSFER

73. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

INSTRUMENT OF TRANSFER

74. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

FORM OF TRANSFER

75. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

76. No transfer shall be made to a minor or a person of unsound mind.

TRANSFER OF SHARES

77. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee within the time frame prescribed under the Act.
- (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

78. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

NO FEE ON TRANSFER OR TRANSMISSION

79. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

80. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

WHEN TRANSFER TO BE RETAINED

81. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

82. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

TITLE TO SHARES OF DECEASED HOLDER

83. Subject to Article, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

84. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

85. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within 90 (ninety) days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

86. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

BOARD MAY REFUSE TO TRANSMIT

87. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

88. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

89. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

90. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures.

THE COMPANY NOT BE LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

91. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

92. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.
- (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by Central Government under the act.
- (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be , all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.
- (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

“Option of Nominee”

93. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

- (ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

94. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

95. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

NOTICE OF APPLICATION WHEN TO BE GIVEN

96. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

97. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

98. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

99. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

JOINT HOLDERS

100. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

TITLE OF SURVIVORS

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it 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.

EFFECTUAL RECEIPTS

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

- (d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in the Articles and documents served on or sent to such person shall be deemed service on all the joint holders).

VOTES OF JOINT HOLDERS

- (e) Any one or 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 than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

CONVERSION OF SHARES INTO STOCK

SHARES MAY BE CONVERTED INTO STOCK

101. The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock

transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

102. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

MEETING OF MEMBERS

103. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.
- (b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.
104. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

105. All meetings of the shareholders other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

106. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.
- (2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).
- (3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
- (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.
- (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.
- (7) Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

LENGTH OF NOTICE FOR CALLING MEETING

(1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by Central Government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

- (2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- (3) The notice of every meeting of the company shall be given to –
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
- (b) the auditor or auditors of the company; and

- (c) every director of the company.
- (4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

107. (1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely:

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- (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
 - (i) every director and the manager, if any;
 - (ii) every other key managerial personnel; and
 - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);

(b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(2) For the purposes of clause (1),—

(a) in the case of an annual general meeting, all business to be transacted there at shall be deemed special, other than—

- (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
- (ii) the declaration of any dividend;
- (iii) the appointment of directors in place of those retiring;
- (iv) the appointment of, and the fixing of the remuneration of, the auditors; And

(b) in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).

108. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

109. (1) The quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
 - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
 - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.
- (2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
- (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:
- Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
- (3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

RESOLUTION PASSED AT ADJOURNED MEETING

110. Where a resolution is passed at an adjourned meeting of –
- (a) a company; or
 - (b) the holders of any class of shares in a company; or
 - (c) the Board of Directors of a company,
- the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

111. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

POWER OF ADJOURN GENERAL MEETING

112. (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) 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.
- (3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

CHAIRMAN OF GENERAL MEETING

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extraordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

114. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

115. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

PASSING RESOLUTIONS BY POSTAL BALLOT

116. (1) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the

Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

- (2) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

117. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

CIRCULATION OF MEMBERS' RESOLUTION

118. (1) A company shall, on requisition in writing of such number of members, as required in section 100,—
- (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
- (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.
- (2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company, —
- (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
- (ii) in the case of any other requisition, not less than two weeks before the meeting; and
- (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

- (3) The company shall not be bound to circulate any statement as required by clause (b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

- (4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

VOTES OF MEMBERS

- 120.(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -
- (a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and
- (b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.
- (2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for their payment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

121. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

122. Pursuant to section 113, a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

123. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

124. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

125. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 127.

HOW MEMBER NON-COMPOSMENTIS MAY VOTE

126. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be

acceptable by the Board shall have been deposited at the office of the Company not less than fortyeight hours before the time of holding a meeting.

INSTRUMENT OF PROXY

127. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

128. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

129. 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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.

FORM OF PROXY

130. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

131. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE

132. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF

133. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable.

DIRECTORS

134. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

135. Subject to Articles, Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

CASUAL VACANCY AND ADDITIONAL DIRECTORS

136. Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Articles. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

ALTERNATE DIRECTORS

137. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that 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 this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

NOMINEE DIRECTOR / DEBENTURE DIRECTOR

138. 1) The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.
- 2) If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly.

Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

139. A Director need not hold any qualification shares of the Company.

REMUNERATION OF DIRECTORS

140. (1) Subject to the applicable provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to limits prescribed by the Act.
- (2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment nor a Managing Director may be paid remuneration.
- (i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or
- (ii) by way of commission if the Company by a special resolution authorizes such payments.

- (3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.
- (4) If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.
- (5) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

141. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

142. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

143. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

144. (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.
- (2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—
- (a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
- (b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be,
- shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:
- Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- (3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

(4) Nothing in this Article-

- (a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;
- (b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two percent of the paid-up share capital in the other company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

145. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED

146. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—
- (i) for the sale, purchase or supply of any goods, materials or services; or
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company:
- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
- (3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.

- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

SPECIAL DIRECTOR

147. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaborator” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.

DIRECTORS’ SITTING FEES

148. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or a committee thereof and adjournments thereto attended by him. The directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

149. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested

be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

150. (1) A person shall not be eligible for appointment as a director of a company, if -
- (a) he is of unsound mind and stands so declared by a competent court;
 - (b) he is an undischarged insolvent;
 - (c) he has applied to be adjudicated as an insolvent and his application is pending;
 - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
- Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (e) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force;
 - (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
 - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
 - (h) he has not complied with sub-section (3) of section 152.
- (2) No person who is or has been a director of a company which -
- (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
 - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

DIRECTORS VACATING OFFICE

151. The office of a Director shall be vacated if :

- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
- (ii) he applied to be adjudicated an insolvent;
- (iii) he is adjudicated an insolvent;
- (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;
- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
 - (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

152. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

- 153.(1) (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -
- (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
 - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
- (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.

- (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
 - (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
 - (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
- (2)
- (a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.
 - (b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—
 1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
 2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
 3. he is not qualified or is disqualified for appointment;
 4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
 5. section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

154. (1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the _____ company by a single resolution shall not be moved unless a proposal to move such a motion has first been _____ agreed to at the meeting without any vote being cast against it.
- (2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.

(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

155. (1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(2) The company shall inform its members of the candidature of a person for the office of director under subsection (1) in such manner as may be determined by central government.

RESIGNATION OF DIRECTOR

(1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by Central Government.

(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR

156. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

APPOINTMENT OF TECHNICAL DIRECTORS

157. a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.
- b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

REMOVAL OF DIRECTORS

158. (1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:
- Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.
- (2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.
- (4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—
- (a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and
- (b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),

and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

- (5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).
- (6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
- (7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(8) Nothing in this section shall be taken -

(a) as depriving a person removed under this section of any compensation or damages

payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or

(b) as derogating from any power to remove a director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

159. A retiring Director shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS

MEETINGS OF BOARD

160. (1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of this sub-section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

- (2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

- (3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:

Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

- (4) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.
- (5) The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.

QUORUM

161.(1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.

- (2) 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 and for no other purpose.
- (3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.
- (4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

CASTING VOTE

162. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN

163. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office.

COMMITTEES AND DELEGATION BY THE BOARD

164. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.
165. The Company shall constitute such Committees as may be required under the Act or applicable provisions of Law.
166. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
167. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

168. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:

Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

169. (1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by Central Government 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.

(2) A resolution under sub-section (1) above 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.

SPECIAL NOTICE

170. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

GENERAL POWERS OF THE BOARD

171. (1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

- (2) 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.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

172. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow monies;
- (e) to invest the funds of the company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of disclosure of director's interest and shareholding;
- (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
- (q) to invite and accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.

POWERS OF THE BOARD

173. 1) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution :-

(a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

(b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

(c) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:

Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.

(d) to remit, or give time for the repayment of, any debt due from a director.

(2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(3) Nothing contained in clause (a) of sub-section (1) shall affect -

(a) the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or

(b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.

(4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorize the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.

- (5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (I) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

POWER TO BORROW

174. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
175. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

176. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

177. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

178. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

TERMS OF ISSUE OF DEBENTURES

179. 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.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

180. (1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
- (2) No company shall issue any debentures carrying any voting rights.
- (3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.
- (4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.
- (5) No company shall issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by Central Government.
- (6) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by Central Government.
- (7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof

from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.

- (8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.
- (9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.
- (10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.
- (11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.
- (12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.
- (13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

EXECUTION OF INDEMNITY

181. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

CERTAIN POWERS OF THE BOARD

182. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

- 1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
- 2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
- 3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.
- 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- 5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.
- 6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.
- 7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

- 8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
- 9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.
- 10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

- 16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.
- 17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
- 18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- 19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

- 20) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act and of the provision contained in these presents.
- 21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.
- 22) To redeem redeemable preference shares.
- 23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- 24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

183. Pursuant to Section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of Section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act -

(i) an independent director;

(ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

KEY MANAGERIAL PERSONNEL

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

184. (1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board.

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel.

Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

185. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

186. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

187. No company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who -

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;

(c) has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them;
or

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

188. Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

189. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-

a) Managing Director and

b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

THE SECRETARY

190. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

191. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

192. (1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.
- (2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.
- (a) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting.
- (b) In the case of minutes of proceedings of a General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
193. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 191 above, shall be evidence of the proceedings recorded therein.

194. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 196 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.
195. (1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday
- (2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.
- (5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -
- (a) the names of the directors present at the meeting; and
- (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- (7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting -
- (a) is or could reasonably be regarded as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or

- (c) is detrimental to the interests of the company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED.

196. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

DIVIDENDS

197.(1) No dividend shall be declared or paid by a company for any financial year except -

- (a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or
- (b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:

Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by Central Government in this behalf:

Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.

- (2) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.

- (3) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

- (4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
- (5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:
- Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:
- Provided further that any dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the shareholder entitled to the payment of the dividend.
- (6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

DIVIDEND TO JOINT HOLDERS

198. ny one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
199. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

APPORTIONMENT OF DIVIDENDS

200. All dividends shall be apportioned and paid proportionate 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.

DECLARATION OF DIVIDENDS

201. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDEND

202. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

203. (1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.
- (2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDENDS

204. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

DEBTS MAY BE DEDUCTED

205. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

206. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

EFFECT OF TRANSFER

207. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

208. The Board may retain the dividends payable upon shares in respect of which any person is, under Articles entitled to become a Member, which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THEREOUT

209. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

210. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

211. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within thirty days from the date of the declaration of the dividend unless:
- (a) the dividend could not be paid by reason of the operation of any law or
 - (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or
 - (c) there is dispute, regarding the right to receive the dividend or
 - (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
 - (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

UNPAID OR UNCLAIMED DIVIDEND

212. (1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special

account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

- (2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.
- (3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
- (4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.
- (5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.
- (6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.

CAPITALIZATION OF RESERVES

213. (a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

- (1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or
 - (2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or
 - (3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
- (b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and
- (2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.
- (c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.
- (d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.
- (e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving

effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.

- (f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

214. (1) 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 and

- (b) Generally do all acts and things required to give effect thereto.

(2) The Board shall have full power:

- (a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also
- (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 thereof of the respective proportions of the profits resolved to be capitalized of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

DIVIDEND IN CASH

215. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

216. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS

BOOKS OF ACCOUNTS TO BE KEPT

217. The Company shall cause to be kept proper books of account with respect to:
- (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
 - (ii) all sales and purchases of goods and services by the company;
 - (iii) the assets and liabilities of the company; and
 - (iii) the items of cost as may be determined by Central Government under section 148 in the case of a company which belongs to any class of companies specified under that section;

BOOKS WHERE TO BE KEPT AND INSPECTION

218. (1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.
- (2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).
- (3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.
- (4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

219. The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of

inspecting any account or book or document of the Company except as conferred statute or authorized by the Board of Directors or by a resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

220. The Board shall have power on giving not less than seven days' previous notice or such lesser period as may be specified, in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may deem expedient.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

221. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

222. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

223. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

224. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The Board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Article 229. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

225. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:
- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
 - (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

226. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

227. (1) Without prejudice to the provisions of Section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by Central Government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall -

- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;
- (b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.
- (2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

ACCOUNTS TO BE AUDITED

228. (1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

- (2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

APPOINTMENT OF AUDITORS

229. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

- (2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

- (3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(a) he is not disqualified for re-appointment;

(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

(a) an individual as auditor for more than one term of five consecutive years; and

(b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.

(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

- (5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS

230. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS BY COMPANY

231. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by Central Government:

A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address or through electronic means.

Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

SERVICE OF DOCUMENTS ON COMPANY

232. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode in accordance with the Act and rules made thereunder.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

233. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

REGISTERS AND DOCUMENTS

REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

234. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
 - (b) Register of mortgages and charges as required by Section 85 of the Act.
 - (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
 - (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
 - (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
 - (f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
 - (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

235. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
- (a) required to be kept by a company; or
 - (b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

INDEMNITY

236. 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.

WINDING UP

DISTRIBUTION OF ASSETS

237. (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the

Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

- (b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.
- (c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

238. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.

SECRECY CLAUSE

239. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.
240. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual 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 his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

INSPECTION BY SHAREHOLDERS

241. The register of charges, register of investments, Register of Members, Books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

242. Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

SIGNING OF CHEQUES

243. Subject to applicable Law and Section 64 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

244. The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time.

AUTHORIZATIONS

245. (a) Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except

to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).

(b) If pursuant to the approval of these Articles, if the Act requires any matter any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company, which are or may be deemed material, have been entered into 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, delivered to the RoC for filing and will also be available at the website of our Company at <https://www.auroimpex.com/>. Copies of the above-mentioned documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office from 10.00 am to 5.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement among our Company, Selling Shareholder and the BRLM dated February 3, 2023.
2. Registrar Agreement dated April 20, 2023 entered into between our Company, the Selling Shareholder and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated April 28, 2023 among our Company, the BRLM, the Syndicate Members, the Banker(s) to the Offer and the Registrar to the Offer.
4. Syndicate Agreement dated April 27, 2023 among our Company, the BRLM and the Syndicate Members.
5. Underwriting Agreement dated April 27, 2023 among our Company and the Underwriters.
6. Share escrow agreement dated April 28, 2023 entered amongst the Selling Shareholder, our Company and the Share Escrow Agent.
7. Tripartite Agreement among the NSDL, our Company and Registrar to the Offer dated November 17, 2022.
8. Tripartite Agreement among the CDSL, our Company and Registrar to the Offer dated November 15, 2022.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
2. Certificate of incorporation dated January 20, 1994.
3. Fresh certificate of incorporation dated September 30, 2022 upon conversion into a public limited company.
4. Resolution of the Board of Directors dated November 1, 2022, authorising the Offer.
5. Resolution of the Shareholders dated November 30, 2022, under section 62(1)(c) of the Companies Act, 2013 authorising the Offer.
6. Resolution of the Board dated February 3, 2023 approving the Draft Red Herring Prospectus.
7. Resolution of the Board dated May 1, 2023 approving this Red Herring Prospectus.
8. Copies of annual reports of our Company for Fiscal Years 2022 and 2021.
9. Statement of Possible Special Tax Benefits dated February 4, 2023.

10. Written consent dated February 3, 2023, from the Statutory Auditors, M/s Rajesh Jalan & Associates, Chartered Accountants to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in the DRHP / RHP, and consent dated February 3, 2023 as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated April 26, 2023, on our Restated Consolidated Financial Information; and (ii) the Statement of Possible Special Tax Benefits available to the Company and its Shareholders in India, included in this RHP. Such consents have not been withdrawn as on the date of this RHP. However, the term “expert” and the consent thereof shall not be construed to mean an “expert” or consent within the meaning as defined under the U.S. Securities Act;

11. Consents of the Bankers to our Company, the BRLM, Registrar to the Offer, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Market Maker, Advisor to the Issue, Registrar to the Issue, as referred to, in their respective capacities.

12. In-principle listing approval dated March 3, 2023, received from NSE.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Sd/-

Madhusudan Goenka
DIN: 00146365
Managing Director

Place: Kolkata
Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE-TIME DIRECTOR OF OUR COMPANY

Sd/-

Praveen Kumar Goenka
DIN: 00156943
Executive Director (Whole time director)

Place: Kolkata

Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF OUR COMPANY

Sd/-

Vanshika Goenka
DIN: 07022384
Non-Executive Director

Place: Kolkata

Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

Sankar Thakur
DIN: 09778473
Independent Director

Place: Kolkata

Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

Sibasis Mitra
DIN: 03320989
Independent Director

Place: Kolkata
Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

Kalyan Kumar Das
Chief Financial Officer

Place: Kolkata

Date: May 1, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and / or the rules, regulations or guidelines issued by the Securities and Exchange Board of India Act (SEBI), established under Section 3 of the Securities and Exchange Board of India Act (SEBI 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 made, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

Raghav Jhunjunwala
Company Secretary & Compliance Officer

Place: Kolkata

Date: May 1, 2023