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GRANDMAA INTERNATIONAL LIMITED
CIN: U17299PB2020PLC052529
Incorporated on December 30, 2020 at Chandigarh

REGISTER OFFICE		CONTACT PERSON	
HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007		Sumita Uppal Company Secretary and Compliance Officer	
EMAIL	TELEPHONE NO.	WEBSITE	
info@grandmaa.in	+91 98759 03327	www.grandmaa.in	
OUR PROMOTER OF THE COMPANY			
Jaideep Jain			
Type	Fresh Issue Size (₹ in Lakhs)	Eligibility 229(1) / 229(2) & Share Reservation among NII & RII	
Fresh Issue	Upto 30,00,000 Equity Shares Aggregating to ₹[●] Lakhs	The Issue is being made pursuant to Regulation 229(2) and 253(1) of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is more than ₹ 10.00 Crores and up to ₹ 25.00 Crore	
RISKS IN RELATION TO THE FIRST ISSUE			
This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹10.00 per equity. The floor price (is determined by our company in consultation with the lead manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 68 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active and/or sustained trading in the equity shares of our company nor regarding the price at which the equity shares will be traded after listing.			
GENERAL RISKS			
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no.15 of this Draft Red Herring Prospectus.			
ISSUER'S ABSOLUTE RESPONSIBILITY			
The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.			
LISTING			
The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").			
BOOK RUNNING LEAD MANAGER TO THE OFFER		REGISTRAR TO THE ISSUE	
 INTERACTIVE FINANCIAL SERVICES LIMITED Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India Tel No.: 079 4908 8019 (M) +91-9898055647 Website: www.ifinservices.in Email: mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir SEBI Reg. No.: INM000012856		 SKYLINE FINANCIAL SERVICES PRIVATE LIMITED Address: D-153 A, First Floor, Okhla Industrial Area, Phase New Delhi-110020 Tel No: 011-40450193-197 Fax No 011-26812683 Website: www.skylinerta.com E-Mail: ipo@skylinerta.com Investor Grievance Email: grievances@skylinerta.com Contact Person: Mr. Anuj Rana SEBI Reg. No.: INR000003241	
OFFER PROGRAMME			
ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]		BID/ OFFER OPENS ON: [●]	
		BID/ OFFER CLOSE ON**: [●]	

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

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



GRANDMAA INTERNATIONAL LIMITED
CIN: U17299PB2020PLC052529

Our Company was originally incorporated as 'Grandmaa International Private Limited', at Chandigarh as a private limited company registered under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated December 30, 2020 bearing Corporate Identification Number U17299PB2020PTC052529 issued by the Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted into a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on July 20, 2023 and consequently the name of our Company was changed to 'Grandmaa International Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh dated August 11, 2023. The CIN of the Company is U17299PB2020PLC052529.

Registered office: HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007.

Tel No.: +91 7719716372; **Website:** www.grandmaa.in; **E-Mail:** info@grandmaa.in

Contact Person: Sumita Uppal, Company Secretary and Compliance Officer

PROMOTER OF THE COMPANY: JAIDEEP JAIN

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 30,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF GRANDMAA INTERNATIONAL LIMITED ("GIL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO [●] LACS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] (WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI (ICDR) Regulations, as amended, wherein [●] (not more than 50 % of the Net Issue) shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, [●] (not less than 15% of the Net Issue) shall be available for allocation on a proportionate basis to Non-Institutional Bidders and [●] (not less than 35% of the Net Issue) shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 199 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 199 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "**Issue Procedure**" beginning on page 199 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹10.00 per equity shares. The floor price (is determined by our company in consultation with the lead manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 68 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active and/or sustained trading in the equity shares of our company nor regarding the price at which the equity shares will be traded after listing.

The face value of the Equity Shares is ₹10.00 The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 68 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 or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no.15 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER TO THE OFFER



INTERACTIVE FINANCIAL SERVICES LIMITED
Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India
Tel No.: 079 4908 8019
(M) +91-9898055647
Website: www.ifinservices.in
Email: mbd@ifinservices.in
Investor Grievance Email: info@ifinservices.in
Contact Person: Pradip Sandhir
SEBI Reg. No.: INM000012856

REGISTRAR TO THE ISSUE



SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
Address: D-153 A, First Floor, Okhla Industrial Area, Phase - I, New Delhi-1100
Tel No: 011-40450193-197
Fax No 011-26812683
Website: www.skylinerta.com
E-Mail: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Contact Person: Mr. Anuj Rana
SEBI Reg. No.: INR000003241

OFFER PROGRAMME

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]	BID/ OFFER OPENS ON: [●]	BID/ OFFER CLOSE ON**: [●]
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*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date

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

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, 2018 the Companies Act, 2013 the SCRA, the Depositories Act, 1996 and the rules and regulations made there under.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Statement of Tax Benefits”, “Restated Financial Statements”, “Outstanding Litigation and Material Developments” and section titled “Main Provisions of Articles of Association” beginning on page nos. 74, 126, 165 and 236, respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
“Grandmaa International”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Grandmaa International Limited, a Public limited company incorporated under the Companies Act, 2013 and having Registered Office at HB No 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007
Promoter	Jaideep Jain
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2 sub-regulation (pp) of the SEBI ICDR Regulations, 2018.
“you”, “your” or “yours”	Prospective Investors in this Issue

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company as amended from time to time
Auditors of the Company	The Statutory auditors of our Company, being M/s K R Aggarwal & Associates, Chartered Accountants.
Audit Committee	Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled “Our Management” beginning on page 113 of this Draft Red Herring Prospectus.
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
Company Secretary and Compliance Officer	The Company Secretary of our Company, being Sumita Uppal.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Vinayak Mishra.
Act or Companies Act	The Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number
CMD	Chairman and Managing Director
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time. National Securities Depository Limited (NSDL) and Central Depository Services

	(India) Limited (CDSL).
Director(s)	Director(s) of Grandmaa International Limited unless otherwise specified
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DP ID	Depository's Participant's Identity Number
Equity Shares	Equity Shares of our Company having Face Value of ₹ 10 each unless otherwise specified in the context thereof
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company
ED	Executive Director
Fresh Issue	The fresh issue of Upto 30,00,000 Equity Shares of Face Value of Rs. 10 each at Rs. [●] (including premium of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs to be issued by our Company as part of the Offer, in terms of the Draft Red Herring Prospectus.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in "Financial Information of Our Group Companies" on page 174 of this Draft Red Herring Prospectus.
Independent Director	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 to chapter titled "Our Management" beginning on page 113 of this Draft Red Herring Prospectus
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number is INE0R5Q01014
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 113 of this Draft Red Herring Prospectus
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on April 03,2024 in accordance with the requirements of the SEBI (ICDR)Regulations, 2018 as amended from time to time
MOA/ Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Board described in the chapter titled "Our Management" on page 118 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director
Registered Office	The Registered Office of Our Company, Located at HB No 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007.
ROC/Registrar of Companies	Registrar of Companies, Chandigarh.
Restated Financial Statements	The restated audited financial statements of our Company for the Financial Years ended on March 31, 2024 March 31, 2023 and March 31, 2022 and which comprises of the restated audited balance sheet, restated audited statement of profit and loss and the restated audited cash flow statement, together with the annexures and notes thereto disclosed in chapter titled "Restated Financial Statements" on page 126 of this Draft Red Herring Prospectus
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s K R Aggarwal & Associates, Chartered Accountants
PLC	Public Limited Company
PTC	Private Limited Company
Stakeholder's Relationship	The Stakeholders Relationship Committee of the Board of Directors constituted as

Committee	the Company's Stakeholder's Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled "Our Management" on page 113 of this Draft Red Herring Prospectus.
WTD	Whole Time Director
SIDBI	Small Industries Development Bank of India

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Draft Red Herring Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section "Issue Procedure - Basis of allotment" on page no. 228 of this Draft Red Herring Prospectus
Bankers to our Company	IDBI Bank Limited, SIDBI
Bankers to the Issue	[●]
BID	An indication to make an offer during the Bid/ Offer Period by a Bidder pursuant to submission of the ASBA Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bid/ Offer Closing Date	The date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Pune Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Edition of Regional newspaper [●] where the registered office of the company is

	situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date or the QIB Bid/ Offer Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being Interactive Financial Services Limited, SEBI Registered Category I Merchant Banker.
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the price band above which the Offer Price will not be finalized and above which no Bids (or a revision thereof) will be accepted
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut off Price. QIBs and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated August 05,2024 issued in accordance with Section 26 of the Companies Act, 2013
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.
Eligible NRI	NRI's from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted
ISIN	International Securities Identification Number. In this case being INE0R5Q01014
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of Upto 30,00,000 Equity Shares of Face Value of ₹ 10 each at ₹ [●] (including premium of ₹ [●] per Equity Share aggregating to Rs. ₹ [●] Lacs by Grandmaa International Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of NSE Emerge.
NBFC	Non- Banking Financial Companies
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ 10 each at [●] per Equity Share aggregating to ₹ [●] Lacs by Grandmaa International Limited.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two

	national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the offer Price.
Prospectus	The Prospectus issued in accordance with Section 32 of the Companies Act filed with the National Stock exchange of India Limited under SEBI (ICDR) Regulations 2018.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations.
Red Herring Prospectus/RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000.
R & D	Research and Development
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html Intermediaries.
SME Platform of NSE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●].
Sub Syndicate Member	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1) (hhh) of the SEBI ICDR Regulations, namely [●].
Underwriter	[●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●].
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business. 1. However, in respect of announcement of price band and Bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public

	<p>holidays, on which commercial banks in the city as notified in the Prospectus are open for business.</p> <p>2. In respect to the time period between the Bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</p>
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TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
IAS	International Accreditation Service
NPD	New Product Development
IPO	Initial Public Offering
OEM	Original Equipment Manufacturer
B2B	Business-to-Business
B2C	Business-to-Consumer

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year
Bn	Billion
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Depositories	NSDL and CDSL
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time
DCA	Department of corporate affairs
DIN	Director's Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's Identification Number
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
FDI	Foreign Direct Investment
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors)

	Regulations, 1995, as amended.
Fis	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/Government/GOI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
Ltd.	Limited
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Minister of Finance, Government of India
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NIFTY	National Stock Exchange Sensitive Index
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Security Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure

/ICDR Regulations/SEBI ICDR / ICDR	Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI ICDR Regulations, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small And Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the National Stock Exchange of India Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are the Republic of India.

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

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our audited financial statements for the financial year ended on March 31, 2024 and for the financial year ended March 31, 2023, 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in the section titled ‘Restated Financial Information’ beginning on page no. 126 of this Draft Red Herring Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled ‘Risk Factors’, ‘Business Overview’ and ‘Management's Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page nos.15, 84 and 153 respectively of this Draft Red Herring Prospectus and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Currency and units of presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to;

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,

All references to the word ‘Lakh’ or ‘Lac’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lacs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “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. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- ❖ General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- ❖ Competition from existing and new entities may adversely affect our revenues and profitability;
- ❖ Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- ❖ Our business and profitability may be negatively affected if we are not able to anticipate rapid changes in technology, or innovate and diversify our service offerings in response to market challenges;
- ❖ The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- ❖ Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- ❖ Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- ❖ The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “Risk Factors”, “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages nos. 15, 84 and 153 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the BRLM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SUMMARY OF ISSUE DOCUMENT

SUMMARY OF BUSINESS

Our company, an ISO 9001:2015 certified entity accredited by the International Accreditation Service (IAS), specializes in the manufacturing of shoe vamps (uppers), Knitted Fabrics, pullovers, sweaters, and covered yarn. we also produce knitted Fabric and trade primarily yarns exclusively for B2B markets. Our fabric manufacturing is focused on two main segments: footwear industries and garments industries. Our registered office and manufacturing facility are located at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007, spanning approximately 2420 square yards. After incorporation, we have started manufacturing from the June, 2021.

Our product offerings can be categorized into four main verticals:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Manufacturing of Textile Products namely Covered Yarn; and
- Knitted Fabric..

For further details, please refer to chapter titled “Business Overview” beginning on Page No. 84 of this Draft Red Herring Prospectus.

SUMMARY OF INDUSTRY

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

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

The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. India is working on various major initiatives to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on the rise. The government is supporting the sector through funding and machinery sponsoring. Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.

India is the 3rd largest exporter of Textiles & Apparel in the world. India’s textiles and clothing industry is one of the mainstays of the national economy. The share of textile and apparel (T&A) including handicrafts in India’s total merchandise exports stood at a significant 10.5% in 2021-22. India has a share of 4.6% of the global trade in textiles and apparel.

Job creation is arguably one of the most important parameters to judge how successful a government has been in envisaging and implementing its economic policies. The micro, small and medium enterprises sector is one of the major employment generators in several sectors while footwear segment is no exception employing nearly 1.3 million people.

Since footwear always has and continues to play an important role in complementing any fashion trend that comes by, whether it is professional, semi-formal or routine, hence the biggest advantage that a career in the footwear industry comes with is that of being non-seasonal and always evolving. Footwear industry offers a variety of bright career options as footwear designer, Product Developers, Footwear Technologists, Marketing Executives, Quality Controllers, Merchandisers, Planning Executives, Trend Analysts etc. Most significantly, the footwear sector has also been instrumental in developing a spirit of entrepreneurship in the country, living upto the time-tested adage of poverty alleviation through self-sufficiency. Those having a knack of creativity and forte for innovation have hit fortunes in the sector by introducing their own shoelines under registered labels.

For further details, please refer to the chapter titled “Industry Overview” beginning on Page No. 77 of this Draft Red Herring Prospectus.

PROMOTER

The Promoters of our Company is Jaideep Jain.

For detailed information please refer chapter titled, “Our Promoters and Promoter Group” on page 122 of this Draft Red Herring Prospectus.

ISSUE SIZE

Initial Public Issue of up to 30,00,000 equity shares of face value of ₹10/- each of Grandmaa International Limited (“GIL” or the “Company” or the “Issuer”) for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “issue price”) aggregating to ₹ [●] (“the Issue”), of which [●] equity shares of face value of ₹10/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). The issue less the market maker reservation portion i.e., net issue of [●] equity shares of face value of ₹10/- each at a price of ₹ [●] per equity share aggregating to [●] lacs is herein after referred to as the “net issue”. The issue and the net issue will constitute [●] % and [●] % respectively of the post issue paid up equity share capital of our company.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds from the issue towards the following objects (“Objects of the Issue”)

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Gross proceeds from the issue	[●]
2.	Less: Issue related expenses	[●]
Net proceeds of the issue		[●]

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Building extension	234.00
2.	Plant and Machinery	179.03
3.	Working capital requirement	1657.00
4.	General corporate purposes	[●]
Total utilization of net proceeds		[●]

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

Sr. No	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoter					
	Jaideep Jain	62,82,450	99.88	62,82,450	[●]
	TOTAL (A)	62,82,450	99.88	62,82,450	[●]
(ii) Promoter Group					
	Seema Jain	7,500	0.12	7,500	[●]

1.	Hazari Lal	10	Negligible	10	[•]
2.	Esha Jain	10	Negligible	10	[•]
3.	Hitesh Jain	10	Negligible	10	[•]
	TOTAL (B)	7,530	0.12	7,530	[•]
(iii) Public					
	Rajinder Sharma	10	Negligible	10	[•]
4.	Ajay Kumar	10	Negligible	10	[•]
	IPO	-	-	Upto 30,00,000	[•]
	TOTAL (C)	20	Negligible	[•]	[•]
	TOTAL (A+B+C)	62,90,000	100.00	[•]	100.00

SUMMARY OF FINANCIAL INFORMATION

(Rs. in Lacs)

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Share Capital (₹ in Lakhs)	629.00	349.00	1.00
Net worth (₹ in Lakhs)	2,125.34	900.25	313.38
Revenue from Operation (₹ in Lakhs)	3,873.14	2,792.76	1,074.13
Other Income (₹ in Lakhs)	30.12	23.67	-
Profit after Tax (₹ in Lakhs)	525.99	302.67	64.45
Earnings per share (Basic & diluted) (₹)	9.86	11.65	644.45
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	33.79	25.80	3,133.80
Total borrowings (₹ in Lakhs)	2,075.06	1,709.71	749.06

QUALIFICATIONS OF AUDITORS

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

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Particular	Nature of cases	No of outstanding cases	Amount involved (₹ in lacs)
Litigation against Company	Civil Proceedings	Nil	Nil
	Service Tax	Nil	Nil
	Income Tax	1	1.13
	Other Material Litigations	1	2.00
Litigations Filed by Our Company	Criminal Litigations	Nil	Nil
	Civil Proceedings	Nil	Nil
Litigation against the Director of the Company	-	Nil	Nil
Litigation filed by the Director of the Company	Criminal Litigations	1	5.71
Litigation against the Promoter of the Company	-	Nil	Nil
Litigation filed by the promoter of the Company	-	Nil	Nil
Litigation against Subsidiary Company	-		

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 163 of this Draft Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” on page 15 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	As at		
	31-03-2024	31-03-2023	31-03-2022
Contingent liabilities in respect of:			
Guarantees given on Behalf of the Company	12.85	-	-
Total	12.85	-	-

SUMMARY OF RELATED PARTY TRANSACTIONS

a) List of Related parties

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Sr. No.	Name of the Person / Entity	Relation
1	Jaideep Jain	KMP
2	Seema Jain	KMP
3	Goldstone International	Associate Concern
4	P C Jain Overseas	Associate Concern
5	Goldstone International Private Limited	Associate Concern

SECTION II – RISK FACTORS

Investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Hearing Prospectus, including the risks and uncertainties described below and the Financial Statements incorporated in this Draft Red Hearing Prospectus, before making an investment in the Equity Shares of our Company. Any potential investor in, and subscribers of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the risks involved. If any or some combination of the following risks occur or if any of the risks that are currently not known or deemed to be not relevant or material now, actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For further details, please refer to chapters titled “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 84 and 153, respectively of this Draft Red Hearing Prospectus, as well as the other financial and statistical information contained in this Draft Red Hearing Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.

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

- *Some risks may not be material at present but may have a material impact in the near future.*
- *Some risks may not be material individually but may be found material when considered collectively*
- *Some risks may have material impact qualitatively and not quantitatively and vice-versa*

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of, or deem immaterial or irrelevant, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares and may also have an adverse effect on our business. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

This Draft Red Hearing Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Hearing Prospectus. For further details, please refer to chapter titled “Forward-Looking Statements” beginning on page 11 of this Draft Red Hearing Prospectus.

Unless otherwise indicated, all financial information included herein are based on our Financial Statements. Please refer to the section titled “Restated Financial Statements” beginning on page 126 of this Draft Red Hearing Prospectus.

INTERNAL RISK FACTORS:

- 1. *Company has filed the Draft Red Herring Prospectus dated August 29, 2023 with the SME Exchange of BSE Limited (Case ID: 184321). The BSE Limited (SME Exchange) has closed the case as the Company has not replied/ provide the clarification to the Stock Exchange as per the intimation received from the Stock Exchange.***

Our Company had filed a Draft Red Herring Prospectus (DRHP) dated August 29, 2023, with the SME Exchange of BSE Limited (Case ID: 184321). After filing the DRHP The Business of the Company was expanded. Due to change in the financials and the growth of the business, the promoters want to revise the public offer size and the revised requirement of fund will be increase more than 20% of the issue size. As per Schedule XVI of the ICDR Regulations in such case the Company has to submit the fresh offer document. The management of the Company has decided to withdraw the present DRHP filed with BSE.

Because of the said thought of revision, the Company did not proceed with the filed DRHP by keeping unanswered in the necessary replies and clarifications as requested by the Stock Exchange. Hence, the case was

closed by the SME Exchange of BSE Limited. This may reflect on our Company's ability to manage regulatory and compliance-related obligations effectively. The closure of this case might impact our credibility and delay our plans for raising funds through an Initial Public Offering (IPO). Potential investors should consider this factor when evaluating our Company's management and operational capabilities. Additionally, any future delays or non-compliance in responding to regulatory requirements could adversely affect our business operations, financial condition, and results of operations.

- 2. One of the focal points of concern pertains to capital expenditure earmarked for the acquisition of machinery and equipment. Currently, orders for the intended purchase of these assets have not been initiated. Any potential delays in placing orders or unforeseen challenges in the vendors' ability to supply the equipment and machinery promptly, or at all, could lead to both time and cost overruns***

We plan to allocate a portion of the Net Proceeds to fund our capital expenditure needs for the acquisition of equipment and machineries, vital for supporting our expanding operations. While we have obtained quotations from vendors related to the anticipated capital expenditure, firm orders for these assets have not yet been placed. For details in respect of the foregoing, please see "***Objects of the Issue***" on page 58 of the Draft Red Herring Prospectus.

It's essential to note that the quotations we have received are time-sensitive and subject to potential revisions, as well as influenced by various commercial and technical factors. We cannot guarantee that the capital expenditure will align precisely with the costs indicated in the quotations, and there may be unforeseen cost escalations beyond the contingencies intended to be funded from the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment and services in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure equipment and ancillary items or avail services from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of plant and machinery, equipment and ancillary items and services, which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment and services at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

We intend to invest in latest equipment and technology to support our expanding operations. Accordingly, we propose to utilize ₹179.03 lakhs out of the Net Proceeds towards such purchasing capital equipment/machineries. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. For further details, please see "***Objects of the Issue***" on page 58 of the Draft Red Herring Prospectus. The Machineries to be purchased are imported any fluctuation in the exchange rate will increase the cost of machinery and if we are not able to mitigate the cost escalation, it will adversely affect the delay in project implementation and profitability and business of the Company

- 3. Factual inaccuracy and irregularly in filing RoC Form PAS-3 for the rights issue allotment of 10,00,000 equity shares dated December 23, 2022 at price of Rs.10/- each.***

Our Company has experienced factual inaccuracies and irregularities in filing RoC Form PAS-3 related to the rights issue allotment of 10,00,000 equity shares dated December 23, 2022, at a price of Rs. 10/- each. Specifically, the application money for these shares was taken at par (Rs. 10/- each) and deposited into our commonly used bank cash credit account, leading to the utilization of funds before the official allotment of the equity shares, which is against the provisions of the Companies Act, 2013.

In past the Company has not filed timely some of the E-Forms with the office of Registrar of Companies and paid additional fees. The irregularity in filing the forms may result into payment of additional fees and in case of non-filing of forms or returns company may face pecuniary action from the governing authorities, which may lead to penalty or other action by the appropriate authority, which may affect our financials and growth of the company in adverse manner. Any future occurrences of similar nature could have a material negative impact on our business operations and investor trust.

4. Any shortages, delay or disruption in the supply of the raw materials we use in our manufacturing process may have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our Company procures various raw materials, including Dyed Polyester Texturized Yarns, Polyester Hot Melt Yarn, Nylon Hot Melt Yarn, Spandex Yarn, Polyester Fish Silk Yarn, Nylon Hairy Yarn, Acrylic Yarn, and Cotton Yarn, primarily for the production of Shoe Uppers and Garments. A significant portion of our raw materials, amounting to 91.61%, is sourced from the state of Punjab, with the remainder procured from Haryana, Gujarat, Delhi, and Uttar Pradesh.

For the financial year 2023-24, the Cost of Material Consumed was ₹2538.68 Lakhs, compared to ₹2028.72 Lakhs in FY 2022-23. This represented 65.55% of our total revenue from operations in FY 2023-24, down from 72.64% in FY 2022-23. The reduction in material costs is primarily due to the utilization of technically advanced Rapier Jacquard Weaving Machines for manufacturing shoe vamps and knitted fabrics, which have allowed us to command higher margins due to reduced competition.

However, future fluctuations in raw material prices cannot be ruled out. The price and availability of these materials depend on factors beyond our control, including overall economic conditions, production levels, market demand and competition, production and transportation costs, duties and taxes, and trade restrictions. We generally do not enter into long-term supply contracts with our raw material suppliers and typically place orders after receiving firm orders from our customers. This lack of long-term contracts at fixed prices exposes us to volatility in raw material prices. If we cannot offset or pass on these increased costs to our customers, such price increases could adversely impact our operating results, financial condition, and cash flows.

Additionally, there is a risk that one or more of our existing suppliers may discontinue their supplies to us. Any inability to procure raw materials from alternative suppliers in a timely manner or on acceptable terms could adversely affect our operations. Potential investors should consider these risks when evaluating our Company's financial stability and operational efficiency.

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

The company had given corporate guarantee which is Contingent Liability to the Company. The details of contingent liabilities for the past three (3) financial years are mentioned below:

(Rs. In Lacs.)

Contingent liabilities in respect of:	FY 2022-23	FY 2021-22	FY 2020-21
Guarantees given on Behalf of the Company	12.85	-	-

In the event any such contingent liabilities mentioned above were to materialise or, our business, financial condition and result of operations could be adversely affected. For further details, see "Note V - Contingent Liabilities - Restated Financial Statement" on page 147 of this Draft Red Hearing Prospectus.

6. Our Company, its Promoters, its Directors and its Group Companies are involved in litigation proceedings that may have a material adverse outcome.

There are outstanding legal proceedings involving our Company, its Promoters, its Directors and its Group Companies. These proceedings are pending at different levels of adjudication before various courts.

A summary of outstanding litigation proceedings involving our Company, its Promoters, its Directors and its Group Companies as on the date of this Draft Red Herring Prospectus is provided below:

Particular	Nature of cases	No of outstanding cases	Amount involved (₹ in lacs)
Litigation against Company	Criminal & Civil Litigation	Nil	Nil
	Taxation Litigation	1	1.31
	Other Statutory Authorities/ Material Litigation	1	2.00
Litigations filed by our Company *	Criminal & Civil Litigation	Nil	Nil

	Taxation Litigation	Nil	Nil
Litigation against the Director of our Company	Criminal & Civil Litigation	Nil	Nil
	Taxation Litigation	Nil	Nil
Litigation filed by the Director/Promoter of our Company	Criminal Litigation	1	5.71
	Civil Litigation	Nil	Nil
Litigation against Group Companies	Criminal & Civil Litigation	Nil	Nil
	Taxation Litigation	Nil	Nil
Litigation filed by Group Companies	Criminal Litigation	Nil	Nil
	Civil Litigation	Nil	Nil

We may be required to devote management and financial resources in the defense or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to the section “*Outstanding Litigation and Material Developments*” beginning on page 163 of Draft Red Herring Prospectus.

7. *The Company is entering into Shoe Manufacturing industry for the First Time.*

Our company in the manufacturing of shoe uppers but it is entering the shoe manufacturing industry for the first time, which presents several inherent risks and challenges. This new venture requires the establishment of new manufacturing processes, the development of expertise in shoe production, and the creation of a supply chain specific to footwear. As a novice in this industry, we may face a steep learning curve, which could impact our efficiency, product quality, and ability to meet market demand initially.

Furthermore, our lack of prior experience in shoe manufacturing increases the risk of operational inefficiencies and potential missteps in production and marketing strategies. The footwear industry is highly competitive, with established players who have significant market experience and brand recognition. Competing against these incumbents may prove challenging, potentially affecting our market penetration and profitability. Investors should consider the uncertainties and risks associated with our entry into the shoe manufacturing sector when evaluating our company’s future prospects.

8. *The plans for additional building are yet to be placed and approval from the authority is pending.*

Our expansion into footwear manufacturing includes the construction of additional buildings to house new machinery and operations. As of the date of this draft red herring s prospectus, the plans for these additional buildings have not been submitted for approval with competent authority, and the necessary approvals from relevant authorities are still pending. Any delays in obtaining these approvals could postpone the commencement and completion of construction, potentially leading to delays in our overall project timeline.

Furthermore, the lack of approved plans and placed orders for the construction related material may expose the company to cost escalations. Construction costs can be influenced by various factors such as material price increases, labor cost fluctuations, and changes in regulatory requirements. Delays in securing approvals and placing orders may exacerbate these risks, resulting in higher-than-anticipated construction costs. Investors should be aware of these uncertainties and consider them when evaluating the potential impact on the company’s expansion plans and financial performance

9. *Our operations are majorly in the state of Punjab.*

Our operations are predominantly concentrated in the state of Punjab. Historically, a substantial majority of our products have been sold within Punjab due to the high quality of our offerings. Sales revenue from Punjab has contributed 82.37%, 66.74%, and 66.35% of our total revenues for the fiscal years ending March 31, 2024, 2023, and 2022, respectively. While we do supply to other states within India, a significant portion of our revenue is still generated from Punjab.

This geographical concentration poses a risk to our business. In the event of any natural or manmade calamity in Punjab, our operations could be severely disrupted, leading to a significant adverse impact on our business, revenue, and profitability. While we are actively working to diversify our customer base across different parts of India, the potential impact of any such events in Punjab remains a considerable risk. Investors should consider this geographical concentration when evaluating our company's risk profile.

10. *Our Promoters have issued personal guarantees and/or mortgaged their property in relation to debt facilities availed by us, which if revoked, may require alternative guarantees, repayment of amounts due or termination of the facilities.*

Our Promoters and relatives of the promoters have provided their personal guarantees and/or mortgaged their property in relation to our secured debt facilities availed from our bankers. In the event of revocation of any of these guarantees the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. While we have not faced any revocation of such guarantees in the past, if any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. Further we may not be successful in procuring alternative guarantees satisfactory to the lenders and as a result, may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition. For further details, see "*Financial Indebtedness*" on page 159 of Draft Red Herring Prospectus.

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

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

12. *We have Imported machineries under (Export Promotion Capital Goods) EPCG scheme at concessional rate of Custom Duty.*

Our Company had imported machineries in the year 2023 under EPCG Scheme of foreign Trade Policy. The machineries were imported at concessional rate of duty with a condition the Company has to complete the export obligation to the tune of 6 times of the Duty saved within a period of six years. The Company had not exported any goods in the FY 2023-24. If the Company fails to export the goods as per the Condition mentioned in the EPCG License, the Company has to pay the duty of amount saved along with the interest and penalty amount which will adversely affect the financial position, Business and profitability of the Company.

13. *We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facility, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.*

Although, we have obtained all material approvals required to carry on our business activities as on the date of this Draft Red Herring Prospectus, most of these approvals are granted for a fixed period of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our operations, thereby having a material effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any or all such permits or approvals in the time-frame anticipated by us or at all. We have made or are in the process of making applications to the relevant authorities to reflect the change in our name from ‘Grandmaa International Private Limited; to ‘Grandmaa International Limited’. For details, see “*Government and Other Approvals*” on – of the Draft Red Herring Prospectus.

Further, certain permits, licenses and approvals obtained by our Company are conditional in nature. While the Company endeavors to meet such conditions, we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals.

Any failure by us to apply in time, renew, maintain or obtain the required permits, licenses or approvals, or revocation, cancellation or suspension of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. There can be no assurance that the relevant authorities will issue such approvals in the time limit anticipated by us. Non-receipt of the aforesaid license would result in payment of fines under the respective laws. We are also required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations and financial condition.

14. *We are dependent on third party transportation service providers for delivery of raw material to us from our suppliers and delivery of our products to our customers.*

We are significantly dependent on third party transportation service providers for the delivery of raw material to us from our suppliers and delivery of our finished products to the customers. Uncertainties and risks such as transportation strikes, failure to book parcel/vehicle or delay in supply of raw materials due to non-availability of transport services or vehicle breakdown could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, raw material may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. Any failure to procure or transport the raw material or to deliver the finished products to our customers in a timely, efficient and reliable manner could adversely affect our business, results of operations, financial condition and operation.

Further, we have not entered into any agreements or contracts with our transporters and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transporters services will be always timely available at reasonable rates, non-availability transport services at reasonable rate and in timely manner may adversely affect our business, results of operations and financial condition.



15. *The brand name “GRANDMAA” has been applied for registration under the name of our Company but yet not registered. Any failure to protect our intellectual property could have a material adverse effect on our business.*



As on date of the Draft Red Hearing Prospectus, the brand name GRANDMAA has been applied for registration under Class 25 and 35 of the Trade Mark Act, 1999 on July 19, 2023. The status of the logo is Objected, hence, the logo is not yet registered with the Trade Marks Authority. We are carrying out our business using above referred logo and our customers are well versed with our logo with our Company and its operations. In absence of our Registered Logo or Trademark our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future against its misuse, in such situation, there are chances of getting damage to our business prospects, reputation and goodwill and misuse of our designs by the competitors also.

16. *Our two group companies having same line of business which can affect our company because of the*

Potential Conflict of Interest Due to Lack of Non-Compete Agreements and having a similar line of business.

As of the date of this Draft Red Herring Prospectus, companies such as Spotify Fashion Private Limited and Receptive Sports Technologies Private Limited are engaged in businesses similar to ours. There are no existing non-compete agreements among these entities, which may lead to potential conflicts of interest when distributing business opportunities. This situation could become particularly problematic if and when our interests diverge. For details, see, “Our Promoter and Promoter Group - Entities forming part of our Promoter Group” at page 122.

The absence of non-compete agreements means that there is no legal restriction preventing these companies from competing directly with us in our market segments. This overlap could result in competition for the same customers, suppliers, and business opportunities. Such competition might adversely impact our market share, revenue, and overall business performance. Investors should be aware of the potential conflicts of interest and their possible implications when considering the investment risks associated with our company.

17. Our insurance coverage may not be adequate to protect us against certain operating risks and this may have an adverse effect on the results of our business.

We are insured for a risk associated with our Manufacturing and trading business through various policies of The Oriental Insurance Company Limited. We believe that we have got our assets and stock and other risks associated with our business, adequately insured, however our policy of covering these risks through insurance may not always be effective or adequate, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered/reimbursed by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected. For details on insurance policies taken by our Company please page no. 84 in chapter titled “Business Overview” of Draft *Red Hearing* Prospectus.

We may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our business, availability of insurance coverage in the future and our results of operations. The occurrence of any one of the above events may result in us being named as a defendant in lawsuits asserting claims for substantial damages, including for personal injury and property damage and fines and/or penalties.

While we believe that the insurance coverage that we maintain is in accordance with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. If our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all, or part of the losses incurred.

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

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

19. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and

operational performance and reputation.

Our Company has been incorporated as a private limited company pursuant to the provisions of Companies Act, 2013 and recently converted into a public limited company pursuant to special resolution passed at the Extra Ordinary General Meeting held on August 11, 2023. Prior to conversion, the provisions pertaining to public limited companies of the Companies Act, 2013 were not applicable to us. However, consequent to the aforesaid conversion, our Company is required to observe compliance with various provisions pertaining to public limited companies of the Companies Act 2013. Though our Company will take due care to comply with the provisions of the Companies Act and other applicable laws and regulations. In case of our inability to timely comply with the requirements or in case of any delay, we may be subject to penal action from the concerned authorities which may have an adverse effect on our financial and operational performance and reputation.

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

Our Company has 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 company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted public company. Our Company will also be subject to the provisions of the listing related compliances which require us to file unaudited financial results on a half yearly basis. In order to meet our Company's financial control and disclosure obligations, significant resources and management supervision will be required. As a result, 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.

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

Information relating to the installed manufacturing capacity and actual production capacity of our facility included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other textiles companies. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus. For further information, see "Our Business -Capacity and Capacity Utilization" on page 95 of Draft Red Herring Prospectus.

22. Any interruption in the power and fuel supply may adversely affect our production, revenue, results of operations and financial condition.

We required to have the adequate and uninterrupted power and water supply for our manufacturing process. We do not have suitable alternate arrangement to meet with the exigencies of power supply failure. Any disruption or shortage in power and/or water supply may slow down our manufacturing activities, resulting in to loss of production, business, revenue and financial results. At present, we source our power requirements from the state electricity board. There can be no assurance that electricity supplied will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. If the supply of electricity is not available for any reason, we will need to rely on alternative sources. Any failure on our part to obtain alternate sources of electricity, in a timely manner, and at an affordable cost, may have an adverse effect on our business, results of operations, cash flows and financial condition. Any increase in the cost of electricity by the state electricity board may affect our profit margin adversely. we require water for process in manufacturing of our products and for human consumption. Any disruption / non availability of power and water or any failure on our part to arrange alternate sources of electricity and water supply, in a timely manner and at an affordable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

- 23. Any disruption, breakdown or shutdown of our manufacturing facilities or our original equipment manufacturer suppliers may have a material adverse effect on our business, financial condition, results of operations and cash flows.**

We are having manufacturing facilities at Ratlam which is spread over an area of nearly a million 5.69 lacs sq. feet. Our hundred percentage production and success depend on the efficient working of manufacturing unit. The temporary closure of any of our manufacturing facilities reduced our production outputs, delayed our production schedule and will negatively impact our revenue and results of operations. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products to our customers is the essence of our business. While we seek to ensure a continuous supply of our products to our customers, our customer relationships, business and financial results may be adversely affected by any disruption of operations in our product lines and the services of our original equipment manufacturers or due to any of the factors.

Further, we have not experienced any instance of disruption at manufacturing unit in the past on account. Inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to slowdown or shut-down of our operations or the under-utilization of our unit, which in turn may have an adverse effect on our business, results of operations and financial condition.

- 24. We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and logistics agencies.**

Frauds or other delinquencies by employees could include indulging in transactions that exceed authorized limits or present unacceptable risks to us; hiding unauthorized or unsuccessful trading activities from us; or the improper use of confidential information are likely to take place in our business. Our employee in quality control department adopts unethical practice, such misconduct could result in unexpected business risks, losses, invite regulatory sanctions and seriously harm to our reputation and could even lead to litigation. We are taking necessary precautions to prevent and detect these types of activities but it may not always be cent percent effective. Even any fraud or misconduct by logistics agency or its employees may also affect our business, reputation adversely. Any delinquencies or trading errors on the part of our employees or logistic agency could materially affect our business operations, financial position and/or reputation.

- 25. Any negligence on the part of our workers associated with manufacturing process and other related services may lead to severe or fatal accident.**

We are having manufacturing unit at Ratlam. Many workers are working in our manufacturing units. Majority workers are of unskilled labours, any of their negligence or mistake may lead to severe accident, resulting in to accident which may lead severe injury to the workers, including to the loss of life. In addition to this heavy loss to machinery and production may also take place. Though, we are providing necessary training to the operators and labourers for use of machine and about the other operational activities, we cannot give any assurance that such incident will be stopped hundred percent.

- 26. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.**

The occurrence of natural disasters, including floods, earthquakes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our production which will adversely affect our results of operations and financial condition. The spread of pandemic diseases, or the occurrence of natural disasters, in India or the international markets from which our client purchases, could restrict the level of economic activities generally or slow down or disrupt our business activities, which could in turn adversely affect our business, financial condition and results of operations.

- 27. Any failure of our information technology systems could adversely affect our business and our operations.**

We have information technology systems that support our business processes, including product formulas, product development, sales, order processing, production, procurement, inventory management, quality control, product costing, human resources, distribution and finance. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems. In addition, our systems and

proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product formulas, product development and other proprietary information could be compromised. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

28. *Any failure in our quality control and procurement process and manufactured products may adversely affect our business, results of operations and financial condition.*

Our clients are big industrial houses and Government and semi government body carrying out the work of infrastructure project, where the quality of product is of prime importance. It is a practice of our Company to purchase the standard quality required raw materials for our manufacturing process, since it has a direct impact on the quality of finished products. We have our in-house Testing facility, and have implemented quality checks for raw material that we procure, on the basis of internal and international quality standards. In case of poor quality, our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We may face the risk of legal proceedings and product liability claims being brought against us by our customers for low quality products sold. Though, we have set quality control standards, we cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims.

29. *We are having limited number of Customers and suppliers in the FY 2023-24, 80.70% of sales were confined to only Top 10 buyers.*

Our most of the customers are from the state of Punjab. However, in the year 2023-24 our sales worth Rs. 3125.65 Lakhs constituting 80.70% of the total sales were made to the only top 10 customers. We have not entered into any written agreement in this regard. Though, we are receiving order from them on regular basis. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients such as bankruptcy, change of management, mergers and acquisitions could impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, impacting our income and financial condition.

30. *Heavy reliance on the top 10 suppliers introduces a potential risk for significant purchases.*

Our most of the purchases are domestic. In the year 2021-22 our purchases worth Rs. 875.62 Lakhs constituting 89.00% in the year 2022-23 our purchases worth Rs. 1783.66 lakhs constituting 76.57% and in the year 2023-24 our purchases worth Rs. 2889.51 Lakhs constituting 90.66% of the total purchases were made from top 10 suppliers. Though, they are very much regular in supply, and we have not faced any problem in past from any of the supplier. However, we cannot assure that they will continue to supply regularly in future at the same rate in future. Any disruption in the supply of material by any one or more will adversely affect the business of the Company and adversely affect the profitability and financial position of the Company.

31. *We are dependent upon the experience and skill of our promoter, management team and key managerial personnel and senior management personnel. Loss of our Promoter or our inability to attract or retain such qualified personnel, this could adversely affect our business, results of operations and financial condition.*

We believe that our Promoters have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership. Our Promoters have strong operational knowledge, good relationships with our clients and a successful track record of executing growth plans. In addition to our Promoter, our key management and senior management team includes qualified, experienced and skilled professionals who possess requisite experience across various division of our business. We believe the stability of our management team and the industry experience brought on by our individual Promoters enables us to continue to take advantage of future market opportunities. We believe that our senior management team is well qualified to leverage our market position with their collective experience and knowledge in the infrastructure construction industry, to execute our business strategies and drive our future growth.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. The loss of the services of our key personnel or our

inability to recruit or train sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

If we are unable to hire additional qualified personnel or retain them, our ability to expand our business may be impacted. Our Company's profitability, financial condition and results of operations may also be impacted due to lack of experienced and talented workforce. As we intend to continue to expand our operations and develop new projects, we will be required to continue to attract and retain experienced personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting suitable employees. There can be no assurance that our competitors will not offer better compensation incentives and other perquisites to such skilled personnel.

32. *We may not be able to successfully manage the growth of our operations and execute our growth strategies which may have an adverse effect on our business, financial condition, results of operations and future prospects.*

As we continue to grow, we must continue to improve our managerial, technical and operational knowledge and allocation of resources, and implement an effective management information system. In order to fund our ongoing operations and future growth, we need to have sufficient internal sources of liquidity or access to additional financing from external sources, including debt or equity. For further details on our strategies, see "***Our Business –Strategies***" on page 92. Further, we will be required to manage relationships with a number of clients, suppliers, contractors, service providers, lenders and other third parties. We will need to further strengthen our internal control and compliance functions to ensure that we will be able to comply with our legal and contractual obligations and minimize our operational and compliance risks. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business and operations and training an increasing number of personnel to manage and operate the expanded business. There can be no assurance that we will be able to successfully manage our growth, strategies or that our expansion plans will not adversely affect our existing operations and thereby have an adverse effect on our business, financial condition, results of operations and prospects.

Further, we could also encounter difficulties and delays in executing our growth strategies due to a number of factors, including, unavailability of human and capital resources, inability to develop adequate systems, infrastructure and technologies, delayed payments or non-payments by clients, failure to implement bidding strategy, failure to correctly identify market trends, increase in cost of raw material, fuel, labour etc., or any other risk that we may or may not have foreseen and such difficulties may result in delay in the execution of our projects. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients.

33. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures may adversely affect our business, financial condition and results of operations.*

We face significant competition in our business from other manufacturers and suppliers of Woven and Knitted Shoe Vamps (upper) and Flat Knit & Circular Knit Garments. We operate in a highly competitive business environment. Growing competition in the domestic market from domestic organized and unorganized players and/or the international players, we are subject to pricing pressures and require us to reduce the prices of our products in order to retain the existing customers and/or attract new customers, which may have a material adverse effect on our revenues and margins. Some of our competitors may be increasing their capacities and targeting the same products in which we are dealing at a lower price. There can be no assurance that we can continue to compete effectively with our competitors in the future, any failure to compete effectively may have an adverse effect on our business, financial condition and results of operations. In addition to this, as a result of the intense competition and accelerated innovation in the fast-moving electrical good industry, our ability to achieve and maintain profitability depends on a number of factors, including our investment in research and development, expanding manufacturing capacities at necessary levels, the public perception of our products and the pricing levels of our competitors, some of which is beyond our control. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

34. *Ours is a labour-intensive industry and are subject to stringent labor laws & regulations and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.*

Our manufacturing processes heavily depend on labor, and during festive and marriage seasons, substantial portions of our labor force tend to take extended leaves. Managing these leave vacancies or negotiating with labor and their subcontractors poses challenges, and failure to do so may lead to work stoppages or increased operating costs due to escalated wages and benefits. The potential for strikes or work stoppages in the future cannot be guaranteed.

While we have not encountered any strikes, work stoppages, or increased wage demands from our employees, nor have we experienced disputes with our workforce in the past, there is no assurance that similar challenges may not arise in the future. Work stoppages or slowdowns encountered by our customers or key suppliers may lead to disruptions or closures in our facilities where our products are integrated into end products. Any work stoppage, whether initiated by us, our customers, or key suppliers, could significantly impact our business, financial health, cash flows, and operational results.

During periods of labor shortages, the manufacturing of our products may be impeded, affecting our ability to adhere to predetermined time frames and estimated product costs, or potentially halting production altogether. Such disruptions could adversely impact our business, operational outcomes, cash flows, and overall reputation.

Moreover, our operations are subject to stringent labor laws that safeguard workers' interests, outlining detailed procedures for dispute resolution, employee removal, and imposing financial obligations on employers in cases of retrenchment. The potential for increased stringency in labor laws may complicate the maintenance of flexible human resource policies, employee discharge, or downsizing, all of which could have a material adverse effect on our business, financial condition, operational results, cash flows, and future prospects.

35. *Continuous availability of power and fuel is the essence for the smooth functioning of our manufacturing and business activities.*

We require substantial power and fuel for our manufacturing facilities, and our energy costs represent a significant portion of the production costs for our operations. If electricity costs rise, or if electricity supplies or supply arrangements were disrupted, it will have direct adverse effect on our profitability. We get our electricity requirements for our manufacturing facilities from the state electricity boards. If our electricity suppliers increase the price for electricity, our cost of production and profitability would be materially adversely affected. If for any reason electricity is not available, we shall be compelled to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in loss of production, increased costs associated with restarting production and the loss of production in progress.

36. *There are certain discrepancies noticed in some of the provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.*

Our company has missed to comply with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. The Company has filed certain ROC forms without proper attachments, incorrect details in Annual Returns, PAS-3 and MGT-7.

Further, our company has made certain errors in complying with the provisions of Companies Act, 2013 such as submission of incorrect/unsigned attachments in ROC Forms, wrong filling of forms with the RoC, etc. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

Also, in the past, there have been some instances of delay in statutory filings like TDS, PF/ESIC returns and there is no assurance that such delay may not happen in future. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance or delay in future by any regulatory authority could affect our financial conditions to that extent.

37. *We regularly work with hazardous machinery like boiler in the premises and activities in our operation which can be dangerous and could cause injuries to people or property*

Our operations regularly involve the use of hazardous machinery, such as boilers, within our premises. The nature of these activities poses significant risks, including the potential for injuries to personnel and damage to

property. Despite stringent safety protocols and measures in place, the inherent dangers associated with operating such equipment cannot be entirely eliminated.

Accidents involving hazardous machinery can result in serious injuries or fatalities, leading to legal liabilities, financial losses, and potential reputational damage. Additionally, any incident could disrupt our operations, causing delays and increased costs. Investors should consider the risks associated with our use of hazardous machinery and the potential impact on our business and financial performance.

38. Our business is working capital intensive involving relatively long implementation periods. We require substantial financing for our business operations. Our indebtedness and the conditions and restrictions imposed on by our financing arrangements could adversely affect our ability to conduct our business.

As on the date of this Red Herring Prospectus, we meet our working capital requirements in the ordinary course of its business from capital, internal accruals, unsecured loans, working capital loans, from the Banks etc. This requires us to obtain financing through various means. As on March 31, 2024, our total borrowings stood at ₹2075.06 lakhs. We may incur additional indebtedness in the future. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and investors interest in the Company and could adversely impact our Equity Share price.

Furthermore, the object of the Issue includes Extension of Building, Plant and Machinery and working capital requirements of our Company. For more information in relation to such management estimates and assumptions, please see “*Objects of the Issue*” on page 58. Our working capital requirements may be affected due to factors beyond our control including force majeure conditions, delay or default of payment by our clients, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

The net working capital requirement of the Company in the period ended on March 31, 2024 was of ₹1282.43 lakhs which was financed by the capital and internal cash accruals of the Company.

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

Particulars	31.03.2022	31.03.2023	31.03.2024	31.03.2025
	Audited	Audited	Audited	Projected
Raw Material	90.2	341.02	395.23	619.41
Semi Finished Goods	96.26	174.89	504.87	644.62
Finished Goods	20.09	142.94	407.38	755.37
Trade Receivables	416.37	956.24	961.82	1678.61
Cash and Bank Balances	2.99	133.78	180.80	200.00
Short term loans and Advances	113.18	181.97	263.49	300.00
Other Current Assets	0.14	0.09	0.06	0.1
total	739.23	1930.93	2713.65	4198.11
Less :				
Trade Payables	352.64	100.64	35.60	41.29
other Current Liabilities	25.46	63.35	156.86	200
Other current Liabilities for capital expenses		405.12		
Total Liabilities	378.1	569.11	192.46	241.29
Net Working Capital	361.13	1361.82	2521.19	3956.82
Less : short term borrowings	234.29	690.26	1238.76	1300
Less: Unsecured Business Loans		17.79		
Balance	126.84	653.77	1282.43	2656.82
Financed through Capital and Internal Cash Accruals	126.84	653.77	1282.43	1000
Fund from IPO				1656.82
Balance				1657.00

39. *The average cost of acquisition of Equity Shares held by our Promoters can be lower than the Issue Price.*

Our Promoters', Mr. Jaideep Jain, average cost of acquisition of Equity Shares in our Company is Rs. 17.04 which can be, lower than the Issue Price which is proposed to be determined on a Book Building price basis. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "Capital Structure" on page 50 of this Draft Red Hearing Prospectus.

40. *There have been instances of delay in filing of Provident Fund (PF) returns, Employees' State Insurance Corporation (ESIC) and in payment of Tax Deduct at Source (TDS).*

There have been frequent delay in filing of PF, ESIC and TDS returns in the past 3 years along, which were due to initial technical issue with authority portal or any administrative reasons. A wrong filing of any return can lead to huge penalties and interest. Therefore, reconciliation and checking of returns before submitting them is necessary as there is no opportunity to make any changes afterward. Hence, there were delays in filing of these returns in order to include correct inputs from all stakeholders involved and make them error free.

Although, we have undertaken certain steps to avoid future delays, there can be no assurance that such delays may not arise in future. There is a possibility of financial penalties being imposed on us by the relevant Government authorities, which may have a material adverse impact on our cash flows and financial condition.

41. *Our Promoters, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred or remuneration.*

Our Promoters and Directors and key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled "Business Overview" and "Our Promoters and Promoter Group", beginning on page 84 and 122 respectively and the chapter titled "Note W - Related Party Transactions" on page 147 under chapter titled "Restated Financial Statements" beginning on page 142 of this Draft Red Hearing Prospectus

42. *We have unsecured loans from promoters, directors and their relatives, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our liquidity and business operations.*

As per our restated financial statements, as on March 31, 2024, we have unsecured loan of ₹0.98 lakhs from erstwhile promoter, directors, relatives of directors and Companies in which directors are interested or relatives of the directors are interested which is repayable on demand. Any demand from them for repayment of such unsecured loans, may adversely affect our liquidity and business operations. For further details of these unsecured loans, please refer to Chapter titled "Restated Financial Statements" beginning on [●] of this Draft Red Hearing Prospectus.

43. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties which are in compliance with Company Law and other applicable laws with our Promoter, Promoter Group, Directors and may continue to do so in future. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could have obtained better and more favorable terms than from transaction with related parties. Additionally, our company belief that all our related party transactions have been conducted on an arm's length basis, but we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer to "Note W" Related Party Transactions" on page 147 of Restated Financial Information.

44. *There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit*

Committee.

In terms of Regulation 41 of SEBI (ICDR) (Amendment) Regulations, 2022, as amended, appointment of monitoring agency is required only for Issue size above Rs. 100 cr. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE.

- 45. *We have not identified any alternate source of financing the ‘Objects of the Issue’. If we fail to mobilize resources as per our plans, our growth plans may be affected.***

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue which may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled “Objects of the Issue” on page 58 of this *Draft Red Hearing Prospectus*.

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

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

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

Post this Issue, our Promoter and Promoter Group will collectively own [●] % of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

- 48. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed fund requirement, for funding our working capital requirements, primarily, as detailed in the chapter titled “Objects of the Issue” beginning on page 58 is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

- 49. *We have not independently verified certain data in this Draft Red Hearing Prospectus.***

We have not independently verified data from the industry and related data contained in this Draft Red Hearing Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we

cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

- 50. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.***

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be changed subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled "Objects of the Issue" beginning on page no. 58 of this Draft Red Hearing Prospectus.

- 51. *Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "Capital Structure" beginning on page 50 of the Draft Red Hearing Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

- 52. *The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.***

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the readymade garment segment. All such points have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled "Basis for Issue Price" beginning on the page no 68 of the Draft Red Hearing prospectus. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, please refer the section titled 'Dividend Policy' beginning on page 125 of this Draft Red Hearing Prospectus.

- 54. *Sale of shares by our promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

The sale of shares by the promoters or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news

about the sale of shares by the promoters. However, the closing of trading windows during the period of financial results may restrict the promoters from selling the shares in the open market.

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

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

- 56. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge in a timely manner or at all.***

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

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

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

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

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

- 59. *Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an

offering of our securities. While the entire post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled “Capital Structure” beginning on page 50 of this Draft Red Hearing Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

EXTERNAL RISK FACTORS

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

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in the India and global capital market;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India’s economic and fiscal policies; and
- Significant developments in India’s environmental regulations.

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

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

2. *Any changes in the regulatory framework could adversely affect our operations and growth prospects*

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page 98 of this Draft Red Hearing Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

3. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance*

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

4. *Our more than 90% Revenue is derived from business in India and a decrease in economic growth in India could materially affect and cause our business to suffer.*

We derive more than 90% of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

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

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

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

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include income tax and GST and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

SECTION - III –INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Upto 30,00,000 Equity Shares of face value of ₹10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Of Which	
Market Maker Reservation Portion	[●] Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Net Issue to the Public*	[●] Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Of Which	
(A) QIB Portion	Not more than [●] Equity Shares (not more the 50%) aggregating up to ₹ [●] lakhs
Of which	
(a) Anchor Investor Portion	[●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Net QIB Portion (assuming the anchor is fully subscribed)	[●] Equity Shares aggregating up to ₹ [●] lakhs
Of which	
i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares aggregating up to ₹ [●] lakhs
ii) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares aggregating up to ₹ [●] lakhs
(B) Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
(C) Non – Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Pre-and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	62,90,000 Equity Shares of face value of ₹10.00/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹ 10.00/- each
Use of Issue Proceeds	For details, please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 58 of this Draft Red Herring Prospectus.

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

- (1) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 29, 2024 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on May 25, 2024 pursuant to section 62(1)(c) of the Companies Act. This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled “Issue Structure” beginning on page 195 of this Draft Red Herring Prospectus.*
- (2) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Issue Procedure” on page 195.*

- (3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.*

*As per the Regulation 253 of the SEBI (ICDR) Regulations, as amended, as present issue is a Book Building issue the allocation in the net offer to the public category shall be made as follows:

- a) not less than thirty-five per cent. to retail individual investors;
- b) not less than fifteen per cent. to non-institutional investors;
- c) not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds;

SUMMARY OF OUR FINANCIAL INFORMATION

Annexure-I: Restated Statement of Assets & Liabilities

(Rs. in Lakhs)

PARTICULARS	NOTES	31-03-2024	31-03-2023	31-03-2022
A] EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital	A	629.00	349.00	1.00
(b) Reserves & Surplus	A	1,496.34	551.25	64.38
(c) Share Application Money		-	-	248.00
		2,125.34	900.25	313.38
2. Non-current liabilities				
(a) Long-Term Borrowings	B	631.90	844.20	431.44
(b)Deferred Tax Liabilities (Net)	C	29.76	16.26	10.00
(c)Long term Liabilities		-	-	-
		661.66	860.45	441.44
3.Current liabilities				
(a) Short-term borrowings	D	1,443.16	865.51	317.62
(b) Trade payables	E			
(A) Total outstanding dues of micro enterprises and small enterprises; and		25.17	62.87	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		10.43	37.78	352.64
(c) Other Current Liabilities & Short Term Provision	F	156.86	592.23	25.46
		1,635.62	1,558.39	695.73
TOTAL EQUITY AND LIABILITIES		4,422.63	3,319.09	1,450.55
B] ASSETS				
1. Non-current assets				
(a)Property, Plant and Equipments and Intangible Assets	G			
(I) Property, Plant and Equipments				
(i) Gross Block		1,822.22	1,044.76	741.29
(ii) Depreciation		242.52	112.88	44.55
(iii) Net Block		1,579.70	931.88	696.74
(II) Intangible assets		-	-	-
(III) Capital Work-in-Progress		14.43	197.56	-
(IV)Intangible assets under development		-	-	-
(b)Non-Current Investment		-	-	-
(c) Deferred tax Assets (Net)		-	-	-
(d)Long Term Loans and Advances		-	-	-
(e)Other Non Current Assets	H	8.84	14.57	14.57
		1,602.97	1,144.01	711.31
2.Current assets				
(a) Trade Receivables	I	961.82	956.24	416.37
(b) Cash and Cash Equivalents	J	180.80	133.78	2.99
(c) Inventories	K	1,307.48	658.85	206.55
(d)Short-Term Loans and Advances	L	369.49	426.12	113.18
(e) Other Current Assets	M	0.06	0.09	0.14
		2,819.65	2,175.08	739.24
TOTAL ASSETS		4,422.63	3,319.09	1,450.55

Annexure-II: Restated Statement of Profit and Loss

(Rs. in Lakh)

PARTICULARS	NOTES	31-03-2024	31-03-2023	31-03-2022
1. Revenue from operations	N	3,873.14	2,792.76	1,074.13
2. Other income	O	30.12	23.67	-
Total Incomes [1+2]		3,903.27	2,816.43	1,074.13
3. Expenditure:				
(a) Cost of Material Consumed	P	3,133.10	2,078.66	893.64
(b) Change in inventories of finished goods, work in progress and stock in trade	Q	(594.42)	(49.94)	(116.34)
(c) Employee benefit expenses	R	152.84	107.96	44.48
(d) Finance cost	S	214.50	85.67	22.02
(e) Depreciation and amortization expenses	T	129.64	68.33	44.55
(f) Other expenses	U	233.41	161.94	109.39
(g) Preliminary Expenses Amortisation	M	0.03	0.03	0.02
4.Total Expenditure 3(a) to 3(g)		3,269.11	2,452.65	997.76
5.Profit/(Loss) Before Exceptional & extraordinary items & Prior period expenses & Tax (2-4)		634.16	363.78	76.37
6.Exceptional and Extra-ordinary items		-	-	-
7.Profit/(Loss) Before Tax (5-6)		634.16	363.78	76.37
8. Tax expenses:				
(a) Tax Expense for Current Year		94.65	54.83	1.92
(b)Short/(Excess) Provision of Earlier Year		-	(0.36)	-
(c) Deferred Tax		13.51	6.64	10.00
Net Current Tax Expenses		108.16	61.10	11.92
9. Profit/ (Loss) for the year [7-8]		525.99	302.67	64.45
10.Basic Earning Per Share (Not Annualised)		9.86	11.65	644.45
11.Adjusted Earning Per Share (Not Annualised)		9.86	11.65	644.45

Annexure-III: Restated Statement of Cash flow Statement

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR/PERIOD ENDED		
	31-03-2024	31-03-2023	31-03-2022
(A) Cash Flow from Operating Activities:			
Net Profit before Tax	634.16	363.78	76.37
Adjustment for :			
Depreciation and amortization	129.64	68.33	44.55
Interest Paid	204.26	84.25	22.02
Interest Income	(7.10)	(0.65)	-
Earlier Year Provisions	-	(0.02)	-
Subsidy Received	(23.03)	(23.03)	-
Operating Profit/(loss) before Working Capital Changes	937.94	492.66	142.94
Changes in Working Capital			
(Increase)/Decrease in Trade Receivables	(5.58)	(539.88)	(415.97)
(Increase)/Decrease in Inventory	(648.63)	(452.30)	(206.55)
(Increase)/Decrease in Short Term Loans & Advances	56.63	(312.94)	(113.18)
(Increase)/Decrease in Other Current Assets	0.03	0.05	0.02
Increase/(Decrease) in Trade Payables	(65.04)	(252.00)	352.27
Increase/(Decrease) in Other Current Liabilities	(435.37)	566.77	25.38
Increase/(Decrease) in Long Term Liability	-	-	-
Cash generated from operations	(160.02)	(497.63)	(215.10)
Direct Taxes Paid	-94.65	-54.83	-1.92
Net cash flow from operating activities (A)	(254.67)	(552.46)	(217.03)
(B) Cash Flow from Investing Activities:			
Purchase of Fixed Assets including of CWIP	(603.01)	(501.02)	(741.29)
Investment Subsidy	-	207.23	-
Sale of Fixed Assets	8.68	-	-
(Purchase)/Sale of investments (Other non current Asset)	5.73	-	(14.36)
Interest Income	7.10	0.65	-
Net cash flow from investing activities (B)	(581.51)	(293.15)	(755.65)
(C) Cash Flow from Financing Activities:			
Proceeds from Issue of Share Capital	722.12	348.00	-
Increase/(Decrease) in Short Term Borrowings	577.65	547.89	317.62
Increase/(Decrease) in Long Term Borrowings	(212.30)	412.75	381.28
Interest Paid	(204.26)	(84.25)	(22.02)
Share Money Pending Allotment	-	(248.00)	248.00
Adjustment in reserve and surplus	-	-	-
Net cash flow from financing activities (C)	883.20	976.40	924.89
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	47.02	130.79	(47.79)
Cash equivalents at the beginning of the year	133.78	2.99	50.79
Cash equivalents at the end of the year	180.80	133.78	2.99

Notes: 1

PARTICULARS	31-03-2024	31-03-2023	31-03-2022
Component of Cash and Cash equivalents			
Cash on hand	2.00	4.48	2.73
Balance With banks	178.80	129.30	0.26
Total	180.80	133.78	2.99

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

GENERAL INFORMATION

Our Company was originally incorporated as 'Grandmaa International Private Limited', at Chandigarh as a private limited company registered under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated December 30, 2020 bearing Corporate Identification Number U17299PB2020PTC052529 issued by the Registrar of Companies, Central Registration Centre. Thereafter, our Company was converted into a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on July 20, 2023 and consequently the name of our Company was changed to 'Grandmaa International Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh dated August 11, 2023.

The Corporate Identification Number of our Company is U17299PB2020PLC052529.

Registered office of our Company

GRANDMAA INTERNATIONAL LIMITED

Address: HB NO 65, Backside Govt. School,
Rahon Road, Village Khwajke, Basti Jodhewal,
Ludhiana, Punjab, India, 141007.
Tel No: +919875903327
Website: www.grandmaa.in
E-mail: info@grandmaa.in

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies

Our Company is registered with the Registrar of Companies, Chandigarh located at: 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh – 160019.

Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Draft Red Herring Prospectus.

Sr No	Name	Designation	DIN	Address
1	Jaideep Jain	Managing Director	09014220	Flat No 901, Royal Retreat 1, Omaxe Royal Residency, Pakhowal Road, Thakarwal, Ludhiana, Punjab - 142022
2	Seema Jain	Non-Executive Director	09014221	Flat No 901, Royal Retreat 1, Omaxe Royal Residency, Pakhowal Road, Thakarwal, Ludhiana, Punjab - 142022
3	Bhupesh Jain	Non-Executive Director	09420347	House No. 4207, B-31/1135/3 B/A, Street No. 2, Friends Colony, Mundian Kalan, Ludhiana, Punjab - 141010
4	Rita Aggarwal	Independent Director	09288976	H. NO. 32. Majithia Enclave, Near Dhillon Complex, 24. No. Phatak , Patiala, Punjab – 147001
5	Kanchan Bhatia	Independent Director	10347087	155-156, ST NO 6, Sai Enclave, Mundian Kalan, Ludhiana, Punjab-141015

For further details of our directors, please refer chapter titled "Our Management" beginning on page 113 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer Sumita Uppal

Grandmaa international Limited

Address: HB NO 65, Backside Govt. School,
Rahon Road, Village Khwajke, Basti Jodhewal,

Ludhiana, Punjab, India, 141007.
 Tel No: +919875903327
 Website: www.grandmaa.in
 E-mail: cs@grandmaa.in

Note: Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.

Book Running Lead Manager to the Issue	Registrar to the Issue
Interactive Financial Services Limited Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India Tel No.: +91 079- 49088019 (M): +91-9898055647 Website: www.ifinservices.in Email: mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir SEBI Registration No: INM000012856	Skyline Financial Services Private Limited Address: D-153 A, First Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel No: 011-40450193-197 Fax No 011-26812683 Website: www.skylinerta.com E-Mail: ipo@skylinerta.com Investor Grievance Email: grievances@skylinerta.com Contact Person: Mr. Anuj Rana SEBI Reg. No.: INR000003241
Legal Advisor to the Issuer	Statutory and Peer Reviewed Auditor
Rajneesh Gupta & Co. Address: 352, Third Floor, Distt. Court, Ludhiana (Punjab) India. Mobile No.: 9872238000/9815900536 Email: adv.rajneesh78@gmail.com Contact Person: Advocate Rajneesh Gupta Bar Council No: P/263/2003	K R Aggarwal & Associates, Chartered Accountants Address: SCO 549/10 (1st Floor), Sutlej Tower, Cemetery Road, Near Fountain Chowk, Ludhiana (Punjab) – 141001 Tel: +91-9780019361 Email: cakanika92@gmail.com Contact Person: CA Kanika Aggarwal Firm Registration: 030088N Membership Number: 539337 Peer Review Registration Number: 013664
Bankers to the Company	Bankers to the Issue and Refund Banker and Sponsor Bank
IDBI Bank Limited Address: Feroza Gandhi Market, Ludhiana Stock Exchange Building, Ludhiana, Punjab-141001 Tel: +0161-5083758 Email: lbkI0000043@idibi.co.in Website: www.idbibank.in Contact Person: Mr. Rajan Jangra Designation: AGM	[•]
Small Industries Development Bank of India Address: Ground Floor Jai Kartar Tower, Near Circuit House Ferozepur Road Ludhiana. Tel: +01615099383 Email: chanchals@sidbi.in	

Website: www.sidbi.in Contact Person: Shri Chanchal Sahu Designation: Assistant General Manager	
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SYNDICATE MEMBER(s)

No Syndicate Member have been appointed as on the date of this Draft Red Herring Prospectus / Red Herring Prospectus

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time.

Registered Broker

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e. Registered Broker at the Broker center.

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Inter-Se Allocation of Responsibilities

Interactive Financial Services Limited being the sole Book Running Lead Manager to this issue shall be undertaking all activities in relation to this issue. Hence, the statement of inter-se allocation of responsibilities among Book Running Lead Manager is not required.

Credit Rating

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

IPO Grading

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

Monitoring Agency

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

Appraising Entity

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

Expert Opinion

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

Our Company has received a written consent from our Statutory, M/s K R AGGARWAL & ASSOCIATES., Chartered Accountants, with respect to the Statement of Tax Benefits dated July 31,2024 And Peer Review Auditor, M/s K R AGGARWAL & ASSOCIATES. Chartered Accountants, with respect to their report on the Restated Financial Statements dated June 14, 2024 to include their name in this Draft Red Herring Prospectus / Red Herring Prospectus, as required under Companies Act read with SEBI ICDR Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus / Red Herring Prospectus. However, the term “Expert” shall not be construed to mean an “Expert” as defined under the U.S. Securities Act.

Debenture Trustee

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

Changes in Auditors during the Last Three Years

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

Particulars	Date of Appointment /Resignation	Reason for change
M/s K R Aggarwal & Associates; Chartered Accountants Address: SCO 549/10 (1st Floor), Sutlej Tower, Cemetery Road, Near Fountain Chowk, Ludhiana (Punjab) – 141001 Tel: +91-9780019361 Email: cakanika92@gmail.com Membership Number: 539337 Firm Registration No.: 030088N Peer Review Regn. No.: 013664 Contact Person: Kanika Aggarwal	August 16, 2023	Re-appointment for a term of one year from the conclusion of 3 rd Annual General Meeting till the conclusion of 4 th Annual General Meeting. (Subject to ratification of appointment by the members at 4 th AGM)
M/s K R Aggarwal & Associates; Chartered Accountants Address: SCO 549/10 (1st Floor), Sutlej Tower, Cemetery Road, Near Fountain Chowk, Ludhiana (Punjab) – 141001 Tel: +91-9780019361 Email: cakanika92@gmail.com Membership Number: 539337 Firm Registration No.: 030088N	June 09, 2023	Appointed due to Casual Vacancy as resignation given by M/s Vijay Sanjeev & Associates, for a term of one years from the conclusion of Board Meeting of Board of Directors held on June 9, 2023 till the conclusion of 3 rd Annual General Meeting. (Subject to ratification of the

Peer Review Regn. No.: 013664 Contact Person: Ms. Kanika Aggarwal		appointment by the members at AGM)
M/s Vijay Sanjeev & Associates; Chartered Accountants Address: Kismat Complex Miller Ganj, Ludhiana Punjab – 141001. Tel: 9914068012 Email: vig.vijay@yahoo.in Contact Person: Vijay Vig Firm Registration: 0020262N Membership Number: 089204 Peer Review Registration Number: NA	May 17, 2023	Resignation by partner of the firm due to preoccupation in other assignments.
M/s Vijay Sanjeev & Associates; Chartered Accountants Address: Kismat Complex Miller Ganj, Ludhiana Punjab – 141001. Tel: 9914068012 Email: vig.vijay@yahoo.in Contact Person: Vijay Vig Firm Registration: 0020262N Membership Number: 089204 Peer Review Registration Number: NA	December 31, 2021	Appointed as the Statutory Auditors of the Company in the First Annual General Meeting of the company

Filing of Draft Offer Document/ Offer Document

- The Draft Red Herring Prospectus / Red Herring Prospectus and Prospectus shall be filed with Emerge Platform of NSE (“NSE Emerge”) situated at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400051, India.
- A soft copy of Draft Red Herring Prospectus / Red Herring Prospectus shall be submitted to SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with relevant documents shall be filed with SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.
- A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus and required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Chandigarh, Punjab, India situated at 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh – 160019

Underwriter

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

Name and Address of the Underwriter	Indicative Number of Equity Shares Underwritten*	Amount Underwritten (₹in Lakhs)	% of the Net Issue size Underwritten
[●]	[●]	[●]	
Total	[●]	[●]	

*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker on its own account in order to comply with the requirements of Regulation 261 of SEBI (ICDR) Regulations 2018.

In the opinion of our Board of Directors of the Company, the resources of the above-mentioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full.

BOOK BUILDING PROCESS:

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of an English national newspaper [●], a Hindi national newspaper [●], a Punjabi daily newspaper [●] (being the regional language of Punjab, where our Registered Office is located), at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Interactive Financial Services Limited
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

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

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Offer of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Bidders applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “Issue Procedure” beginning on page 199 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page 199 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00 to ₹24.00 per share, Issue size of [●] Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67 %
1000	23.00	1500	50.00 %
1500	22.00	3000	100.00 %
2000	21.00	5000	166.67 %
2500	20.00	7500	250.00 %

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

STEPS TO BE TAKEN BY THE BIDDERS FOR BIDDING:

- Check eligibility for making a Bid (see section titled “Issue Procedure” on page 199 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws

the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus / Red Herring Prospectus.

Market Maker

Our Company and the Book Running Lead Manager have entered into an agreement dated [●] with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making:

[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the trading hours in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge (SME platform of NSE) and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1, 00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. The minimum lot size in the IPO is [●] Equity Shares, thus, the minimum depth of the quote shall be such an amount that the minimum lot of [●] Equity Shares is met, until the same is revised by Stock exchange.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of stock exchange from time to time).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size (including the [●] Equity Shares to be allotted under this Issue to the Market Maker). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification.
7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. There would not be more than five (5) Market Makers for a scrip of the company at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investor.
9. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Exchange.

10. The Equity Shares of the Issuer will be traded in continuous trading session from the time and day the Issuer gets listed on Emerge NSE and Market Maker will remain present as per the guidelines mentioned under NSE Limited and SEBI circulars or amended from time to time.
11. The Market Maker shall not buy the Equity Shares from the Promoters or Promoter Group of the Issuer or any person who has acquired Equity Shares from such Promoter or Promoter Group, during the Compulsory Market Making Period.
12. The Promoters' holding of the Issuer which is locked-in shall not be eligible for offering to Market Maker during the Compulsory Market Making period. However, the Promoters' holding of the Issuer which is not locked in as per SEBI ICDR Regulations can be traded with prior permission of the Emerge NSE, in the manner specified by SEBI from time to time.
13. The LM, if required, has a right to appoint a nominee director on the Board of the Issuer any time during the Compulsory Market Making period provided it meets requirements of the SEBI ICDR Regulations.
14. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer at any particular level and is purely supposed to facilitate liquidity on the counter of the Issuer via its 2-way quotes. The price shall be determined and be subject to market forces.
15. 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 withdrawal on account of force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
16. The Market Maker shall have the right to terminate said arrangement by giving a six month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
17. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the 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 SEBI (ICDR) Regulations, 2018, as amended. 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 office from 11.00 a.m. to 5.00 p.m. on working days.
18. Risk containment measures and monitoring for Market Makers: NSE Emerge Exchange will have all margins, which are applicable on the NSE 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.
19. Punitive Action in case of default by Market Makers: NSE Emerge Exchange 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 Equity Shares of the Company 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 (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
20. Price Band and Spreads SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be

- I. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - II. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
21. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the Emerge NSE.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

22. After completion of the first three months of market making, in terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Offer). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the Emerge Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.
23. 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. The call auction is not applicable of those companies, which are listed at Emerge platform.
24. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.
25. Further, the following shall apply to Market Maker while managing its inventory during the process of market making:
- a) The exemption from threshold as per table below shall not be applicable for the first three (3) months of the Compulsory Market Making Period and the Market Maker shall be required to provide two-way quotes during this period irrespective of the level of holding.
 - b) Threshold for market making as per table below will be inclusive of mandatory inventory of 5% of Issue Size at the time of Allotment in the Issue.
 - c) Any initial holdings over and above such 5% of Issue size would not be counted towards the inventory levels prescribed
 - d) Apart from the above mandatory inventory, only those Equity Shares which have been acquired on the platform of the Exchange during market making process shall be counted towards the Market Maker's threshold.
 - e) Threshold limit will be taken into consideration, the inventory level across market makers.
 - f) The Market Maker shall give two-way quotes till it reaches the upper limit threshold, thereafter it has the option to give only sell quotes.
 - g) Two-way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.
 - h) In view of the market making obligation, there shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process on the platform of the Exchange, the Exchange may intimate the same to SEBI after due verification.

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of Issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Issue size)
Upto ₹ 2,000 Lakhs	25 %	24 %
₹. 2,000 Lakhs to ₹. 5,000 Lakhs	20 %	19 %
₹. 5,000 Lakhs to ₹. 8,000 Lakhs	15 %	14 %
Above ₹.8,000 Lakhs	12 %	11 %

26. 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.

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

Our Equity Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Draft Red herring Prospectus, is set forth below:

Amount (₹ in Lacs except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	AUTHORISED SHARE CAPITAL		
	1,50,00,000 Equity Shares of face value of ₹10 each	1500.00	
B.	ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	62,90,000 fully paid Equity Shares of face value of Rs. 10 each	629.00	
C.	PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS#		
	Issue upto 30,00,000 Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share	[●]	[●]
	Which Comprises:		
(I)	Reservation for Market Maker [●] Equity Shares of face value of ₹10 each at a premium of Rs. ₹[●] will be available for allocation to Market Maker	[●]	[●]
(II)	Net Issue to the Public [●] Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE PRESENT ISSUE		
	[●] Equity Shares of ₹10 each	[●]	
E.	SHARE PREMIUM ACCOUNT		
	Share Premium account before the Issue		442.12
	Share Premium account after the Issue		[●]

Details of Changes in Authorized Share Capital:

Since Incorporation of our Company, the Authorized share capital has been altered in the manner set forth below:

Sr. No.	Date of Change	AGM/ EGM	Changes in authorized Capital
1.	On Incorporation (December 30,2020)	-	The authorized capital of our company on incorporation comprised of ₹ 15,00,000/- consisting of 1,50,000 Equity shares of ₹ 10 each.
2.	November 22, 2021	EGM	The authorized capital of our company on incorporation comprised of ₹ 15,00,000/- consisting of 1,50,000 Equity shares of ₹ 10 each, was increased to ₹2,50,00,000/- consisting of 25,00,000 Equity shares of ₹10/- each.
3.	December12, 2022	EGM	The authorized share capital of ₹ 2,50,00,000/- consisting of 25,00,000 Equity shares of ₹ 10 each, was increased to ₹5,00,00,000/- consisting of 50,00,000 Equity shares of ₹10/- each.
4.	July 10, 2023	EGM	The authorized share capital of ₹ 5,00,00,000/- consisting of 50,00,000 Equity shares of ₹ 10 each, was increased to ₹15,00,00,000/- consisting of 1,50,00,000 Equity shares of ₹10/- each.

Note:

The present issue of up to 30,00,000 equity shares in terms of this Draft Red herring Prospectus has been authorized by a resolution of our Board dated April 29, 2024 and by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on May 25, 2024.

The company has one class of share capital i.e., Equity Shares of Face value of Rs.10/- each only. All equity shares issued are fully paid-up. Our Company has no outstanding Convertible Instruments as on date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE:

1. Share Capital History:

Our existing Share Capital has been subscribed and allotted as under:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason / Nature of Allotment	Cumulative No. of Equity Shares
On Incorporation (December 30,2020)	10,000	10	10	Cash	Subscription to MoA ¹	10,000
April 25, 2022	24,80,000	10	10	Cash	Right Issue ²	24,90,000
December 23, 2022	10,00,000	10	10	Cash	Right Issue ³	34,90,000
August 04,2023	13,35,867	10	25.79	Other than Cash	*Preferential Issue ⁴	48,25,867
	14,64,133	10	25.79	Other than Cash	**Preferential Issue ⁴	62,90,000

*Issued in consideration of acquisition of Land and Building.

** Issued on conversion of Loan in to Equity.

1. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs.10/- each fully paid at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Jaideep Jain	7,500
2.	Seema Jain	2,500
Total		10,000

²Allotment of 24,80,000 Equity Shares on April 25, 2022 on Right Issue basis having face value of Rs. 10 each at par, as per the details are given below

Sr. No	Name of the Person	No of Shares Subscribed
1.	Jaideep Jain	24,75,000
2.	Seema Jain	5,000
Total		24,80,000

³Allotment of 10,00,000 Equity Shares on December 23, 2022 on Right Issue basis having face value of Rs. 10 each at par, as per the details are given below

Sr. No	Name of the Person	No of Shares Subscribed
1.	Jaideep Jain	10,00,000
Total		10,00,000

⁴ Allotment of 13,35,867 Equity Shares on August 04,2023 on Preferential basis having face value of Rs.10 each fully paid up at a premium of Rs.15.79 per share, in consideration of acquisition of Land and Building, as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Jaideep Jain	13,35,867
Total		13,35,867

⁴ Allotment of 14,64,133 Equity Shares on August 04,2023 on Preferential basis having face value of Rs.10 each fully paid up at a premium of Rs.15.79 per share, on conversion of loan in to Equity, as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Jaideep Jain	14,64,133
Total		14,64,133

a) Except as set out below, our Company has not issued Equity Shares for consideration other than cash:

Date of Allotment	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Rs.)	Benefits to the Issuer*
August 04, 2023	13,35,867	10	25.79**	Acquisition of Land & Building	Acquisition of Land & Building
August 04, 2023	14,64,133	10	25.79*	Conversion of Loan in to Equity	Conversion of Loan in to Equity

*Valuation report of Equity Shares dated August 03, 2023 is obtained from Registered Valuer (IBBI) bearing UDIN:23512194BGVAPY2457.

**Valuation report of Land and Building dated August 04, 2023 is obtained from Engineers.

- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 230-234 of the Companies Act, 2013.
- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
- Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Red herring Prospectus at a price lower than the Issue price. (At the time of the prospectus, our Company will update about the details of Equity Shares which are issued at a price lower than the Issue price. The same will be updated in the Prospectus.)
- 6. Our Shareholding Pattern:**

The shareholding pattern of our company in accordance with Regulation 31 of SEBI(LODR) Regulations, 2015, as on July 31,2024:

i. Summary of Shareholding Pattern:

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights	Total as a % of (A+B+C)				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(A)	Promoter & Promoter Group	5	62,89,980	0	0	62,89,980	100.00	62,89,980	0	0	100.00	0	0	0	0	0	0	62,89,980
(B)	Public	2	20	0	0	20	0.00	20	0	0	0.00	0	0	0	0	0	0	20
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
	TOTAL	7	62,90,000	0	0	62,90,000	100	62,90,000	0	0	100	0	0			N.A	N.A	62,90,000

Note: Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such equity shares.

7. The shareholding pattern before and after the Issue:

Sr. No	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoter					
1.	Jaideep Jain	62,82,450	99.88	62,82,450	[●]
	TOTAL (A)	62,82,450	99.88	62,82,450	[●]
(ii) Promoter Group					
2.	Seema Jain	7,500	0.12	7,500	[●]
3.	Hazari Lal	10	Negligible	10	[●]
4.	Esha Jain	10	Negligible	10	[●]
5.	Hitesh Jain	10	Negligible	10	[●]
	TOTAL (B)	7,530	0.12	7,530	[●]
(iii) Public					
6.	Rajinder Sharma	10	Negligible	10	[●]
7.	Ajay Kumar	10	Negligible	10	[●]
	IPO	-	-	Up to 30,00,000	[●]
	TOTAL (C)	20	Negligible	[●]	[●]
	TOTAL (A+B+C)	62,90,000	100.00	[●]	100.00

8. Details of Major Shareholders

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

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Jaideep Jain	6282450	99.88
	TOTAL	6282450	99.88

- ii. List of Shareholder holding 1.00% or more of the paid-up capital of the company ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Jaideep Jain	6282450	99.88
	TOTAL	6282450	99.88

- iii. List of Shareholder holding 1.00% or more of the paid-up capital of the company one years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Jaideep Jain	6282500	99.88
	TOTAL	6282500	99.88

- iv. List of Shareholder holding 1.00% or more of the paid-up capital of the company two years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Jaideep Jain	2482500	99.70
	TOTAL	2482500	99.70

9. As on date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

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

11. Share Capital Build-up of our Promoter & Lock-in

Our Promoter had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoter.

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue/ Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post-Issue	
Jaideep Jain									
December 30, 2020	Subscriber to MOA	Cash	7500	7500	10	10	0.12	[•]	[•]
April 25, 2022	Allotment	Cash	2475000	2482500	10	10	39.35	[•]	[•]
December 23, 2022	Allotment	Cash	1000000	3482500	10	10	15.90	[•]	[•]
August 04, 2023	Allotment	Cash	2800000	6282500	10	25.79	44.52	[•]	[•]
July 03, 2023	Transfer	Cash	-10	6282490	10	10	0.00	[•]	[•]
July 03, 2023	Transfer	Cash	-10	6282480	10	10	0.00	[•]	[•]
July 03, 2023	Transfer	Cash	-10	6282470	10	10	0.00	[•]	[•]
July 03, 2023	Transfer	Cash	-10	6282460	10	10	0.00	[•]	[•]
July 03, 2023	Transfer	Cash	-10	6282450	10	10	0.00	[•]	[•]
TOTAL (A)			6282450					[•]	

Note: All the Equity Shares allotted and held by our Promoter were fully paid at the time of allotment and none of the Equity Shares held by our Promoter are pledged.

12. None of our Promoter, Promoter Group, Directors and their relatives have purchased or sold the equity share of our company during the past six months immediately preceding the date of filing Draft Red Herring Prospectus.

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

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition in ₹
1.	Jaideep Jain	62,82,450	17.04

The average cost of acquisition or subscription to Equity Shares by our Promoter over the trailing eighteen months from the date of Draft Red Herring Prospectus are set forth in the table below

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition in ₹
1.	Jaideep Jain	27,99,950	25.79

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

14. Lock in of Promoters:

a) As per clause (a) Regulation 238 of the SEBI (ICDR) Regulations and in terms of the aforesaid table, an aggregate of 20.00 % of the post-Issue Equity Share Capital of our Company i.e. [●] equity shares shall be locked in by our Promoter for three years. The lock-in shall commence from the date of allotment in the proposed public issue and the last date of lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the public issue whichever is later. (“Minimum Promoters’ contribution”).

The Promoters’ contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoter for the lock-in of [●] Equity Shares for three years. The Equity Shares that are being locked in are not ineligible for minimum promoters’ contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. In connection, we confirm the following.

- The equity shares offered for minimum 20% promoters’ contribution have not been acquired in the preceding three years before the date of draft Red Herring prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction nor resulted from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters’ contribution;
- The minimum promoters Contribution does not include Equity Shares acquired by our Promoters during the preceding one (1) year, at a price lower than the price at which Equity Shares are being offered to the public in the Issue;
- The minimum promoters Contribution does not include Equity shares pledged with any creditor.

b) Equity Shares of Promoter locked-in for one year

In addition to 20.00% ([●]) of the post-Issue shareholding of our Company shall be locked-in for three years as the minimum Promoters’ contribution, the balance Pre-Issue Paid-up Equity Share Capital i.e. [●] the Equity Shares, would be locked-in for a period of one year from the date of Allotment in the proposed Initial Public Offering as provided in clause (b) of Regulations 238 of SEBI (ICDR) Regulations, 2018.

15. Lock-in of securities held by persons other than the promoters:

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

16. Transferability of Lock-in securities:

- a) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to another Promoters or any person of the promoter group or a new promoter or a person in control of the issuer company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.
- b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters’ prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 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.

17. Other requirements in respect of ‘lock-in’

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

- If the specified securities are locked-in in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, and the pledge of specified securities is one of the terms of sanction of the loan.

18. In terms of regulations 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms the securities issued in dematerialized form then the lock-in is recorded by the depository.
19. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
20. All the Equity Shares of our Company are fully paid up equity shares as on the date of the Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
21. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
22. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
23. 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 LM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
24. As per RBI regulations, OCBs are not allowed to participate in this Issue.
25. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
26. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
27. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
28. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
29. Our Promoter and the members of our Promoter Group will not participate in this Issue.
30. As on date of this Draft Red Herring Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
31. Our Company shall ensure that transactions in the Equity Shares by the Promoter Group between the date of registering Prospectus with the Registrar of Companies and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
32. Except Jaideep Jain, None of our Key Managerial Personnel holds any Equity Shares in our Company.
33. As on date of this Draft Red Herring Prospectus, our Company has 7 Shareholders.

SECTION IV - PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The present Public Issue up to 30,00,000 Equity Shares at an issue price of [●] per Equity Share.

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

1. Extension of building
2. Plant and machinery
3. Working capital requirement
4. General Corporate Purpose

(Collectively referred to as “Objects”)

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

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
3.	Gross proceeds from the issue	[●]
4.	Less: Issue related expenses	[●]
Net proceeds of the issue		[●]

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
5.	Building extension	234.00
6.	Plant and Machinery	179.03
7.	Working capital requirement	1657.00
8.	General corporate purposes	[●]
Total utilization of net proceeds		[●]

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead manager or appraised by any bank or financial institution or any other external agency. Given the dynamic nature of our business and our Company, we may have to revise the estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In addition, the estimated dates of completion of various plans as described herein are based on management’s current expectations and are subject to change due to various factors, some of which may not be in our control.

In the event of shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “Risk Factors” beginning on page. 15 of this Draft Red Herring Prospectus.

Schedule of implementation and Deployment of Net Proceeds

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:

(₹ In lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount already deployed #	Estimated utilization of net proceeds in FY 2024-2025
1.	Extension of Building	234.00	11.00	234.00
2.	Plant and Machinery	179.03	-	179.03
3.	Working capital requirement	1657.00	-	1657.00
4.	General corporate purposes ¹	[●]	-	[●]
	Total	[●]	11.00	[●]

The Fund deployment up to August 05, 2024 is Rs.11.00 Lakhs towards the advance payment to architect for building construction.

¹The amount utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue.

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the Financial Year 2024-25. In the event that the estimated utilization of the Net Proceeds in a Financial Year 2024-25 is not completely met, the same shall be utilized, in part or full, in the next Financial Year or a subsequent period towards the Objects.

Means of Finance

In the event of a shortfall in raising the requisite capital from the Net Proceeds, towards meeting the objects of the Issue, the extent of the shortfall will be met by internal accruals or debt. In case of any surplus of monies received in relation to the Fresh Issue, we may use such surplus towards general corporate purposes.

We confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI 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 issue.

DETAILS OF THE OBJECTS OF THE ISSUE

1) EXTENSION OF BUILDING.

The Company for expansion purpose proposes to construct 24,000 sq. ft building for new plant and machineries to be installed. The total cost of the building will be Rs 234.00 lakhs and the Company had got the quotation from Devshila Enterprise dated dated 25.07.2024. The total breakup of the building to be constructed is as follow. The Company had made advance payment of ₹11.00 Lakhs. The building will be constructed on HB-65, Backside Government school, Village Khawajke Rahon Road, Ludhiana.

Sr.No	Particulars	Area (In Sq.ft.)	Rate Per (Sq. Ft.)	Cost (In lakhs)
1	Ground Floor	8000	975	78.00
2	First Floor	8000	975	78.00
3	Second Floor	8000	975	78.00
TOTAL				234.00

2) PLANT AND MACHINERIES

The business of our Company is growing and we achieved a growth rate of 38.69 % in Financial Year 2024 as compared to Financial Year 2023 and growth of 160.00 % in Financial Year 2023 as compared to Financial Year 2022. The details of the capital expenditure toward purchase of plants and machineries during the disclosed financial period are given below:

(in ₹ lakhs)

Particulars	FY 2024	FY 2023	FY 2022
Capital Expenditure in plant and Machinery	423.97	280.08	714.39

The capital expenditure towards equipment is of recurring nature and on an ongoing basis, we invest in the

procurement of capital equipment, which is utilized by us in carrying out our business. The Company is in the business of manufacturing the Shoe upper and as part of forward integration; the company will install machineries for shoe manufacturing plant. The Company is going to import the machineries from China. The machineries are new one.

An indicative list of such construction equipment that we intend to purchase, along with details of the quotations we have received in this respect is set forth below:

S. No	English name	Product name	Brand	Model	Qty	Unit	Unit Price	Total Price (\$)	Specification MM
1	The front line is 12 meter + 2 oven of 2 meter	Front section assembly line 12 meters + two 2-meter ovens	Famous general	MJ-966A	2	Strip	4760	9520	12000*1280*720
2	Rapid sulphurizer 4 meters	Rapid dish filling machine 4 meters	Famous general	MJ-991	2	Tower	3590	7180	4000*1260*1350
3	Middle line 14.2 meters, oven 2 meters +2 meters +3 meters	The middle section of the assembly line is 14.2 meters, and the oven is 2 meters + 2 meters + 3 meters	Famous general	MJ-967A	2	Strip	15930	31860	14200*1450*1550
4	Glue section line 4 meters + oven 1 2 meters	Glue filling section assembly, line 4 meters + 1 oven 2 meters	Famous general	MJ-966B	2	Strip	2415	4830	4000*1280*720
5	New intelligent cooling molding machine 4 meters	New intelligent cooling setting machine 4 meters	Famous general	MJ-666	2	Tower	6760	13520	4000*1260*1500
6	The rear section of the production line is 10 meters + 1 sterilization box is 1.5 meters	Back section assembly line 10 meters + 1 sterilization box 1.5 meters	Famous general	MJ-966C	2	Strip	2690	5380	10000*1280*720

7	New interface hydraulic automatic front machine (nine claws)	New interface hydraulic automatic front lifting machine (nine claws)	Famous general	MJ-N737A	4	Tower	9450	37800	980*1750*1950
8	Lasting machine	Back machine	Famous general	MJ-727A	2	Tower	3450	6900	750*970*1450
9	Heel moulding machine	Heel shaping machine	Famous general	MJ-622D	2	Tower	2700	5400	850*1050*1350
10	Steam wet softening machine	Steam softening machine	Famous general	MJ-569	2	Tower	550	1100	740*1240*1330
11	Line drawing machine	line drawing machine	Famous general	MJ-949R	4	Tower	250	1000	500*600*1550
12	Automatic glue brushing machine (six stations)	Automatic glue brushing machine (six stations)	Famous general	MJ-2201	2	Tower	2350	4700	850*450*925
13	Wall sole pressing machine	Wall type bottom press	Famous general	MJ-968B	4	Tower	5800	23200	1090*1000*1960
14	Last pulling machine	Pulling machine	Famous general	MJ-802	2	Tower	580	1160	650*410*1090
15	Wrinkle removing machine	wrinkle remove	Famous general	MJ-805	2	Tower	580	1160	550*750*1650
16	Wire blowing machine	blowing machine	Famous general	MJ-141	6	Tower	40	240	200*200*450
		TOTAL						1,54,950	

The total cost of machinery is 154950 US \$. The conversion rate is ₹83.75 INR. The total cost of plant and machinery will be ₹129.77 Lakhs. The Freight and other misc. chares will be appx 10.00 Lakhs as per management estimate. The Custom duty at the rate of 7% on CIF cost will be 11.56 Lakhs and The GST will be ₹27.31 Lakhs. The total cost of the machineries including freight, custom duty and the GST will be ₹179.03 Lakhs

3) WORKING CAPITAL REQUIREMENTS

The net working capital requirement of the Company in the period ended on March 31,2024 was of ₹1282.43 lakhs which was financed by the capital and internal cash accruals of the Company.

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

(₹in Lacs)

Particulars	31.03.2022	31.03.2023	31.03.2024	31.03.2025
	Audited	Audited	Audited	Projected
Raw Material	90.2	341.02	395.23	619.41
Semi-Finished Goods	96.26	174.89	504.87	644.62
Finished Goods	20.09	142.94	407.38	755.37
Trade Receivables	416.37	956.24	961.82	1678.61

Cash and Bank Balances	2.99	133.78	180.80	200.00
Short term loans and Advances	113.18	181.97	263.49	300.00
Other Current Assets	0.14	0.09	0.06	0.1
total	739.23	1930.93	2713.65	4198.11
Less:				
Trade Payables	352.64	100.64	35.60	41.29
other Current Liabilities	25.46	63.35	156.86	200
Other current Liabilities for capital expenses		405.12		
Total Liabilities	378.1	569.11	192.46	241.29
Net Working Capital	361.13	1361.82	2521.19	3956.82
Less: short term borrowings	234.29	690.26	1238.76	1300
Less: Unsecured Business Loans		17.79		
Balance	126.84	653.77	1282.43	2656.82
Financed through Capital and Internal Cash Accruals	126.84	653.77	1282.43	1000
Fund from IPO				1656.82
Balance				1657.00

Short term Loans and Advances

(Rs. In Lakhs)

Particulars	31.03.2022	31.03.2023	31.03.2024
Amount as per Balance Sheet	113.18	426.12	369.49
Less: Advance for capital goods	-	244.15	106.00
Amount taken in Calculation of working capital	113.82	181.97	263.49

Other Current Liabilities

(Rs. In Lakhs)

Particulars	31.03.2022	31.03.2023	31.03.2024
Amount as per Balance Sheet	25.46	592.23	156.86
Less: Suppliers for Capital Goods	-	123.76	-
Less: capital expenses Payable	-	405.12	-
Amount taken in Calculation of working capital	25.46	63.35	156.86

Assumptions for working capital requirements

Particulars	31.03.2022	31.03.2023	31.03.2024	31.03.2025	Justification of working capital requirement
Raw Material	28	44	37	45	<p>2021-22 The raw material required is the Dyed Polyester texturized yarns, Polyester Hot Melt Yarn, Nylon Hot Melt Yarn, Spandex Yarn, Polyester Fish Silk Yarn, Nylon Hairy Yarn, Acrylic Yarn, Cotton Yarn to produce Show Upper and Garments. Majority of the Raw material is purchased from the State of Punjab. On an average the stock of 30 to 35 days are maintained by the Company. FY 2021-22 is the first year of operation and various products are yet to be produced hence the raw material is for 28 days.</p> <p>2022-23 In the year the company has attained</p>

					<p>growth of 160 % in comparison of 2021-22. The company has got the orders for upper shoes of different sizes, different designs, and different colours. In order to manufacture variety of products as per requirement of clients the stock is maintained. However the stock is high as compared to normal 35 days because the first full year of operation and being in Fashion Segment, the company has to manufacture products of different colour, size and designs. The Company in order to establish in the market and for uninterrupted supply of finished goods , stock of raw material for 44 days was maintained.</p> <p>2023-24 The raw material is for 37 days as per the policy of the Company to maintain stock of 35 to 40 days.</p> <p>2024-25 In order to attain growth of business, and due to different sizes, different colours and different designs, the Raw material for 45 days will be maintained by the Company.</p>
Semi-finished Goods	28	22	45	45	<p>2021-22 The first year of operation and various products are simultaneously manufactured by the Company on the 91 knitting machines and on each machines the size, color and designs are different. Generally production of all the products of different size and colors as per the order are not completed the same is shown as semi finished goods hence the semi finished goods are for average 30 days. The stock of semi finished goods depends upon the order of the clients.</p> <p>2022-23 The stock of semi-finished goods depends upon the orders received from the clients and the sizes and varieties of the products. In the FY 2022-23 the company had increased the business of 160% and the goods in process are for 22 days.</p> <p>2023-24 The Company has established In the market and the products are approved by the Clients. The orders for various sizes , colors and designs are received from the clients. The production of the various clients are at manufacturing stage hence the semi finished goods are for 45 days.</p>

					2024-25 ON the basis of 2023-24.
Finished Goods	6	15	32	45	<p>2021-22 The first year of production and it includes the sale of machinery also. The products are manufactured on the receipt of the final orders from the clients. In FY 2021-22 all the orders received were executed and only the last production lot was ready for dispatch was in the stock.</p> <p>2022-23 Production of the shoe upper is as per the order of the customers and on completion of the order the goods are dispatched. The Company had started manufacturing Knitted fabrics and the Readymade Garments. The Knitted fabrics are also of different colours and designs. The stock of 15 days was maintained by the Company.</p> <p>2023-24 The Company had increased the sale of knitted fabrics. It was ₹2679.84 lakhs in FY 2023-24 as against the ₹1072.38 lakhs in FY 2022-23. The product range was also increased and certain customers place the order in advance for their requirement and they take the delivery as per their requirement. On account of the stock of 30 days was maintained by the Company.</p> <p>2024-25 With expecting growth of business, the Company has to maintain stock of 45 days due to the products of different sizes, colors and designs.</p>
Trade Receivables	116	103	74	100	The Company is giving credit of 90 days to the clients. The big corporates are making payment between 75 to 100 days
Trade Payables	108	13	3	3	<p>2021-22 The Company had invested in the fixed assets of Rs. 741.29 lakhs and the funds have been used for financing the long-term requirements. On account of that the payment to suppliers was delayed.</p> <p>2022-23 and 2023-24 The Company has started policy of making advance payment to suppliers and not to avail the credit limit which has inherent interest cost. The company get the better price on the raw material which had increased the profitability of the Company.</p> <p>2024-25</p>

2. General corporate purposes

In terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is estimated not to exceed 25.00% of the proceeds of the issue.

Our management will have flexibility in applying [●] lakhs of the Net Proceeds towards general corporate purposes, including but not restricted to financing working capital requirements, capital expenditure, acquiring business premises, meeting exigencies etc or any other purpose as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management in accordance with the policies of the Board will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time.

Issue Related Expenses

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

Activity	Estimated expenses (₹ in lakhs)	As a % of total estimated issue related expenses	As a % of Gross Issue Size
Lead Manger Fees including Underwriting Commission.	[●]	[●]	[●]
Brokerage, selling commission and Marketing	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Others (Market Making fees etc.)	[●]	[●]	[●]
Total estimated issue related expenses	[●]	[●]	[●]

Notes

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

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular)	₹ 10 per application on wherein shares are allotted Selling Commission Portion for RIIs 0.01% or ₹ 100/- whichever is less^ Portion for NIIs 0.01% or ₹ 100/- whichever is less ^
Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them)	₹ 10 per application on wherein shares are allotted Selling Commission Portion for RIIs 0.01% or ₹ 100/- whichever is less^ Portion for NIIs 0.01% or ₹ 100/- whichever is less ^
Processing fees / uploading fees on Syndicate ASBA application for SCSBs	₹10 per application on wherein

Bank	shares are allotted Selling Commission Portion for RIIs 0.01% or ₹ 100/- whichever is less^ Portion for NIIs 0.01% or ₹ 100/- whichever is less ^
Sponsor Bank shall be payable processing fees on UPI application processed by them	₹ 5 per application on wherein shares are allotted Selling Commission ₹ 5 per application on wherein shares are allotted

2. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them
3. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.
4. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Interim use of Net Proceeds

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

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.

Bridge Financing Facilities

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

Appraisal Report

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

Monitoring Utilization of Funds

As this is a Fresh Issue for less than ₹ 10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in

newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

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

None of our suppliers / service providers for utilization of Issue proceeds for various Objects of the Issue are associated in any manner with our Company or any other related party directly or indirectly.

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

Other Confirmation

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

BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share is determined by our Company in consultation with the Book Running Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹ [●] per Equity Share. The Issue Price is [●] times the face value.

Investors should refer sections / chapters titled “Risk Factors”, “Restated Financial Statements”, “Management Discussion and Analysis of Financial Condition and Results of Operations” and “Business Overview” beginning on page 15, 126, 153 and 84 respectively of this Draft Red Hearing Prospectus to get an informed view before making an investment decision.

The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the Qualitative Factors, which form the basis for computing the price.

1. The Company is more into B2B Business Model.
2. Tax advantages under Section 115BAB of Income Tax Act by the Government of India.
3. Diverse product portfolio with focus on quality.
4. Advanced Technology Integration.
5. Experienced Leadership and Proven Track Record.

For further details, please refer to the paragraph titled “Competitive Strengths” in the chapter titled “Business Overview” beginning on page 84 of this Draft Red Hearing Prospectus.

Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

1) Basic and Diluted Earnings Per Share (EPS)

Year ended	Weights	Basic and Diluted EPS
March 31, 2022	1	644.45
March 31, 2023	2	11.65
March 31, 2024	3	9.86
Weightage Average EPS	6	116.22

Note. Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no of equity shares outstanding during the year as per restated financials.

2) Price to Earnings (P/E) ratio in relation to Issue Price ₹[●] per Equity Share of ₹10/- each fully paid up

Particulars	P/E at the lower end of the price band	P/E at the upper end of the price band
P/E ratio based on Basic and diluted EPS as at March 31, 2024	[●]	[●]
P/E ratio based on Weighted Average Basic and diluted EPS	[●]	[●]
Industry		
Highest		50.40
Lowest		5.35
Average		27.88

3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements

Year Ended	RONW (%)	Weight
March 31, 2022	20.56	1
March 31, 2023	33.62	2
March 31, 2024	24.75	3
Weighted Average		27.01

Note: Return on Net worth has been calculated as per the following formula:

- 1) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- 2) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4) Net Asset Value (NAV)

Particulars	₹ per share
Net Asset Value per Equity Share as of March 31, 2024	33.79
Net Asset Value per Equity Share after IPO	[●]
Issue Price	[●]
NAV Post Issue	
- At Floor Price	[●]
- At Cap Price	[●]
- Issue Price	[●]

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year}}$$

5) Comparison with industry peers

(₹ in Lakhs)

Companies	CMP*	EPS	PE Ratio	RONW (%)	NAV (Per Share)	Face Value	Revenue from Operation	Other Income	Total Income (₹ in Lakhs)
Grandmaa International Limited #	[●]**	9.86	[●]	24.75	33.79	10.00	3,873.14	30.12	3,903.27
Peer Group									
Jet Knitwears Limited ##	138.60	2.75	50.40	5.52	49.77	10.00	3,650.35	5.33	3,655.68
Filatex Fashions Limited ##	6.58	1.23	5.35	14.35	8.57	5.00	16,410.83	364.22	16,775.05

*CMP as on July 26, 2024

** CMP of our company is considered as an Issue Price.

Amount taken from Restated Financials as on March 31, 2024

Amount taken as on March 31, 2023

Source: www.nseindia.com

Notes:

- a) Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.
- b) The figures for Grandmaa International Limited are based on the restated standalone financial statements for the year ended March 31, 2024.

- c) The figures are based on the Standalone financial statements for the year ended March 31, 2023 of Jet Knitwears Limited and Filatex Fashions Limited from the Annual reports of the Companies available from the website of the Stock Exchange and website of the Companies.
- d) CMP of the peer group is as per the closing price as available on www.nseindia.com.
- e) P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on July 26, 2024 sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.

Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help us in analysing the growth of various verticals.

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

KPI	Explanations
Revenue from Operations (₹ lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company’s financial leverage.
Return on Equity	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Operating EBITDA (₹ lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 31, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time since Incorporation to the date of filing of this Draft Red Hearing Prospectus. Further, the KPIs herein have been certified by statutory auditor.

Financial KPI of our Company

(₹ in Lakhs)

Sr No.	Metric	As of and for the Fiscal		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Total Income	3903.27	2816.43	1074.13
2.	Current Ratio	1.72	1.40	1.06
3.	Debt Equity ratio	0.98	1.90	2.39
4.	EBDITA	978.30	517.77	142.94
5.	Operating EBDITA Margin (%)	25.06	18.38	13.31
6.	PAT	525.99	302.67	64.45
7.	Net profit Ratio (%)	13.58	10.84	6.00
8.	Return on Equity ratio (%)	34.77	62.69	194.36
9.	Return on Capital Employed (%)	30.08	17.06	9.17

Notes:

- a) As certified by the Peer Reviewed Auditor vide their certificate dated July 31, 2024 bearing UDIN:24539337BKCRUH4761.
- b) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities
- c) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).
- d) Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.
- e) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.
- f) Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- g) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.
- h) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus Reserves & Surplus.

Comparison of key performance indicators with Peer Group Companies

(₹ in Lakhs)

Sr No	Key Performance Indicators	Grandmaa International Limited	Jet Knitwears Limited	Filatex Fashions Limited
1	Total Income	2816.43	3655.69	16775.05
2	Current Ratio	1.40	2.31	2.67
3	Debt Equity Ratio	1.90	0.77	1.82
4	EBDITA	517.77	328.10	1855.5
5	Operating EBDITA Margin (%)	18.38	8.98	11.06
6	PAT	302.67	121.14	1191.47
7	Net profit Ratio (%)	10.84	3.32	0.07
8	Return on Equity (%)	62.69	5.68	0.12
9	Return on Capital Employed (%)	17.06	14.89	0.09

Key Performance Indicators are as on March 31, 2023.

Weighted average cost of acquisition (“WACA”), floor price and cap price**(a) The price per share of our Company based on the primary / new issue of shares**

Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

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

Date of allotment	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)*
August 04, 2023	13,35,867	10	25.79	Acquisition of Land and Building	Other than cash	-

August 04, 2023	14,64,133	10	25.79	Conversion of Loan into Equity	Other than cash	-
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Note:

- As on August 04, 2023 13,35,867 equity shares issued against the acquisition of land and building worth Rs 344.22 lakhs from Jaideep Jain.
- As on August 04, 2023 14,64,133 equity shares issued against the Conversion of Loan into Equity worth Rs 377.60 lakhs from Jaideep Jain.

(b) The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving Promoter, Promoter Group during the 18 months preceding the date of filing of this Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoter, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this prospectus , where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) Weighted average cost of acquisition, floor price and cap price

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price ₹[●]	Cap Price ₹[●]
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	25.79	[●]	[●]
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoter or Promoter Group entities or or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A.	N.A.	N.A.

(d) Explanation for Issue Price / Cap Price being ₹[●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) along with our Company's key performance indicators and financial ratios for the Financial Years ended March 31, 2024, 2023 and 2022.

(e) Explanation for Issue Price / Cap Price being ₹[●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) in view of the external factors which may have influenced the pricing of the Issue.

The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$ 100 billion.

The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade

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

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

Our strength lies in its diverse product portfolio and unwavering commitment to quality. AS we are specializing in the manufacturing of both weaved and knitted shoe uppers, catering to different segments of the footwear market, we can offer a variety of designs, colors, and materials to our customers so that we can meet the diverse requirements of its B2B clients. By controlling the quality and supply of raw materials, the company maintains consistency and reliability in its product offerings.

By planning footwear manufacturing in-house, we aim to have better control over production processes, quality, and costs. This move towards forward integration enhances efficiency and reduces reliance on external suppliers. In-house manufacturing enables the company to innovate more freely and offer customized footwear solutions tailored to specific client needs.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Business Overview" and "Summary of Financial Information" beginning on pages 15, 84 and 36, respectively of this Draft Red Herring Prospectus, to have a more informed view.

STATEMENT OF TAX BENEFITS

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

Dear Sir,

Sub: Statement of Possible Special Tax Benefits available to Grandmaa International Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”)

We hereby report that the enclosed annexure, prepared by the management of the company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 read with Income Tax Rules, Circulars, Notifications (‘Act’) as amended by the Finance Act, 2024, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

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

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

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

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

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

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

This report including enclosed annexure is intended for your information and for inclusion in the Draft Red herring Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, K R AGGARWAL & ASSOCIATES
Chartered Accountants
ICAI Firm Registration Reg No: 030088N

SD/-

Kanika Aggarwal

Partner

Membership No: 539337

UDIN: 24539337BKCRUA2660

Place: Ludhiana

Date: 31.07.2024

ANNEXURE

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

Outlined below are the possible special tax benefits available to Company and its shareholders under Income Tax Act 1961("the Act") presently in force in India.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE ACT")

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

Note:

- The above statement of Direct Tax Benefits sets out the special tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.
- The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.
- Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV –ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager or any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Red herring Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 15 and 126, respectively of the Draft Red herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 15 of the Draft Red herring Prospectus. Accordingly, investment decisions should not be based on such information.

TEXTILE INDUSTRY & MARKET GROWTH IN INDIA

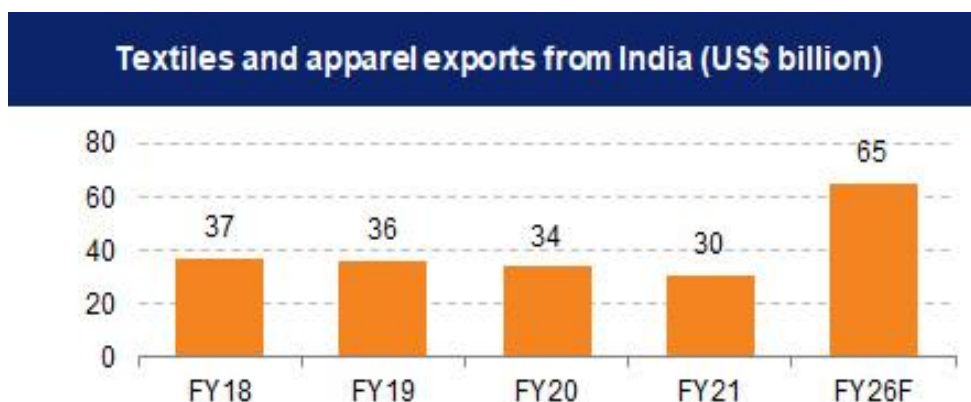
INTRODUCTION

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

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

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

MARKET SIZE



The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$ 100 billion.

The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

The Manufacturing of Textiles Index for the month of December 2023 is 112.4.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated around US\$ 1.17 billion in 2022-23.

The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 billion in 2022 and is expected to grow at 15% to reach US\$ 22.45 billion by 2027.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

India is the world's largest producer of cotton. In the first advances, the agriculture ministry projected cotton output for 2023-24 at 31.6 million bales. According to the Cotton Association of India (CAI), the total availability of cotton in the 2023-24 season has been pegged at 34.6 million bales, against 31.1 million bales of domestic demand, including 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.

In 2022-23, the production of fibre in India stood at 2.15 million tonnes. While for yarn, the production stood at 5,185 million kgs during the same period. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$ 138 billion to US\$ 195 billion by 2025.

India's textile and apparel exports stood at US\$ 28.72 billion in FY24 (April-January). Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 23.79 billion in FY24 (April-December).

Exports for 247 technical textile items stood at Rs. 5,946 crore (US\$ 715.48 million) between April-June (2023-24).

India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

INVESTMENT AND KEY DEVELOPMENT

Total FDI inflows in the textiles sector stood at US\$ 4.43 billion between April 2000-December 2023.

The textile sector has witnessed a spurt in investment during the last five years.

- DS Group's luxury menswear division, Brioni inaugurates its first boutique in India in November 2023.
- In November 2023, Reliance Foundation launched the first 'Swadesh' handicrafts store in Hyderabad, aimed at supporting and promoting Indian craftwork.
- Industry bodies to host the largest global mega textiles event, Bharat Tex 2024 from February 26-29, 2024, in New Delhi. According to Union Minister, Bharat Tex 2024 Expo is a testament to India's commitment to becoming a global textile powerhouse.
- In September 2023, the Khadi and Village Industries Commission signed 3 MoUs to promote Khadi Products.
- In August 2023, the Ministry of Textiles approved 26 engineering institutions for the introduction of Technical Textiles under the National Technical Textiles Mission.
- In July 2023, PM MITRA Park, Amravati expected to attract investment of Rs. 10,000 crore (US\$ 1.20 billion) and create employment for 300,000 individuals.
- In May 2023, an investment of around Rs. 6,850 crore (US\$ 824.25 million) is expected in the PM MITRA Park in Madhya Pradesh and Rs. 8,675 crore (US\$ 1.04 billion) in other parts of the state.

- India is expected to host the 81st Plenary Meeting of the International Cotton Advisory Committee (ICAC) from 2nd to 5th December 2023 in Mumbai with the theme “Cotton Value Chain- Local Innovations for Global Prosperity”.
- Home textile companies in India are also leveraging strategic partnerships to strengthen their business operations and foothold in the country.

GOVERNMENT INITIATIVES

The Indian government has come up with several export promotion policies for the textile sector. It has also allowed 100% FDI in the sector under the automatic route.

Other initiatives taken by the Government of India are:

- the roadmap to achieve the target of US\$ 250 billion in textiles production and US\$ 100 billion in exports by 2030.
- In July 2023, 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75,000 beneficiaries has been allocated.
- 1,83,844 beneficiaries trained across 1,880 centres under Samarth.
- In June 2023, the Government approved R&D projects worth US\$ 7.4 million (Rs. 61.09 crore) in the textile sector.
- In February 2023, the union government approved 1,000 acres for setting up a textile park in Lucknow.
- In February 2023, according to the Union Budget 2023-24, the total allocation for the textile sector was Rs. 4,389.24 crore (US\$ 536.4 million). Out of this, Rs. 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS), Rs. 450 crore (US\$ 54.99 million) for National Technical Textiles Mission, and Rs. 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.
- The Ministry of Textiles has also been implementing the Handloom Marketing Assistance (HMA), a component of National Handloom Development Programme (NHDP) all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.
- In November 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, stated the desire to target a 3-5x time increase in the export of technical textiles worth US\$ 10 billion over the next three years.
- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect from January 1, 2022.

ROBUST DEMAND

- Cotton production in India is projected to reach 7.2 million tonnes by 2030, driven by increasing demand from consumers.
- The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$ 100 billion.
- India’s textile and apparel exports (including handicrafts) stood at US\$ 28.72 billion in FY24 (April-January 2024)

COMPETITIVE ADVANTAGE

- India enjoys a comparative advantage in terms of skilled manpower and in cost of production, relative to major textile producers.
- In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, stated that the Indian government wants to establish 75 textile hubs in the country.

POLICY SUPPORT

- 100% FDI (automatic route) is allowed in textiles.
- Production-linked Incentive (PLI) Scheme worth Rs. 10,683 crore (US\$ 1.44 billion) for manmade fibre and technical textiles over a five-year period.
- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns and apparel, which came into effect from January 1, 2022.
- 1,83,844 beneficiaries trained across 1,880 centres under Samarth.

INCREASING INVESTMENTS

- In June 2023, Government approved R&D projects worth US\$ 7.4 million (Rs. 61.09 crore) in textile sector
- Huge funds in schemes such as Rs. 900 crores (US\$ 109.99 million) for Amended Technology Upgradation Fund Scheme (ATUFS) have been released by the Government in the union budget of 2023-24 to encourage more private equity investments and provide employment.
- Total FDI inflows in the textiles sector stood at US\$ 4.43 billion between April 2000-December 2023.

ROAD AHEAD



The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. India is working on various major initiatives to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on the rise. The government is supporting the sector through funding and machinery sponsoring.

Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.

With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international

players like Marks & Spencer, Guess and Next into the Indian market. The growth in textiles will be driven by growing household income, increasing population, and increasing demand by sectors like housing, hospitality, healthcare, etc.

The technical textiles market for automotive textiles is projected to increase to US\$ 3.7 billion by 2027, from US\$ 2.4 billion in 2020. Similarly, the industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.

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

EXPORTS:

India is the 3rd largest exporter of Textiles & Apparel in the world. India's textiles and clothing industry is one of the mainstays of the national economy. The share of textile and apparel (T&A) including handicrafts in India's total merchandise exports stood at a significant 10.5% in 2021-22. India has a share of 4.6% of the global trade in textiles and apparel.

Major textile and apparel export destinations for India are USA, EU-27 and UK, accounts for approximately 50% of India's textiles and apparel exports. The sector holds importance from the employment point of view as well. It provides direct and indirect employment and source of livelihood for millions of people including a large number of women and rural population.



- Exports of Textiles & Apparel including Handicrafts posted an increase of 41%, growing by US\$ 31,585 million in FY 2020-21 to US\$ 44,435 million in FY 2021-22. However, the exports declined by 15% during April- December 2022 as compared to same period of the previous year.
- The data indicates that the export of Readymade Garments have shown positive growth of 6% during April-December of the FY: 2022-23 as compared to April-December of the FY: 2021-22 which was also the good year for apparel exports.
- Further, analysis indicates that woven segment of RMG has shown 13% growth whereas knitwear segment is showing growth of 1% during April- December of the FY 2022-23 compared to corresponding period of preceding year.
- Apparel has a share of 36% in the Textile export basket followed by Yarn (18%), Made-Ups (15%), Fabric (13%), Fibre (9%), Handicrafts (5%) and Carpets (4%).
- The traditional markets viz. USA, UK and EU- 27 together accounts for 50% (USA 27%, UK 5% & EU-27 18%) of India's Textiles and apparel including Handicrafts exports. Within EU-27, Germany, France and Spain accounts for 4%, 2% and 2% share respectively of India's textile and apparel including Handicrafts exports to world.

Raw Material Support

Cotton:

Cotton is one of the most important cash crops and accounts for around 21% of the total global fibre production. In the raw material consumption basket of the Indian textile industry, the proportion of cotton is around 60%. The consumption of cotton is approximately 316 lakh bales (170 kg each) per year. India occupies first position in the world in cotton acreage with around 119.10 lakh hectares under cotton cultivation which is around 36% of the world area of 326.36 lakh hectares. Approximately 62% of India's Cotton is produced on rain-fed areas and 38% on irrigated lands. During 2021-22, India's productivity was around 445 kg/ha. India has emerged one of the largest producers, consumers and exporters of cotton in the World.

Apart from being the provider of a basic necessity of life i.e. clothing which is next only to food, cotton is also one of the largest contributors to India's net foreign exchange by way of exports in the form of raw cotton, intermediate products such as yarn and fabrics to ultimate finished products in the form of garments, made ups and knitwear. Due to its economic importance in India, it is also termed as "White-Gold".

Cotton plays a major role in sustaining the livelihood of an estimated 5.8 million cotton farmers and 40- 50 million people engaged in related activities such as cotton processing and trade. To support the cotton industry, Government of India announces Minimum Support Price (MSP) for two basic staples groups viz., medium staple and long staple cotton. Cotton Corporation of India (CCI), a Public Sector Undertaking under the Ministry of Textiles, is the nodal agency of Government of India for undertaking MSP operations in the event of prevailing seed cotton (kapas) price touching the MSP level. Due to Global pandemic, CCI had to undertake massive MSP operations in the last two years i.e. in 2019-20, 124.60 Lakh bales valuing Rs.33,500 crore were

procured under MSP operations benefitting 25 lakh cotton farmers. Whereas during 2020-21, procurement under MSP operations was 99.33 Lakh bales, valuing Rs.28,800 crore, benefitting 20.50 lakh cotton farmers. However, in 2021-22 farmers got better price above MSP from market forces itself and CCI intervention for undertaking MSP operations was not required.

Wool:

For the holistic growth of the Wool Sector, Ministry of Textiles, had approved rationalization and continuance of 'Integrated Wool Development Programme', (IWDP) which has been approved by Standing Finance Committee (SFC) in its meeting held on 15-06-2021 under Central Sector Scheme. The objectives of the IWDP scheme to position India as a competitive and as a quality manufacturer/ supplier of woollen product through technological interventions and optimizing the different segments of wool sector through :- (i) Harmonizing wool supply chain and to enhance backward and forward linkages by increasing raw wool procurement capacity of State Govt., (ii) Create facilities for linking wool industry with wool producers, (iii) Provide marketing platform to small woollen product manufacturing through Expos, (iv) Coverage of more sheep through machine shearing to improve wool quality, (v) Improvement in finished woollen products quality through establishing modern wool processing machines, (vi) Increase wool testing, bale forming facilities and providing tools for manufacturing woollen products, (vii) Utilization of coarse wool, and use of wool in technical textiles through Research & Development, (viii) Skill development and capacity building for manufacturing handmade traditional design quality woollen products, (ix) Branding of Pashmina and carpet grade wool and (x) Develop pashmina wool sector in Himalayan region.

(Source: Ministry of Textiles Annual Report 2022-23)

FOOTWEAR INDUSTRY

Footwear Styling and Growth

The historical background identifies the transformation of Footwear from commodity to image, attitude and lifestyle. India being a country of artisans has always been looked upon for its traditional craft of footwear making. Some of the traditional footwear created by village craftsmen include leather chappals in Kohlapur, embroidered Jutt is in Jodhpur, Indo-Tibetan felt boots in Sikkim and vegetable fibre shoes in Ladakh. The footwear industries using traditional methods of manufacture, has clearly taken technology to heart in recent decades, and this has greatly benefited both shoemakers and shoe wearers. Since India is such a diverse nation, the types of traditional footwear found all over the country are diverse too. Small and Medium enterprises in India have a major role to play in the development and advancement of the footwear sector through sustaining and enhancing their export contribution vis-a-vis development of clustering and many more such activities.

Footwear industry- The new age career

Job creation is arguably one of the most important parameters to judge how successful a government has been in envisaging and implementing its economic policies. The micro, small and medium enterprises sector is one of the major employment generators in several sectors while footwear segment is no exception employing nearly 1.3 million people.

Since footwear always has and continues to play an important role in complementing any fashion trend that comes by, whether it is professional, semi-formal or routine, hence the biggest advantage that a career in the footwear industry comes with is that of being non-seasonal and always evolving. Footwear industry offers a variety of bright career options as footwear designer, Product Developers, Footwear Technologists, Marketing Executives, Quality Controllers, Merchandisers, Planning Executives, Trend Analysts etc. Most significantly, the footwear sector has also been instrumental in developing a spirit of entrepreneurship in the country, living upto the time-tested adage of poverty alleviation through self-sufficiency. Those having a knack of creativity and forte for innovation have hit fortunes in the sector by introducing their own shoelines under registered labels.

Milestones Achieved/ Footwear Towering Heights:

- India is the second largest global producer of footwear after China, accounting for 13% of global footwear production of 16 billion pairs.

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

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

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red herring Prospectus, including the information contained in the section titled “Risk Factors” on page 15 of this Draft Red herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Restated Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no. 15, 126 and 153 respectively, of this Draft Red herring Prospectus.

In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Our” and “Grandmaa” are to M/s. Grandmaa International Limited. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Red Herring Prospectus.

Overview

Company Background

Our company, an ISO 9001:2015 certified entity accredited by the International Accreditation Service (IAS), specializes in the manufacturing of shoe vamps (uppers), Knitted Fabrics, pullovers, sweaters, and covered yarn. we also produce knitted Fabric and trade primarily yarns exclusively for B2B markets. Our fabric manufacturing is focused on two main segments: footwear industries and garments industries. Our registered office and manufacturing facility are located at HB.No.65, Rahon Road Village, Khwajke, Ludhiana-141007, spanning approximately 2420 square yards. After incorporation, we have started manufacturing from the June, 2021.

Currently, Grandma International Limited manufacture a variety of knitted fabric, knitted and woven shoe uppers and garments, including sweaters, knitted jackets, pullovers, sweatshirts, and lowers. Although the garment segment was only recently launched in FY23, the footwear segment as well as knitted Fabrics still constitutes the majority of our revenue.

Our product offerings can be categorized into four main verticals:

- Woven and Knitted Shoe Vamps (upper);
- Flat Knit & Circular Knit Garments;
- Manufacturing of Textile Products namely Covered Yarn; and
- Knitted Fabric.

Our esteemed company, Grandma International Limited, was formally established on the 30th of December, 2020, under the visionary leadership of its founder and Chairman, Mr. Jaideep Jain. With a steadfast objective to manufacture superior Shoe Vamps (Upper) and Garment Products. Mr. Jaideep Jain, our distinguished promoter, brings to the company over six years of profound experience in this industry. Prior to the incorporation of Grandma International, Mr. Jaideep Jain adeptly managed the business of manufacturing shoe uppers through his sole proprietorship, operating under the esteemed name of “PC Jain Overseas” (formerly known as Magan Management and Consultancy Services).

In a significant strategic move, Grandma International Limited acquired the business of the aforementioned sole proprietorship on the 31st of March, 2023. This acquisition was formalized through a "Slump Sale Agreement," executed on the same date, with Mr. Jaideep Jain acting in his capacity as the proprietor of the firm. This acquisition underscores our dedication to consolidating our expertise and resources to further our mission of excellence in manufacturing.

MANUFACTURING OF KNITTED FABRIC

Yarns serve as crucial raw materials for fabric manufacturing, with knitting being a highly versatile technique extensively used in India for creating textile materials suited to a broad range of end-uses. Knitting involves constructing fabric by interlooping one or more yarns using knitting needles, forming a series of interlinked

loops. This technique allows for the production of flexible and comfortable fabrics, making it popular in the textile industry.

To produce knitted fabric from yarn, the process begins with selecting a pattern. The yarn is then secured and knitted according to the chosen design. Our company boasts an in-house design team dedicated to crafting diverse patterns for knitted fabrics that align with current market trends. These designs are tailored to meet the demands of the footwear and garment industries, although the versatility of the fabric allows for its application in other industries as well.

Our manufacturing process focuses on producing high-quality knitted fabrics that cater to the specific needs of the footwear and garment sectors. For footwear, we develop fabrics that offer durability, flexibility, and breathability, essential for comfort and performance. In the garment industry, our fabrics are designed to provide softness, elasticity, and aesthetic appeal, meeting the demands of fashion and functionality. This vertical accounts for 69.19% of the total revenue.

MANUFACTURING OF SHOE VAMPS

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

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

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

1. Knitted Shoe Vamps

Knitted upper refers to the upper portion of the shoe that is manufactured with knitting machine, higher demand has been witnessed for comfort of sportswear and at leisure such as lightweight, functional, and other aesthetic effects which are majorly made with knitted materials. The knitted structure allows for excellent airflow, keeping the feet cool and dry during physical activities. This breathability is essential for comfort, especially in sports and activewear. Many knitted uppers are made using a seamless design, which eliminates pressure points and enhances comfort. The absence of seams also contributes to the aesthetic appeal of the shoe.

Knitted uppers can be engineered to include specific functional features, such as additional support in certain areas, enhanced stretch, or reinforced zones. This customization is possible due to the precise control over the knitting process. The material's strength ensures that the shoes maintain their shape and functionality over time.

Photos of our Knitted Shoe Vamps:





2. Woven Shoe Vamps

Woven shoe uppers are made up with the use of Shuttle less rapier looms to make the finest product in terms of designing and quality. Woven fabrics are known for their strength and resilience. The tightly interlaced fibers create a robust structure that can endure significant stress and strain, making them ideal for shoe uppers that need to maintain their shape and support over time. Despite their strength, woven fabrics can be designed to provide flexibility and comfort. The precise control over the weaving process allows for the creation of areas with varying levels of stiffness and stretch, ensuring a comfortable fit.

Shuttleless rapier looms are highly efficient, capable of producing large quantities of fabric quickly without compromising quality. This efficiency helps in meeting high production demands and reducing lead times. These looms minimize yarn waste compared to traditional shuttle looms, making the production process more cost-effective and environmentally friendly.



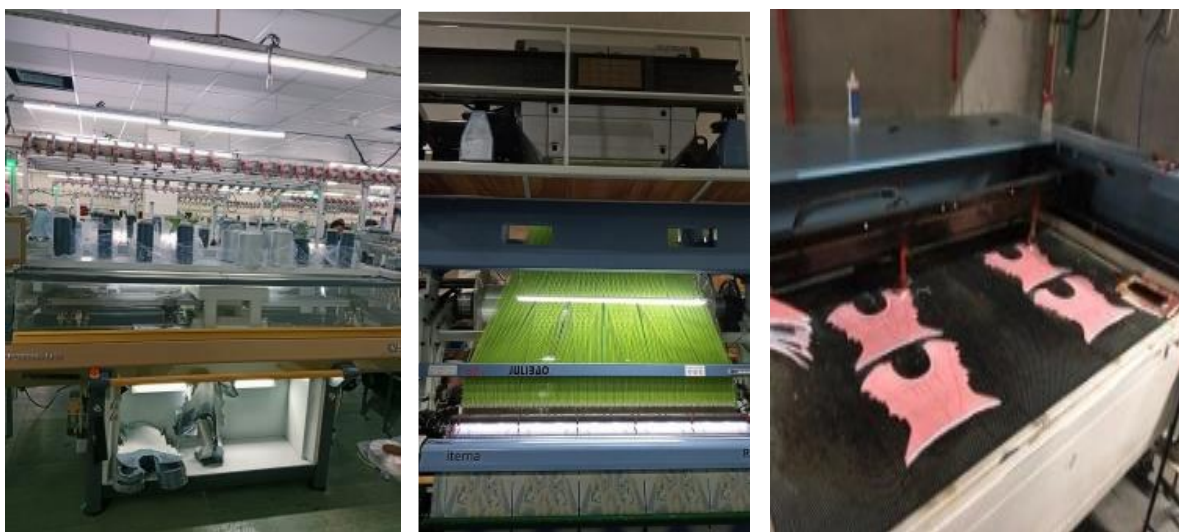
The company primarily buys yarn from the market as raw material. These yarns include dyed polyester texturized yarns, polyester hot melt yarn, nylon hot melt yarn, spandex yarn, polyester fish silk yarn, nylon hairy yarn, acrylic yarn, cotton yarn, etc. Among the above yarns the most commonly used yarns for the production of shoe upper are dyed polyester texturized yarn, polyester hot melt yarn, spandex yarn. The company has 2 yarn covering machines with a total capacity of 320kg per day from both the machines. The resultant yarn made out of these two machines is then used for making fabric through weaving or knitting which is further used for making shoe uppers.

Actual Image of the covering machines:



The company operates 91 knitting machines, enabling the production of approximately 2,75,000 pairs of shoe uppers per month on average, with actual volumes depending on design and color combinations. Out of these, 56 knitting machines were installed in July 2021, 20 knitting machines were installed in the month of September 2021 and further 15 knitting machines were acquired by the company by the acquisition of business through slump sale as stated above. For the process of weaving the fabric, there are 3 (three) shuttle less rapier loom weaving machines which presently have a combined production capacity of 1,00,000 pairs per month of shoe upper.

Actual Image of the machines:



Knitting Machines shuttle less rapier loom weaving machines

Process of Shoe Vamp Manufacturing:

Here is a brief overview of the shoe upper manufacturing process based on the provided flowchart:

1. **Business Analysis:** Evaluate the technical and financial viability of the product.
2. **Sample Reception from Marketing:** Obtain samples from prospective buyers and discuss technical and commercial aspects.
3. **Sample & Yarn Analysis:** Forward samples to the Weaving/Knitting Head for technical analysis.
4. **Proto Drawing Development:** The New Product Development (NPD) team creates proto drawings of the samples.
5. **Yarn Selection:** The Weaving/Knitting Head selects yarn based on quality, thickness, and color.

6. **Design Programming:** Designers program the designs to be compatible with weaving/knitting machinery.
7. **Sample Drawing:** Manufacture the actual samples.
8. **Sample Checking & Testing:** Quality Control checks and tests the samples against buyer specifications.
9. **Product Pricing:** Determine the product pricing in consultation with the finance department.
10. **Sample Confirmation & Order Reception:** Forward samples to buyers for approval and obtain confirmed orders.
11. **Raw Material & Packing Material Order Placement:** Place orders for the necessary raw and packing materials.
12. **Start Weaving:** Begin commercial weaving/knitting of shoe uppers based on production instructions.
13. **First Inspection of Woven Panel:** Inspect the first lot of commercial production to ensure specifications are met.
14. **Lamination:** Laminate woven shoe uppers or fuse knitted shoe uppers for structure and cushioning.
15. **Laser Cutting:** Cut the upper fabric into desired designs and sizes using laser cutting machines.
16. **Final Inspection After Laser Cutting:** Conduct a final inspection to compare the product with the samples.
17. **Pairing:** Pair the shoe uppers and stack them in bundles for dispatch.
18. **Poly Pack:** Cover the stacked bundles with polypack sheets for protection during transit.
19. **Cartooning:** Pack the polypacked bundles into cartons and label them for easy identification.
20. **Dispatch:** Dispatch the cartons to designated destinations with the necessary documentation.

This summarized process outlines the main steps from initial analysis to the final dispatch of shoe uppers.

Vision of the Company in Footwear Segment:

Our Company anticipates substantial growth in the footwear segment through its strategic forward integration into complete in-house shoe manufacturing. Leveraging its deep expertise in the technical and commercial aspects of the footwear industry, Grandma International aims to venture into full-scale shoe manufacturing under its own brand.

Additionally, the company plans to integrate its operations by selling final products through OEM suppliers, direct B2B channels, and direct-to-consumer (B2C) sales. This strategic expansion is geared towards enhancing market presence, capturing greater value in the supply chain, and meeting diverse customer needs across different sales channels.

MANUFACTURING OF FLAT KNIT & CIRCULAR KNITS GARMENTS:

A garment is a piece of clothing or attire that is designed and made to be worn. We, manufactures a diverse range of garments, including sweaters, knitted jackets, pullovers, and sweatshirts. These garments are crafted from materials chosen for their suitability in clothing, offering comfort, protection, and stylish appeal to the wearer.

In FY2022-23, we expanded into the garment vertical, producing both normal and high-fashion garments. The high-fashion garments produced by the company have garnered significant interest from prospective buyers due to their unique designs, quality craftsmanship, and appeal in the fashion market. This expansion underscores Grandma International's commitment to diversifying its product offerings and meeting the evolving preferences of its customer base.

<p>3. Flat knit & circular knits garments for women</p> <p>In our knitting garment range, we offer a diverse collection that includes sweaters, pullovers, cardigans, and ladies' tops. Each of these garments is crafted using a variety of high-quality yarns such as acrylic, wool, and cotton, ensuring a wide range of textures, styles, and functionalities to cater to different preferences and needs.</p> <p><u>Women's Tops</u> Our collection of ladies' tops includes stylish and comfortable options suitable for various occasions. These tops are crafted from:</p> <p>Acrylic: Providing versatility and ease of maintenance, acrylic tops are available in a range of designs and</p>

colors.

Wool: Wool tops offer a luxurious feel and excellent insulation, suitable for both casual and formal wear.

Cotton: Soft and breathable, cotton tops are perfect for all-day comfort and come in a variety of styles to suit different tastes.



4. Flat knit & circular knits garments for men

Our men's knitted garment range, encompassing sweaters, pullovers, cardigans, and casual tops, is designed to offer both style and functionality. By using various yarns like acrylic, wool, and cotton, we ensure that each garment meets the diverse needs and preferences of our customers. Whether you need warmth, comfort, or style, our knitted garments provide high-quality options for any occasion.



Our company buys yarn as raw material to produce fabric which is further used to manufacture garments. We presently have an installed capacity of 70,000 garments per month in all to produce garments. The products are majorly focused on winters thus the company operates its plant at optimum capacity between June-January while for the rest of the month the utilization level is comparatively subdued

Process of Garment Manufacturing

1. **Business Analysis:** Evaluate the product's technical and financial viability.
2. **Sample Reception:** Receive garment samples from the marketing or development team.
3. **Buyer Selection:** Send samples to prospective buyers for selection.
4. **Sample & Raw Material Analysis:** Analyse received samples and source raw materials.
5. **Development Sample Creation:** Produce sample garments in-house based on specifications.
6. **Costing:** Calculate material, manufacturing, administrative, and other costs.
7. **Order Reception:** Negotiate with buyers and receive purchase orders.
8. **Raw Material Procurement:** Quantify and procure raw materials from suppliers.
9. **Raw Material Testing:** Buyer checks the quality of raw materials.
10. **Bulk Size Set Production:** Produce a size set for final production checks.
11. **Bulk Knitting:** Start bulk production after size set approval.
12. **Mending Knitted Panels:** Manually mend knitted panels as needed.

13. **Cutting:** Cut the mended panels for further processing.
14. **Part Assembly:** Assemble cut panels through stitching and linking.
15. **Value Addition:** Perform value addition tasks like printing and embroidery.
16. **Thread Cutting & Hand Work:** Manually cut extra threads.
17. **Initial Checking:** Conduct raw checking of garments.
18. **Pressing:** Press and iron the checked garments.
19. **Packing Trim Attachment:** Attach trims and packing materials.
20. **Final Checking:** Conduct a final product check.
21. **Single Piece Packing:** Pack individual garments.
22. **Master Carton Packing:** Pack individual pieces into master cartons.
23. **Packing List Creation:** Create a packing list and mark each outer box.
24. **Shipment Marking:** Mark the shipment with transport, invoice, and customer details.
25. **Dispatch:** Dispatch cartons to designated destinations with necessary documentation.

Manufacturing of Covered Yarn

Your company specializes in the manufacturing of covered yarns, which are sold to wholesalers. Covered yarns are typically made by wrapping a filament yarn around a core yarn, providing additional strength, elasticity, and durability. This product is crucial for various textile applications, including hosiery, apparel, and technical textiles, offering enhanced properties like stretchability and resilience. By focusing on wholesaling, your company ensures a consistent supply chain to businesses that further process these yarns for different end-uses. However, this vertical accounts for only 2.78% of the total revenue in FY 2023-24, 4.05% in FY 2022-23 and 11.61% in FY 2021-22.

Proportion of revenue from operations: (Rs. in Lakhs)

Particulars	2023-24		2022-23		2021-22	
	Amount	%	Amount	%	Amount	%
Yarn	107.78	2.78%	113.07	4.05%	124.67	11.61%
Knitted Fabrics	2679.84	69.19%	1072.38	38.40%	218.14	20.31%
Machine	-	-	-	-	127.2	11.84%
Shoe's Upper	689.26	17.80%	1139.13	40.79%	604.12	56.24%
Readymade Garments	384.99	9.94%	466.18	16.69%	-	-
Job Work	11.27	0.29%	2.00	0.07%	-	-
Total	3873.14	100.00%	2792.76	100.00%	1074.13	100.00%

The state-wise bifurcation of revenue from operations, of the Company, were as follows: (Rs. in Lakhs)

Sr. No	Particulars	2023-24		2022-23		2021-22	
		Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
1	Punjab	3190.50	82.37	1863.64	66.74	712.82	66.35
2	Delhi	314.70	8.13	10.68	0.38	10.48	0.98
3	Haryana	185.47	4.79	148.63	5.32	281.12	26.17
4	West Bengal	107.69	2.78	21.00	0.75	0.00	0.00
5	Karnataka	25.61	0.66	24.59	0.88	8.54	0.80
6	Uttar Pradesh	25.22	0.65	141.22	5.06	22.42	2.09
7	Kerala	13.04	0.34	55.34	1.98	37.89	3.53
8	Maharashtra	10.85	0.28	284.96	10.20	0.00	0.00
9	Bihar	0.06	0.00	0.00	0.00	0.00	0.00
10	Uttarakhand	0.00	0.00	242.32	8.68	0.00	0.00
11	Gujarat	0.00	0.00	0.38	0.01	0.87	0.08
	TOTAL	3873.14	100.00	2792.76	100.00	1074.14	100.00

The % of top 10 Buyers and Suppliers of Our Company are as under: (₹ in Lacs)

Particulars	Purchase / Sales					
	2023-24	%	2022-23	%	2021-22	%
Top 10 Buyers	3125.65	80.70	2125.21	76.10	880.21	81.96
Top 10 suppliers	2889.51	90.66	1783.66	76.57	875.62	89.00

OUR COMPETITIVE STRENGTH

1. The Company is more into B2B Business Model

Our Company is mainly in the B2B market, which provides us with stable revenue streams, higher order volumes, opportunities for customized solutions, strong client relationships, and reduced marketing costs, competitive positioning, enhanced brand reputation, and higher profit margins. These also collectively strengthen the company's market position and drive sustainable growth. In B2B business model, businesses tend to be less price-sensitive than individual consumers, allowing for better negotiation on pricing and terms. Building a portfolio of reputable B2B clients increases the company's credibility and trustworthiness, attracting more business opportunities.

Sr. No.	Particulars	2023-24		2022-23		2021-22	
		Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
1	B2C	0.39	0.01	0.00	0.00	0	0
2	B2B	3872.75	99.99	2792.76	100.00	1074.13	100.00
	TOTAL	3873.14	100.00	2792.76	100.00	1074.13	100.00

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

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

3. Diverse product portfolio with focus on quality

Our strength lies in its diverse product portfolio and unwavering commitment to quality. AS we are specializing in the manufacturing of both weaved and knitted shoe uppers, catering to different segments of the footwear market, we can offer a variety of designs, colors, and materials to our customers so that we can meet the diverse requirements of its B2B clients. By controlling the quality and supply of raw materials, the company maintains consistency and reliability in its product offerings.

By planning footwear manufacturing in-house, we aims to have better control over production processes, quality, and costs. This move towards forward integration enhances efficiency and reduces reliance on external suppliers. In-house manufacturing enables the company to innovate more freely and offer customized footwear solutions tailored to specific client needs.

4. Advanced Technology Integration

Grandmaa stands out in the industry due to its substantial production capacity and advanced technological infrastructure, which provide a significant competitive edge. Our Company operates a total of 91 knitting machines in a one premises, highlighting the company's robust production capabilities. The significant number of knitting and weaving machines allows us to scale production up or down quickly, depending on market demand. The high production volume capability positions the company to fulfill large bulk orders, making it a preferred supplier for major B2B clients. This strategic expansion enables the company to respond swiftly to market changes and customer demands, ensuring timely delivery and customer satisfaction.

5. Experienced Leadership and Proven Track Record

Grandma International Limited's competitive strength is significantly bolstered by the experienced leadership and proven track record of its founder and Chairman, Mr. Jaideep Jain. His profound experience, visionary leadership, and successful management of a prior manufacturing business (PC Jain Overseas) provide the company with a solid foundation for success. Under Mr. Jain's guidance, the company is committed to manufacturing superior shoe vamps (uppers) and garment products, driving innovation and maintaining high

standards of quality. His strategic vision, ability to adapt to market changes, and established reputation enhance the company's credibility and position it as a trusted leader in the industry.

OUR STRATEGY

1. Entering into the new segment of Garment Manufacturing

To diversify the business segment lines Company has decided entered into the new segment of Garment Manufacturing. In FY 2022-23, our company successfully completed the manufacturing of its inaugural garment batch. While production has commenced, sales of these garments have not yet commenced. Moving forward, the sales approach will encompass both Business-to-Business (B2B) and Business-to-Consumer (B2C) channels under its own brand name. This dual-channel strategy aims to maximize market penetration and cater to diverse customer segments.

Looking ahead, we are optimistic about the growth prospects of our garment manufacturing segment. We remain focused on operational excellence, product innovation, and customer-centric strategies to drive long-term success and stakeholder value.

2. Forward Integration into Complete Shoe Manufacturing

Our company is strategically positioned to expand its footprint in the footwear industry through forward integration into complete shoe manufacturing. This initiative involves the establishment of a state-of-the-art manufacturing plant, with funding being facilitated through our upcoming Initial Public Offering (IPO). Our integrated approach encompasses multiple sales channels. We plan to market our final products through Original Equipment Manufacturer (OEM) partnerships, facilitating efficient distribution and market access. Additionally, we will engage directly in Business-to-Business (B2B) and Business-to-Consumer (B2C) sales channels, leveraging our brand identity and market presence. By embarking on complete shoe manufacturing, we aim to achieve sustainable growth and profitability. This strategic initiative aligns with our long-term vision of expanding market share, diversifying revenue streams, and delivering superior value to our stakeholders.

3. Geographical Expansion of our Products:

Our company is committed to driving substantial growth through a comprehensive geographical expansion strategy. This initiative is designed to broaden our market reach, diversify our customer base, and capitalize on emerging opportunities in new regions. By entering new geographical markets, we aim to increase our market share and establish a robust presence in both domestic and international arenas. Expanding into new regions allows us to diversify our revenue streams, reducing reliance on existing markets and mitigating economic risks.

Location

Registered Office:

HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007

Plant, Machinery, Technology, process Etc.

Our Company is well equipped with all the required advanced machinery in-house for the production.

List of Owned Machinery:

Name of Machinery	No. of Machinery
High Speed Knitting Machine	76
Jacquard Loom Weaving Machine	3
High Speed Yarn Covering Machine	2
Shoe Upper Fusing Machine	2
Total	83

List of Machinery acquired from PC Jain Overseas” (formerly known as Magan Management and Consultancy Services) other than above stated owned machineries:

Name of Machinery	No. of Machinery
High Speed Knitting Machine	15
Shoe Upper Fusing Machine	3
Total	18

REPAIR AND MAINTENANCE

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

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

Collaborations, any Performance guarantee or assistance in marketing by the Collaborators

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

INFRASTRUCTURE FACILITIES FOR RAW MATERIALS AND UTILITIES LIKE WATER, ELECTRICITY ETC.

Raw Material

Our Company procures raw materials like Dyed Polyester texturized yarns, Polyester Hot Melt Yarn, Nylon Hot Melt Yarn, Spandex Yarn, Polyester Fish Silk Yarn, Nylon Hairy Yarn, Acrylic Yarn, Cotton Yarn for the production of Show Upper and Garments. Majority of our Raw Material i.e. 91.61%, has been purchased from the state of Punjab only. Other than Punjab we procure some of our raw material from Haryana, Gujarat, Delhi and Uttar Pradesh. We also import some fabrics/yarns from China. Our purchase bifurcation of our raw material for last 3 Financial Years are as under:

(₹ in lakhs)

Sr. no.	Particulars	2023-24		2022-23		2021-22	
		Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
1	PUNJAB	2920.11	91.61	1955.08	83.93	564.02	57.33
2	HARYANA	101.66	3.19	177.22	7.61	237.25	24.11
3	CHINA	62.51	1.96	0.23	0.01	176.41	17.93
4	GUJARAT	60.42	1.90	0.00	0.00	1.20	0.12
5	DELHI	41.32	1.30	194.94	8.37	0.00	0.00
6	UTTAR PRADESH	1.30	0.04	0.43	0.02	1.24	0.13
7	KARNATAKA	0.00	0.00	1.51	0.06	3.73	0.38
8	RAJASTHAN	0.00	0.00	0.07	0.00	0.00	0.00
	TOTAL	3187.32	100.00	2329.48	100.00	983.85	100.00

Human Resources

Human resources are indeed invaluable assets to any industry, pivotal in driving success through effective sourcing and management. At our company, we firmly believe in the fundamental role our employees play in

the advancement of our business objectives. To ensure operational efficiency and excellence, We have 48 employees on role as on June 30, 2024,

The details of which is given below:

Sr. No.	Particulars of Employees	Employees
1)	Workers	31
2)	Marketing/Sales staff	2
3)	Account staff	1
4)	Office staff	14
	Total	48

We have not experienced any major strikes, work stoppages, labour disputes or actions by or with our employees, and we have good and cordial relationship with our employees.

POWER:

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

WASTE MANAGEMENT

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

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

LOGISTIC

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

We outsource the delivery of our products to either third-party logistics companies. Our main customers are based in Punjab, Delhi, Haryana and West Bengal, some of our sales are on Ex-Factory basis, in these cases, our customer pays the freight charges on receiving the goods. In some other cases, our sales are based on rates which are inclusive of freight, in those cases, our Company pays the freight on dispatch of material.

IMPORT

DETAIL OF IMPORT PAYMENT

(Amount in Lakhs)

NAME OF PARTY	2021-22	2022-23	2023-24
Zhejiang Fengfan Nc Machinery Co, China	₹567.82	₹0.00	₹132.96
Huzhou Hyundai Textile Machinery Co Ltd, China	₹0.00	₹369.00	₹61.28
Zhejiang Summer Plus Trading Co Ltd, China	₹34.76	₹0.00	₹13.56
TOTAL	₹602.59	₹369.60	₹207.80

DETAILS OF IMPORT

NAME OF PARTY	2021-22	2022-23	2023-24
Zhejiang Fengfan Nc Machinery Co, China	₹691.58	₹0.00	₹0.00

Huzhou Hyundai Textile Machinery Co Ltd, China	₹0.00	₹185.85	₹188.25
Zhejiang Summer Plus Trading Co Ltd, China	₹47.25	₹0.00	₹61.31
TOTAL	₹691.58	185.85	188.25

SUMMARY OF IMPORT/PAYMENT

PARTICULARS	2021-22	2022-23	2023-24
IMPORT	₹738.83	₹185.85	₹249.57
PAYMENT	₹602.59	₹369.60	₹207.80

EXPORT & EXPORT OBLIGATION

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

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

As certified by Statutory Auditor of the Company i.e., Ms. K R Aggarwal & Associates, Chartered Accountants vide their Certificate dated August 05, 2024 vide UDIN 24539337BKCRU04629.

CAPACITY AND CAPACITY UTILISATION

Below are Capacity utilization details for F.Y 2023-2024

Particulars	Installed Capacity	Actual Production	Capacity Utilization (%)
Shoe Upper	33.00 Lakh pairs	8.98 Lakh pairs	74.44%
Garment	8.40 Lakh Pcs	0.86 Lakh Pcs of Garments	
Knitted Fabric/Panels	1800 Mt/8.40 lakh Pcs	565.72 Mt/0.45 Lakh Pcs	
Yarn	96.00 Mt	76.00 Mt	79.17 %

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

Particulars	Installed Capacity	Actual Production	Capacity Utilization (%)
Shoe Upper	33.00 Lakh pairs	13.22 Lakh pairs	68.33%
Garment	8.40 Lakh Pcs	0.92 Lakh Pcs of Garments	
Knitted Fabric/Panels	1650 Mt/8.40 lakh Pcs	1.46 Lakh Pcs Panels	
Yarn	96.00 Mt	80.00 Mt	83.33 %

Below are Capacity utilization details for F.Y 2021-2022

Particulars	Installed Capacity	Actual Production	Capacity Utilization (%)
Shoe Upper	27.50 Lakh pairs	15.00 Lakh pairs	54.55 %
Yarn	72.00 Mt	45.00 Mt	62.50 %

Customers, Sales and Marketing

As a manufacturer we cater to B2B segment. With a diverse range of applications, our products serve as essential component in various footwear Industry and garments Industry. Our major customers are situated the Punjab only. Our promoter and senior management actively contribute to Sales and Marketing, strengthening client relationships and driving business growth. Their hands-on involvement includes targeted interactions, ensuring a solid understanding of client needs for lasting partnerships. They engage in strategic initiatives to reach out to potential clients, fostering meaningful relationships while ensuring the retention and satisfaction of existing customers. Through their proactive approach, they navigate market trends and customer preferences, positioning our products effectively in the competitive landscape.

Intellectual Property Rights

Except as stated in the Chapter Titled “Government Approval” on the page no. 169 of the Draft Red herring Prospectus, our company neither get any Intellectual Property Rights registered nor has applied for the same as on date of the Draft Red herring Prospectus.

Details of Immovable Property:

The Details of the Owned Properties are as given below:

Particulars	Details
Name of the Owner	Grandma International Limited
Description of Property	HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007.
Date of Sale Agreement	July 15, 2023
Name of Seller	Mr. Jaideep Jain
Consideration Paid	Issue of 13,35,350 Equity shares of Grandmaa at Rs. 25.79/- per equity share having face value of Rs. 10/- each.
Usage	Registered Office and Manufacturing Facility
Area (Approx)	2420 Sq. Yds.

INSURANCE

Sr. No.	Insurance Company	Policy Number	Name of Insured/ Proposer	Period of Insurance	Details	Sum assured. (₹ in Lakhs)	Premium Paid (₹ in Lakhs)
1.	The Oriental Insurance Company Limited	233406/11/2024/423-003	M/S Grandmaa International Pvt Ltd.	From 05/01/2024 to 26/07/2024	Stock Insurance	2225.00	0.40
2.	The Oriental Insurance Company Limited	233406/11/2024/926	M/s Grandmaa International Limited.	From 30/07/2024 to 01/02/2025	Building Insurance	300.00	0.34
3.	The Oriental Insurance Company Limited	233406/44/2024/49	M/s Grandmaa International Pvt Ltd.	From 25/11/2023 to 24/11/2024	Plant & Machinery Insurance, Electronics Equipment	1090.7	5.53
4.	The Oriental Insurance Company	233406/44/2024/50	M/S Grandmaa International Pvt Ltd.	From 25/11/2023 to 24/11/2024	Plant & Machinery Insurance, Boiler &	16.65	0.03

	Limited				Pressure Plant		
5.	The Oriental Insurance Company Limited	233406/44/2024/51	M/S Grandmaa International Pvt Ltd.	From 25 / 11 /2023 to 24/11/2024	Plant & Machinery Insurance	54.34	0.36
6.	The Oriental Insurance Company Limited	233406/48/2024/1008	M/S Grandmaa International Pvt Ltd	From 27/07/2023 to 26/07/2024	Burglary Insurance	400.00	0.05

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. 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 Statutory Approvals" on page 169

BUSINESS/TRADE RELATED LAWS/LEGISLATIONS

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act"):

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

National Textile Policy, 2000

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

at reasonable prices for the industry, improving the production, productivity and quality of cotton. Initiatives were also proposed for the spinning sector, weaving sector, organised mill industries, powerloom industry, knitting sector, processing and finishing sector for achieving ISO 9000 and ISO 14000 standards. Export specific reforms were also proposed in order to be consistent with World Trade Organization norms.

Ministry of Textiles is contemplating a New Textile Policy which has not been finalized and it is at draft stage. The New Textile Policy, inter alia, will give thrust on enhancing export performance and creating better employment opportunities. The New Textile Policy is being formulated by holding widespread consultations with various associations, industry bodies, State Governments and other stakeholders representing subsectors viz. Cotton, Silk, Jute Wool, Handloom, Handicrafts, Powerloom etc.

Production-Linked Incentive Scheme in Textiles Products

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

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 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 concerned Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund at the prescribed percentage of the basic salary/wages and dearness allowances 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

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A 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 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 organization 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 scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

The Employees Compensation Act, 1923 ("EC Act") and the rules framed thereunder

The Employees Compensation Act, 1923 ("EC Act") 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 EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC 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 7 days of death/serious bodily injury.

The Factories act, 1948

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions.

Employees' State Insurance Act, 1948 (the "ESI Act")

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. Provided that nothing contained in this subsection shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This 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.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year are required to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

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 cessation 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.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, 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 the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 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 atleast two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise

Equal Remuneration Act, 1976

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

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited.

Contract Labour (Regulation and abolition) act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA") is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

Industrial Employment Standing Orders Act, 1946.

This Act is to require employers in industrial establishments to formally define conditions of employment under them and submit draft standing orders to certifying Authority for its Certification. It applies to every industrial establishment wherein 100 (reduced to 50 by the Central Government in respect of the establishments for which it is the Appropriate Government) or more workmen are employed. And the Central Government is the appropriate Government in respect of establishments under the control of Central Government or a Railway Administration or in a major port, mine or oil field. Under the Industrial Employment (Standing Orders) Act, 1946, all RLCs(C) have been declared Certifying Officers to certify the standing orders in respect of the establishments falling in the Central Sphere. CLC(C) and all Dy. CLCs (C) have been declared Appellate Authorities under the Act.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines

workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

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 nonemployment, 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

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

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, organizing 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

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing interstate migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor is to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Industrial Disputes Act, 1947 (“ID Act”) and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, layoffs and retrenchment

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

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

International Commercial Terms ("Incoterms") Incoterms are standard trade definitions most commonly used in international sales contracts. Devised and published by the International Chamber of Commerce (“ICC”), they are at the heart of world trade. ICC introduced the first version of Incoterms in 1936. Most contracts made after January 01, 2000 will refer to the latest edition of Incoterms, which came into force on that date. The correct reference is “Incoterms 2000”. Unless the parties decide otherwise, earlier versions of Incoterms - like Incoterms1990 - are still binding if incorporated in contracts that are unfulfilled and are dated before January 01, 2000. The latest version of Incoterms is designed to bring Incoterms in line with the latest developments in commercial practice. Correct use of Incoterms goes a long way to providing the legal certainty upon which mutual confidence between business partners must be based. Among the best-known Incoterms are EXW (Ex works), FOB (Free on Board), CIF (Cost, Insurance and Freight). DDU (Delivered Duty Unpaid), and CPT (Carriage Paid To)

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and the rules made thereunder

The Consumer Protection Act, 2019, which repeals the Consumer Protection Act, 1986 was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

INTELLECTUAL PROPERTY LEGISLATIONS

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product.

The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the “Trade Marks Act”) provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000 (Designs Act)

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for taxation of person resident in India on global income and person 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 IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its Return by September 30 of each assessment year.

Goods and Service Tax (GST) Act, 2017

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition, a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. The rate of tax for CGST and SGST/UTGST shall not exceed –

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a

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

The Customs Act, 1962

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

Punjab State Development Tax Act, 2018 (Professional tax)

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

GENERAL LAWS

The Companies Act, 2013/1956

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has issued its notification dated September 12, 2013 has notified 98 (Ninety-Eight) Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 (One Eighty-Three) Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

Competition Act, 2002 (“Competition Act”)

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“Competition Commission”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Negotiable Instruments Act, 1881 (“NI Act”)

In India, the laws governing monetary instruments such as cheques are contained in the “NI Act”, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from

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

The Indian Contract Act, 1872

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

Sale of Goods Act, 1930

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

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

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

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not 'duly stamped' cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

OTHER LAWS

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2017 ("FDI Policy 2017"), which with effect from August 28, 2017, 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 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“RBI”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

Importer exporter code

In India, exports and imports are regulated by the Foreign Trade (Development and Regulation) Act, 1992 (“FTDRA”), which seeks to develop and regulate foreign trade by facilitating imports into India and augmenting exports from India. Pursuant to the provisions of the FTDRA, every importer and exporter in India must obtain an IEC from the Director General of Foreign Trade (“DGFT”) or from any other officer duly authorized under the FTDRA. Failure to obtain the IEC number may lead to penal action under the FTDRA. Further, the DGFT is authorized to suspend or cancel IEC in case of (i) contravention by any person of the provisions of FTDRA or the foreign trade policy or any law relating to central excise or customs or foreign exchange or commission of any other economic offence under any other law specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or bringing disrepute to the credit or the goods of, or services or technology, provided from the country or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of FTDRA or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special license, granted by the DGFT to that person in a manner and subject to conditions as may be prescribed.

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

ENVIRONMENTAL LAW & REGULATIONS

Public Liability Insurance Act, 1991

The Public Liability Insurance Act, 1991 (“PLI Act”) imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the PLI Act has been enumerated by the Government by way of a notification. The owner

or handler is also required to take out an insurance policy insuring against liability under the PLI Act. The rules made under the PLI Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer. In addition to the above-mentioned environmental laws, there are other environmental laws which may be applicable to our Company as per the nature of the business activities carried-out by us.

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation.

Environmental Legislations

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Forest (Conservation) Act, 1980 (“FCA”) read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 as superseded by Solid 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 byelaws of the local bodies.

Environment Impact Assessment Notification of 2006

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

Property Related Laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as “Grandmaa International Private Limited” as Private Limited under the provision of Companies Act, 2013 vide certificate of Incorporation dated December 30, 2020 bearing Corporate Identification Number U17299PB2020PTC052529 issued by the Registrar of Companies, Central Registration Centre Further, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the Extraordinary General Meeting held on July 24, 2023 and consequently, the name of our Company was changed to “Grandmaa International Limited” and a Fresh Certificate of Incorporation was issued by the Registrar of Companies, Chandigarh dated August 11, 2023. The CIN of the Company is U17299PB2020PLC052529.

Business and Management

For a description of our activities, services, technology, the growth of our Company and regional geographical segment in which our Company operates, please refer to chapters titled “Business Overview”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 84, 77, and 153 of this Prospectus, respectively. For details of the management and managerial competence of our Company, please refer chapter titled “Our Management” on page 113 of this Draft Red herring Prospectus.

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation.

Sr No.	Registered Office		With Effect From	Reason for Change
	Shifted From	Shifted To		
1.	House No. B-31/4207, G T B Nagar, Ludhiana, Punjab, India, 141015	HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke, Ludhiana, Punjab, India – 141015	January 29, 2021	Operational Convenience
2.	HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Ludhiana, Punjab, India – 141015	HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Ludhiana Punjab, India – 141007	July 03, 2023	Rectification of PIN Code No.

Main objects of our Company

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

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

The main objects clause as contained in the Memorandum of Association enables our Company to undertake its existing activities.

Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association for the past ten years of our Company till

the date of this Draft Red Herring Prospectus.

Date of Shareholder's resolution/ Effective date	Particulars
November 22, 2021	Increase of the authorized share capital of our Company from ₹ 15,00,000 (Rupees Fifteen Lakh) consisting of 1,50,000 (One Lakh Fifty Thousand) Equity Shares of ₹10 each to ₹ 2,50,00,000 (Rupees Two Crore Fifty Lakh) consisting of 25,00,000 (Twenty Five lakhs) Equity Shares of ₹10 each.
December 12, 2022	Increase of the authorized share capital of our Company from ₹ 2,50,00,000 (Rupees Two Crore Fifty Lakh) consisting of 25,00,000 (Twenty-Five lakhs) Equity Shares of ₹10 each to ₹ 5,00,00,000 (Rupees Five Crore) consisting of 50,00,000(Fifty Lakhs) Equity Shares of ₹10 each.
July 10, 2023	Increase of the authorized share capital of our Company from ₹ 5,00,00,000 (Rupees Five Crore) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of ₹10 each to ₹ 15,00,00,000 (Rupees Fifteen Crore) consisting of 1,50,00,000(One Crore Fifty Lakh) Equity Shares of ₹10 each.

Major events and milestones of our Company

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

Calendar Year	Events
2021	Approval of our Company as a Start Up Unit by Department for Promotion of industry and Internal Trade under Ministry of Commerce & Industry, Government of India vide Certificate No. DIPP86315
2021	Installation of 76 Imported Flat Knitting Machines along with 3 imported Fusion machine and 3 imported Laser cutting machine.
2021	Imported 2 Yarn covering Machines along with 1 Imported Rewinding Machine.
2022	Installation of 1 Imported Shuttle less Rapier Jacquard Loom Weaving Machine
2023	Registration under EPGC Scheme of Ministry of Commerce and Industry and save Import Duty under this scheme.
2023	Executed slump sale agreement between our company and P C Jain Oversees dated March 31, 2024, previously overseen by Mr. Jaideep Jain, encompassing all the assets and Liabilities.
2023	Imported 1 Shuttle less Rapier Jacquard Loom Weaving Machine.
2023	Our Company had filed a Draft Red Herring Prospectus (DRHP) dated August 29, 2023, with the SME Exchange of BSE Limited (Case ID: 184321). After filing the DRHP The Business of the Company was expanded. Due to change in the financials and the growth of the business, the promoters want to revise the public offer size and the revised requirement of fund will be increase more than 20% of the issue size. As per Schedule XVI of the ICDR Regulations in such case the Company has to submit the fresh offer document. The management of the Company has decided to withdraw the present DRHP filed with BSE.

For details of our completed projects and ongoing projects, see "**Business Overview – Order Book**" and "**Business Overview**" on page 84 and 88 of this Draft Red Herring Prospectus.

Awards and Accreditations

As of the date of this Draft Red Herring Prospectus, our Company has not received any awards or accreditations.

Significant financial and strategic partnerships

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or

strategic partnerships.

Time/cost overrun

There has been no time or cost over-run in respect of our business operations.

Launch of key products or services, entry into new geographies or exit from existing

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see "*Business Overview*" on page 84 of this Draft Red Herring Prospectus.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There have been no instances of rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our current borrowings from lenders.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation, except stated below;

Our company has entered into a slump sale agreement dated March 31, 2023 with M/s P C Jain Overseas, a sole Proprietorship firm which was solely owned by Sh. Jaideep Jain, under the said Slump Sale Agreement our Company Grandmaa International Limited has acquired the management and control of the business (including their all the assets and liabilities) of P C Jain Overseas, which is primarily engaged in manufacturing of shoe components and knitted cloth in consideration of ₹363.91 Lakhs.

Holding company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

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

Joint Venture of our Company

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

Shareholders' Agreements

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Red Herring Prospectus

Other Agreements

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered in the ordinary course of business and there are no material agreements entered as on the date of this Draft Red Herring Prospectus.

Collaboration Agreements

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Our Company currently has 5 (Five) Director, out of which One (1) is Executive Director, two (2) are Non-Executive Director, two (2) are Non- Executive Independent Director.

BOARD OF DIRECTORS

The Following table sets forth details regarding the Board of Directors as of the date of this Draft Red herring Prospectus:

Name, Father's Name, Address, Date of Birth, Age, Designation, Status, DIN, Occupation and Nationality	Other Directorships
<p>Name: Mr. Jaideep Jain Father's Name: Hazari Lal Jain Address: Flat No 901, Royal Retreat 1, Omaxe Royal Residency, Pakhowal Road, Thakarwal, Ludhiana, Punjab – 142022 Date of Birth: September 02, 1990 Age: 33 Years Designation: Chairman and Managing Director Status: Executive & Non-Independent Director DIN: 09014220 Occupation: Business Nationality: Indian Term: Five (5) years w.e.f. August 04, 2023 to July 31, 2028 Original Date of Appointment: December 30, 2020</p>	<p>1. Spotify Fashions Private Limited 2. Bimla Devi Phool Chand Jain Charitable Foundation</p>
<p>Name: Mrs. Seema Jain Father's Name: Nihal Jain Address: Flat No 901, Royal Retreat 1, Omaxe Royal Residency, Pakhowal Road, Thakarwal, Ludhiana, Punjab – 142022 Date of Birth: April 24, 1962 Age :62 Years Designation: Non-Executive Director Status: Non-Executive & Non-Independent DIN: 09014221 Occupation: Business Nationality: Indian Term: Appointed as Non-Executive Director w.e.f. July 15,2023, Liable to be retired by rotation Original Date of Appointment: December 30, 2020</p>	-
<p>Name: Mr. Bhupesh Jain Father's Name: Hazari Lal Jain Address: House No. 4207 B-31/1135/3 B/A Street No 2, Friends Colony, Mundian Kalan, Ludhiana, Punjab-141010 Date of Birth: August 01, 1983 Age: 40 Years Designation: Director Status: Non- Executive Director DIN: 09420347 Occupation: Business Nationality: India Term: Appointed as NED w.e.f. August 16, 2023, Liable to be retired by rotation Original Date of Appointment: June 23, 2023 as an Additional Director</p>	<p>1. Spotify Fashions Private Limited 2. Receptive Sports Technologies Private Limited 3. Goldstone International Private Limited</p>
<p>Name: Ms. Kachan Bhatia Father's Name: OM Prakash Bhatia Address: 155-156, ST No.6, Sai Enclave, Mundian Kalan, Ludhiana, Punjab-141015 Date of Birth: December 22,1987 Age: 36 Years</p>	<p>1. Seedling2sapling Agro Private Limited</p>

<p>Designation: Additional Independent Director Status: Non- Executive Director DIN: 10347087 Occupation: Service Nationality: India Term: Five (5) years w.e.f. August 03, 2024 to August 02, 2028 Original Date of Appointment: August 03, 2024 as an Additional Director</p>	
<p>Name: Ms. Rita Aggarwal Father's Name: Ravinder Kumar Goel Address: 32 Majithia enclave, Opp. sonu caterers, near, crossing, 24 Patiala, Patiala, 147001, Punjab, India. Date of Birth: September 03, 1978 Age: 45 Years Designation: Independent Director Status: Non- Executive Director DIN: 09288976 Occupation: Business Nationality: India Term: Five (5) years w.e.f. August 12, 2023 to August 11, 2028 Original Date of Appointment: August 12, 2023 as an Additional Director.</p>	1. Marshall Machines Limited

Confirmations

As on date of this Draft Red Herring Prospectus

- A. None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.
- B. None of the Directors are on the RBI List of willful defaulters.
- C. None of the Directors are/ were directors of any listed entity whose shares were delisted from any Stock Exchange(s).
- D. Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.
- E. None of the Directors are fugitive economic offender.

Family Relationship between the Directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013 except Jaideep Jain and Bhupesh Jain are brothers and Ms. Seema Jain is their mother.

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

Service Contracts

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

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorizes the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Extra-ordinary General Meeting held on July 10, 2023 in

accordance with Section 180(1)(c) of the Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed ₹100.00 Crores.

Brief Profiles of Our Directors

Mr. Jaideep Jain, aged 33 years is the promoter and pioneer of our Company. He holds position of chairman and managing director of our Company. He graduated with a degree in Commerce from Punjab University, Chandigarh, in 2010. Mr. Jain has been integral to the company since its inception, bringing over 10 years of work experience, including 6 years in the textile industry. Prior to founding Grandmaa, he managed the manufacturing of shoe uppers through his sole proprietorship, "PC Jain Overseas," established in 2017. He has been actively involved in the day-to-day operations of the Company and is currently overseeing and controlling overall commercial operations of the Company including but not limited to formulating business strategies for business development, finance related decisions. He has also been associated with Spotify Fashions Private Limited as a Director since April 20, 2021.

Ms. Seema Jain, aged 61, is a Non-Executive Director on the board of our company. She was initially appointed as a Director on December 20, 2020, and was later designated as a Non-Executive Director on July 15, 2023. She completed her Matriculation Examination from the Punjab School Education Board in March 1978. She has been actively involved in her family businesses with Mr. Jaideep Jain for over 6 years, overseeing administrative tasks at PC Jain Overseas as well. Currently, she advises administrative duties and labour relations within our organization.

Mr. Bhupesh Jain, aged 40 years, is a Non – Executive Director on the board of the company. He has completed Bachelor of Arts from Punjab University, Patiala in year 2004, Diploma in Business Management from Institute of Chartered Financial Analysts of India University, Tripura in year 2008. Fashion designing from National Institute of Fashion Designing, Chandigarh. He has work experience of 15 years and has been in this industry for last about 12 years. He is engaged in import of knitting and hosiery industry machinery through his Company, M/s Goldstone International Private Limited. He has a great niche in Knitting Industry and is one of major importer and supplier of knitting machineries. His clientele includes some of the nationally reputed shoe manufacturers. His association with our Company shall be helpful in identifying new areas of operations and shall keep us abreast of latest innovations in the industry. He has been associated with the Company since July 26, 2023.

Ms. Kanchan Bhatia aged 36 years, is a Non- Executive Director on board of the company. She has completed Bachelor of Commerce from Punjab University, Chandigarh in year 2008. She has work experience of more than 3 years out of which she served as Company Secretary at Standard Corporation India Limited from year 2019 till date. She has also worked with Dolfon Rubbers Limited from February 2019 to October 2019. She has expertise in various crucial aspects of corporate governance and regulatory compliance. She has been appointed on the board for the term of w.e.f. August 03, 2024.

Ms. Rita Aggarwal, aged 45 years, is a Non- Executive Independent director on the board of the company. She is a Associate member of Company Secretary from the Institute of Company Secretaries of India in year 2003, and also holds Bachelor of Commerce Degree from Devki Devi Jain Memorial College in Ludhiana in year 1998. She is having more than 15 years of Professional experience she has established herself as an accomplished Independent Director. She worked as Company Secretary in Gee Emm Spinfab Private Limited since 2014 till 2019. She holds the position of Independent Director at Marshall Machines Limited, a listed entity since year 2021. Prior to her role as an Independent Director, Rita Aggarwal served as a Company Secretary at Impact Sare Reality Private Ltd during her tenure from February 2008 to October 2012, she has gained deep understanding of corporate governance, legal compliance, and regulatory affairs.

Compensation of Managing Directors

Terms and conditions of employment of our Chairman and Managing Director:

Mr. Jaideep Jain has been appointed as Chairman and Managing Director of our Company in the Annual General Meeting of the company held on August 16, 2023 for a period of Five years commencing w.e.f. August 04, 2023 to August 03, 2028.

The remuneration payable is as follows:

Name	Mr. Jaideep Jain
Date of Resolution*	August 16, 2023
Period	w.e.f. August 04, 2023 to July 31, 2028
Salary	Rs. 2,50,000/- per month
Remuneration paid in FY 2023-24	Rs. 27,75,000

*All other terms and conditions as mentioned in the Agreement may be inspected at the Registered Office between 10:00 a.m. and 05:00 p.m. (IST) on all Working Days from the date of this Draft Red herring Prospectus until the Issue Closing Date.

Payment or benefit to Independent Directors of our Company

We have not paid any sitting fees to our Independent Directors till the date of this Draft Red herring Prospectus.

Shareholding of Directors in our Company

The details of the shareholding of our directors as on the date of this Draft Red herring Prospectus are as follows:

Sr. No.	Name of the Directors	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Mr. Jaideep Jain	62,82,450	99.88
2.	Mrs. Seema Jain	7,500	0.12
Total		92,89,950	100.00

Interests of our Directors

Our all-Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer "*Our Management - Shareholding of Directors in our Company*" beginning on page 116 of this Draft Red herring Prospectus.

Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business

Except as stated in the chapter "*Business Overview*" on page 84 of this Draft Red herring Prospectus and in the chapter "*Restated Financial Statement*" on page 126 none of our directors have any interest in the property proposed to be acquired by our Company

Except as disclosed in the section titled in "*Restated Financial Statements*" on page 126, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

For details with respect to loan to directors, please refer to chapter titled "*Restated Financial Statement*" on page 126 of this Draft Red herring Prospectus.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Bonus or profit-sharing plan for the Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

Changes in our Company's Board of Directors during the last three (3) years

Following are the changes in the Board of Directors during the last three (3) years

Name of Directors	Date of Appointment	Date of Change in Designation / Cessation	Reasons for changes in the Board
Jaideep Jain	December 30, 2020	-	Appointed as Director
Mrs. Seema Jain	December 30, 2020	-	Appointed as Director
Bhupesh Jain	June 23, 2023	-	Appointed as Additional Director
Mrs. Seema Jain	-	July 15, 2023	Appointed as Non-Executive Director
Jaideep Jain	-	August 04, 2023	Appointed as Chairman and managing Director
Ms. Kajal Rai	August 12, 2023	-	Appointed as Additional Director
Ms. Rita Aggarwal	August 12, 2023	-	Appointed as Additional Director
Ms. Kajal Rai	-	August 12, 2023	Appointed as Independent Director
Ms. Rita Aggarwal	-	August 12, 2023	Appointed as Independent Director
Bhupesh Jain	-	August 16, 2023	Appointed as Non-Executive Director
Ms. Kajal Rai	-	July 15, 2024	Resigned as Independent Director
Ms. Kanchan Bhatia	August 03, 2024	-	Appointed as Additional Independent Director

Corporate Governance

In additions to the applicable provisions of the Companies Act, 2013, with respect to the Corporate Governance, provisions of the SEBI Listing Regulations except Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D, and E of Schedule will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

Constitutions of Committees

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on August 03, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises following members.

Name of the Director	Nature of Directorship	Position in Committee
Ms. Kanchan Bhatia	Non-Executive Independent Director	Chairperson
Ms. Rita Aggarwal	Non-Executive Independent Director	Member
Mr. Jaideep Jain	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the

shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

Terms of reference:

The scope of audit committee shall include, but shall not be restricted to, the following:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor’s independence and performance, and effectiveness of audit process.
- (iii) Examination of financial statement and auditors report thereon.
- (iv) Approval or any subsequent modification of transactions of the company with related parties
- (v) Scrutiny of inter-corporate loans and investments
- (vi) Valuation of undertaking or assets of the company, wherever it is necessary.
- (vii) Evaluation of internal financial controls and risk management systems
- (viii) Monitoring the end use of funds raised though public offers and related matters.

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 03, 2024. The constituted Stakeholders Relationship Committee comprises the following members:

Name of the Director	Nature of Directorship	Position in Committee
Ms. Kanchan Bhatia	Non-Executive Independent Director	Chairperson
Ms. Rita Aggarwal	Non-Executive Independent Director	Member
Mr. Jaideep Jain	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

Terms of Reference

- 1. Allotment and listing of our shares in future.
- 2. Redressing of shareholders and investors complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates.
- 3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity shares and other securities issued by our company, including review of cases for refusal of transfer/transmission of shares and debentures
- 4. Reference to statutory and regulatory authorities regarding investor grievances
- 5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances
- 6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 03, 2024. The Nomination and Remuneration Committee comprises the following members:

Name of the Director	Nature of Directorship	Position in Committee
Ms. Rita Aggarwal	Non-Executive Independent Director	Chairperson
Ms. Kanchan Bhatia	Non-Executive Independent Director	Member
Ms. Seema Jain	Non-Executive Director	Member

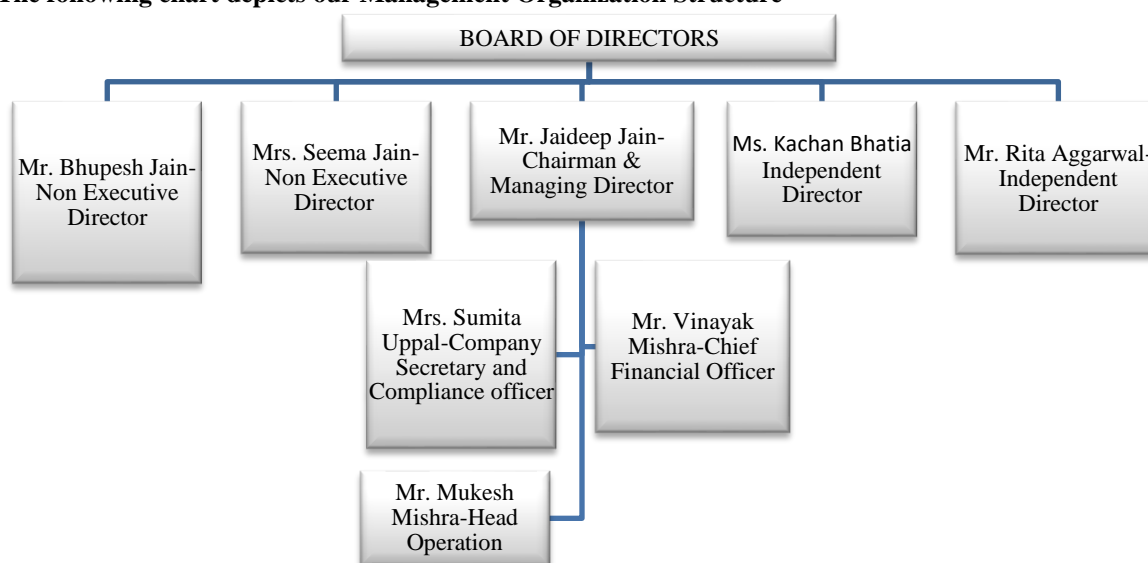
The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

The terms of reference:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
3. 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.

Management Organization Structure

The following chart depicts our Management Organization Structure



Key Managerial Personnel and Senior Management Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company

Key Managerial Personnel

For the profile of Mr. Jaideep Jain, Managing Director of our company; Please refer chapter titled “Our Management - Brief profiles of our directors” on page 115 of this Draft Red herring Prospectus.

Ms. Sumita Uppal, our Company Secretary, completed her Bachelor of Commerce from Punjab University in 2006. She has been an Associate Member of the Institute of Company Secretaries of India since 2021. With over 3 years of professional experience, Ms. Uppal has worked with Ashwani Khanna & Associates in 2022-23, gaining substantial expertise in Company Law compliances and other MCA-related matters. She has been associated with our company since April, 2024 as a permanent employee of our Company.

Mr. Vinayak Mishra, is the Chief Financial Officer of our company. He has more than 15 years of Experience. He completed degree of Bachelor of Commerce from Indira Gandhi National Open University in year 1999. He has previously worked as Zonal collection Head in Indiabulls Commercial Credit Limited from June, 2007 to May 2017 Also worked with ORIX Leasing & Financial Services India Limited from May 2017 to May 2020. He joined our Company to look after the financial transaction of our Company as a CFO on July 15, 2023 as a permanent employee of our Company.

Senior Management

In addition to the Chief Financial Officer and the Company Secretary and Compliance Officer of our Company, whose details are provided in "Our Management – Key Managerial Personnel" on page 119, the details of our other Senior Management are set out below:

Mr. Mukesh Mishra is the Head of Operation in our Company w.e.f February 01, 2023. as a permanent employee of our Company. He is looking after all our operation of the Company which includes purchase of raw material, manufacturing of products and dispatch of the products as well. He completed the degree of Post Graduate Professional Diploma Programme in Knitwear Design & technology in year 2004 from Northern India Institute of Fashion Technology. He has previously worked with Aditya Birla Fashion & Retail Limited from June 2013 to December 2022. He has over more than 9 years of experience in field of garment sector in different department like sourcing, product development, processes, production quality and planning. In Fiscal 2024, he received a compensation of Rs 9,00,000 from company.

The Key Managerial Personnel of our Company other than our directors are as follows: -

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid in previous year (2023-24) (₹ in Lakhs)
Ms. Sumita Uppal, Company Secretary and Compliance Officer D.O.J- April 01, 2024	Company Secretary, B. Com	3 yrs.	-	-
Mr. Vinayak Mishra, Chief Financial Officer D.O.J- July 15, 2023	B. Com	15 years	-	-

Relationship amongst the Key Managerial Personnel of our Company

None of our directors and Key Managerial Personnel of our Company are related to each other.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red herring Prospectus

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have a profit sharing plans for the Key Management Personnel.

Shareholding of Key Management Personnel and Senior Management Personnel in our Company

None of our Key Managerial Personnel and Senior Management Personnel except Jaideep Jain, holds Equity Shares in our Company as on the date of filing of this Draft Red herring Prospectus. For further details, please refer to section titled "*Capital Structure*" beginning on page 50 of this Draft Red herring Prospectus

Changes in Our Company's Key Managerial Personnel and Senior Management Personnel during the last three (3) years

Name of KMP	Designation	Date of Event	Reason
Ms. Shruti Gupta	Company Secretary and Compliance Officer	August 04, 2023	Appointed as Company Secretary and Compliance Officer
Ms. Shruti Gupta	Company Secretary and Compliance Officer	August 07, 2023	Resigned as Company Secretary and Compliance Officer
Ms. Samridhi Seth	Company Secretary and Compliance Officer	August 07, 2023	Appointed as Company Secretary and Compliance Officer
Ms. Samridhi Seth	Company Secretary and Compliance Officer	February 29, 2024	Resigned as Company Secretary and Compliance Officer
Ms. Sumita Uppal	Company Secretary	April 01, 2024	Appointed as Company Secretary

Name of KMP	Designation	Date of Event	Reason
	and Compliance Officer		and Compliance Officer
Mr. Vinayak Mishra	Chief Financial Officer	July 15, 2023	Appointed as Chief Financial Officer
Mr. Mukesh Mishra	Head of Operation	February 01, 2023	Appointed as Head of Operation

For details with respect to the Changes in directors who are KMP, please refer to section titled “Changes in our Company’s Board of Directors during the last three (3) years” on page 117 of this Draft Red herring Prospectus.

Interest of Key Managerial Personnel and Senior Management Personnel

Except as disclosed in this Draft Red herring Prospectus, the Key Managerial Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red herring Prospectus.

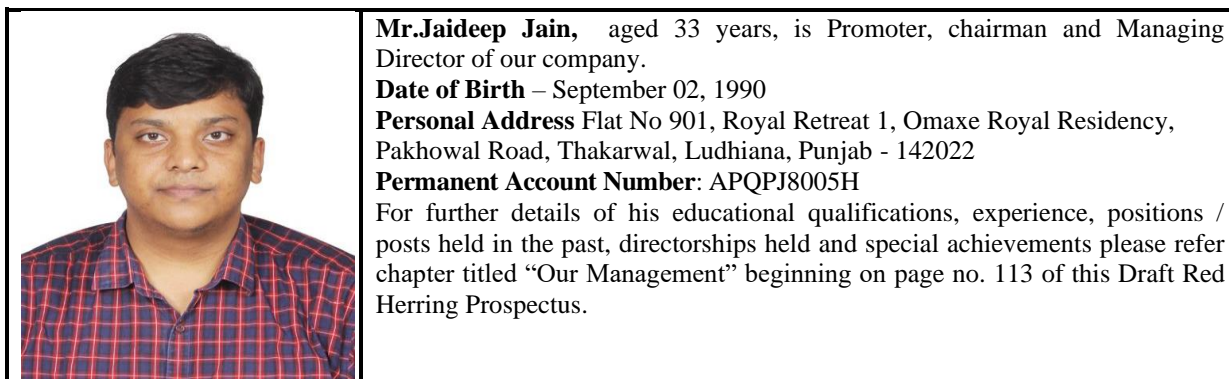
Payment of Benefits to of Our Key Managerial Personnel and Senior Management Personnel (*non-salary related*)

Except as disclosed in this Draft Red herring Prospectus other than any statutory payments made by our Company to its KMPs and Senior Management Personnel, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled ‘*Restated Financial Statements*’ beginning on page 126 of this Draft Red herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

The Promoter of our Company is:



For details of the build-up of our Promoter’s shareholding in our Company, please see “Capital Structure – Shareholding of our Promoter” beginning on page no 50 of this Draft Red herring Prospectus.

Confirmations

We confirm that the details of the Permanent Account Numbers, bank account numbers, passport numbers, Aadhar Card and Driving License of our Promoter will be submitted to the Stock Exchange at the time of filing the Draft Red herring Prospectus with the Stock Exchange.

Further, our Promoter has confirmed that they have not been declared as willful defaulters or Fraudulent Borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

Additionally, none of the Promoter have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities.

Other ventures of Promoter

Other than as disclosed in this section, our Promoter is not involved in any other ventures.

Change in the management and control of the Issuer

Mr. Jaideep Jain is the only present Promoter of the Company. Our original subscriber as promoters were Mr. Jaideep Jain & Mrs. Seema Jain. Other than that, there has been no change in the control of our Company through SEBI (SAST), 2011 and SEBI (LODR), 2015 in the preceding 5 years.

Relationship of Promoter with our directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013 except Jaideep Jain and Bhupesh Jain are brother and Ms. Seema Jain is their mother.

Interest of Promoter

Our Promoter is interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings, Managing Director in our Company and the shareholding of their relatives in our Company. In FY 2023-24, before executing the Agreement of Sale of Properties, Our Promoter has charged Rs. 9.65 lakhs rent on the same, hence, promoter is interest in the rent amount charged as well as remuneration paid by our Company. For further details, please refer chapters titled “Capital Structure” and “Our Management” beginning on pages 50 and 113 respectively of this Draft Red herring Prospectus. For further details, please refer chapters titled “Capital Structure - Shareholding of our Promoter and Promoter Group” beginning on page 54 and “Financial Statements” on page 126 respectively of this Draft Red herring Prospectus.

Our Promoter are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our

Promoter are interested as a member or proprietor or partner, in cash or shares or otherwise by any person either to induce our Promoter to become, or qualify him as a director, or otherwise for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Interest in the properties of our Company

Except as stated below, Our Promoter and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Draft Red herring Prospectus.

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

By virtue of this agreement, Mr. Jaideep Jain has sold and transfer the property measuring 2420 sq. yds. Situated at HB. No.65, Backside Govt. School, Rahon Road, Village Khwajke Basti, Jodhewal Ludhiana, Punjab-141007 India, to the Company for sale consideration of Rs. 3,44,52,030 against those 13,35,867 Equity shares of the company are issued at Issue Price of Rs. 25.79 Per share on August 04, 2023.

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

Our company has entered into a slump sale agreement dated March 31, 2023 with M/s P C Jain Overseas, a sole Proprietorship firm which was solely owned by our Promoter Mr. Jaideep Jain, Under the said Slump Sale agreement our company Grandmaa International Limited has acquired the management and control of the business (including their all the assets and liabilities) of P C Jain Overseas, which is primarily engaged in manufacturing of shoe components and knitted cloth in consideration of Rs. 363,90,552/-.

Interest as members of our Company

Our Promoter are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "*Capital Structure*" beginning on page 50 of this Draft Red herring Prospectus.

No sum has been paid or agreed to be paid to our Promoter and our Promoter are not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Other Interest

Our Promoter are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Payment of benefits to our Promoter

Except as stated in the *Note W – "Related Party Transactions"* on page 147 there has been no payment of benefits to our Promoter during the two years preceding the filing of this Draft Red herring Prospectus.

Guarantees

Except as stated in the section titled "*Financial Statements*" beginning on page 126 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by the Promoter to third parties with respect to specified securities of the Company as on the date of this Draft Red herring Prospectus.

Details of Companies / Firms from which our Promoter have disassociated

None of Our Promoter have not been disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Red herring Prospectus.

Our Promoter Group

Our Promoter Group in terms of Regulation and 2(1) (pp) of the SEBI ICDR Regulations, 2018. In addition to our Promoter named above, the following individuals and entities form a part of the Promoter Group:

A. Individual persons who are part of our Promoter Group

Promoter: Mr. Jaideep Jain

Promoter	Jaideep Jain
Father	Hazari Lal Jain
Mother	Seema Jain
Spouse	Esha Jain
Brother	Bhupesh Jain
Brother	Hitesh Jain
Sister	-
Son	Dhairya Jain
Daughter	Tripti Jain
Spouse's Father	Raj kumar Jain
Spouse's Mother	Saroj Rani
Spouse's Brother	Vassu Jain
Spouse's Sister	Sonia Jain

Companies, Proprietary concerns, HUF's related to our promoter

Nature of Relationship	Entity
Any body 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. Goldstone International Private Limited 2. Receptive Sports Technologies Private Limited 3. Spotify Fashions Private Limited 4. Bimla Devi Phool Chand Jain Charitable Foundation
Anybody corporate in which a body corporate as provided in above holds twenty per cent. or more, of the equity share capital; and	-
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. Goldstone International 2. J J Sports Knitfab 3. Magan Agro Chemical 4. Magan Enterprises 5. Jaideep Jain HUF

For further details on our Promoter Group refer Chapter Titled “Financial Information of our Group Companies” beginning on page no.174 of Draft Red Hearing Prospectus.

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, see “*Financial Indebtedness*” on page 159. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares during the last three Financial Years preceding the filing of this Draft Red Herring Prospectus.

Section VI – Financial Information

Restated Financial Statement

INDEPENDENT AUDITOR’S REPORT ON RESTATED FINANCIAL STATEMENT

To,
The Board of Directors,
Grandmaa International Limited
HB No 65, Backside Govt. School,
Rahon Road, Village Khwajke, Basti Jodhewal,
Ludhiana, Punjab, India, 141007
(CIN: U17299PB2020PLC052529)

Dear Sir,

1. We have examined the attached Restated Financial Statements of Grandmaa International Limited, comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the years/periods ended March 31, 2024, March 31, 2023 and March 31, 2022 the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on 03rd June, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (“Draft Offer Document/Offer Document”) prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (“SME IPO”) prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Offer Document/Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Chandigarh in connection with the proposed SME IPO.

The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
3. We, K R Aggarwal & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and holds the peer review certificate dated 22nd October, 2021 valid till 30th September, 2024. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 2nd May 2024 in connection with the proposed IPO of the Company;

- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the period ended 31st March, 2024, 31st March 2023 and 31st March 2022 which has been approved by the Board of Directors. The Audit of financial statements of the Company for the year ended March 31, 2024 & March 31, 2023 was conducted by us and March 31, 2022 was conducted by M/s Vijay Sanjeev & Associates. Accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for March 31, 2024, March 31, 2023 and March 31, 2022.
 6. For the purpose of our examination, we have relied on:
 - a) Auditors' reports dated 14th June, 2024 and 07th August, 2023 issued by us for the period ended 31st March, 2024 and 31st March 2023 respectively issued by us and dated 23rd September, 2022 issued by M/s Vijay Sanjeev & Associates, on the financial statements of the Company as at and for the period ended 31st March 2022 as referred in Paragraph 5 above;
 7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:
 - a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
 - b) In accordance with the Act, ICDR Regulations and the Guidance Note.
 8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors on 03rd June, 2024 for the years/period ended March 31, 2024, March 31, 2023 and March 31, 2022.

Annexure V - Notes to the Restated Summary Financial Information;

- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
- b) Restated Statement of Long-Term Borrowings as appearing in Note B to this report;
- c) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note C to this report;
- d) Restated Statement of Short-Term Borrowings as appearing in Note D to this report
- e) Restated Statement of Trade Payables as appearing in Note E to this report;
- f) Restated Statement of Other Current Liabilities as appearing in Note F to this report;
- g) Restated Statement of Fixed Assets as appearing in Note G to this report;
- h) Restated Statement of Other Non-Current asset as appearing in Note H to this report;
- i) Restated Statement of Trade Receivables as appearing in Note I to this report;
- j) Restated Statement of Cash and Cash Equivalents as appearing in Note J to this report;
- k) Restated Statement of Inventories as appearing in Note K to this report;
- l) Restated Statement of Short-Term Loans and Advances as appearing in Note L to this report;
- m) Restated Statement of Other Current Assets as appearing in Note M to this report;
- n) Restated Statement of Revenue from Operations as appearing in Note N to this report;
- o) Restated Statement of Other Income as appearing in Note O to this report;
- p) Restated Statement of Raw Material Consumption as appearing in Note P to this report;
- q) Restated Statement of Change in Inventories as appearing in Note Q to this report;
- r) Restated Statement of Employee Benefit Expenses as appearing in Note R to this report;
- s) Restated Statement of Finance Cost as appearing in Note S to this report;

- t) Restated Statement of Depreciation & Amortization as appearing in Note T to this report;
 - u) Restated Statement of Other Expenses as appearing in Note U to this report;
 - v) Restated Statement of Contingent Liabilities as appearing in Note V to this report;
 - w) Restated Statement of Related Party Transactions as appearing in Note W to this report;
 - x) Restated Statement of Tax Shelter as appearing in Note X to this report;
 - y) Capitalization Statement as appearing in Note Y to this report;
 - z) Restated Statement of Mandatory Accounting Ratios as appearing in Note Z to this report;
 - aa) Restated Statement of Other Disclosures as per Schedule-III of the Companies Act, 2013 in Notes AA to this report
 - ab) Ratio Analysis as appearing in Note AB to this report
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Chandigarh in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
12. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For, K R Aggarwal & Associates;
Chartered Accountants
Firm Reg No: 030088N

Kanika Aggarwal
Designated Partner
Mem. No: 539337
UDIN: 24539337BKCRUN2962

Place: Ludhiana
Date: 14th June, 2024

Annexure-I: Restated Statement of Assets & Liabilities

(Rs. in Lakhs)

PARTICULARS	NOTES	31-03-2024	31-03-2023	31-03-2022
A] EQUITY AND LIABILITIES				
1. Shareholders' Funds				
(a) Share Capital	A	629.00	349.00	1.00
(b) Reserves & Surplus	A	1,496.34	551.25	64.38
(c) Share Application Money		-	-	248.00
		2,125.34	900.25	313.38
2. Non-current liabilities				
(a) Long-Term Borrowings	B	631.90	844.20	431.44
(b) Deferred Tax Liabilities (Net)	C	29.76	16.26	10.00
(c) Long term Liabilities		-	-	-
		661.66	860.45	441.44
3. Current liabilities				
(a) Short-term borrowings	D	1,443.16	865.51	317.62
(b) Trade payables	E			
(A) Total outstanding dues of micro enterprises and small enterprises; and		25.17	62.87	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		10.43	37.78	352.64
(c) Other Current Liabilities	H	156.86	592.23	25.46
		1,635.62	1,558.39	695.73
TOTAL EQUITY AND LIABILITIES		4,422.63	3,319.09	1,450.55
B] ASSETS				
1. Non-current assets				
(a) Property, Plant and Equipment's and Intangible Assets	G			
(I) Property, Plant and Equipment's				
(i) Gross Block		1,822.22	1,044.76	741.29
(ii) Depreciation		242.52	112.88	44.55
(iii) Net Block		1,579.70	931.88	696.74
(II) Intangible assets		-	-	-
(III) Capital Work-in-Progress		14.43	197.56	-
(IV) Intangible assets under development		-	-	-
(b) Non-Current Investment				
(c) Deferred tax Assets (Net)		-	-	-
(d) Long Term Loans and Advances		-	-	-
(e) Other Non-Current Assets	H	8.84	14.57	14.57
		1,602.97	1,144.01	711.31
2. Current assets				
(a) Trade Receivables	I	961.82	956.24	416.37
(b) Cash and Cash Equivalents	J	180.80	133.78	2.99
(c) Inventories	K	1,307.48	658.85	206.55
(d) Short-Term Loans and Advances	L	369.49	426.12	113.18
(e) Other Current Assets	M	0.06	0.09	0.14
		2,819.65	2,175.08	739.24
TOTAL ASSETS		4,422.63	3,319.09	1,450.55

As per our report of even date
For, K R Aggarwal & Associates
Chartered Accountants
Firm Reg No: 030088N
Sd/-
Kanika Aggarwal
Designated Partner
Membership No. 539337
UDIN: 24539337BKCRUN2962

For, Grandmaa International Limited
Sd/-
Jaideep Jain (Managing Director)
DIN: 09014220
Sd/-
Vinayak Mishra (CFO)
PAN: ALDPM3259P
Date: June 14, 2024
Place: Ludhiana

Sd/-
Seema Jain (Non- Executive Director)
DIN: 09014221
Sd/-
Sumita Uppal (CS)
PAN: ACNPU9175F

Annexure-II: Restated Statement of Profit and Loss

(Rs. in Lakh)

PARTICULARS	NOTES	31-03-2024	31-03-2023	31-03-2022
1. Revenue from operations	N	3,873.14	2,792.76	1,074.13
2. Other income	O	30.12	23.67	-
Total Incomes [1+2]		3,903.27	2,816.43	1,074.13
3. Expenditure:				
(a) Cost of Material Consumed	P	3,133.10	2,078.66	893.64
(b) Change in inventories of finished goods, work in progress and stock in trade	Q	(594.42)	(49.94)	(116.34)
(c) Employee benefit expenses	R	152.84	107.96	44.48
(d) Finance cost	S	214.50	85.67	22.02
(e) Depreciation and amortization expenses	T	129.64	68.33	44.55
(f) Other expenses	U	233.41	161.94	109.39
(g) Preliminary Expenses Amortisation	M	0.03	0.03	0.02
4.Total Expenditure 3(a) to 3(g)		3,269.11	2,452.65	997.76
5.Profit/(Loss) Before Exceptional & extraordinary items & Prior period expenses & Tax (2-4)		634.16	363.78	76.37
6.Exceptional and Extra-ordinary items		-	-	-
7.Profit/(Loss) Before Tax (5-6)		634.16	363.78	76.37
8. Tax expenses:				
(a) Tax Expense for Current Year		94.65	54.83	1.92
(b)Short/(Excess) Provision of Earlier Year		-	(0.36)	-
(c) Deferred Tax		13.51	6.64	10.00
Net Current Tax Expenses		108.16	61.10	11.92
9. Profit/ (Loss) for the year [7-8]		525.99	302.67	64.45
10.Basic Earning Per Share (Not Annualised)		9.86	11.65	644.45
11.Adjusted Earning Per Share (Not Annualised)		9.86	11.65	644.45

As per our report of even date
For, K R Aggarwal & Associates
Chartered Accountants
Firm Reg No: 030088N

For, Grandmaa International Limited
Sd/-
Jaideep Jain (Managing Director)
DIN: 09014220

Sd/-
Seema Jain (Non- Executive Director)
DIN: 09014221

Sd/-
Kanika Aggarwal
Designated Partner
Membership No. 539337
UDIN: 24539337BKCRUN2962

Sd/-
Vinayak Mishra (CFO)
PAN: ALDPM3259P

Sd/-
Sumita Uppal (CS)
PAN: ACNPU9175F

Date: June 14, 2024
Place: Ludhiana

Annexure-III: Restated Statement of Cashflow

(Rs. in Lakhs)

PARTICULARS	FOR THE YEAR/PERIOD ENDED		
	31-03-2024	31-03-2023	31-03-2022
(A) Cash Flow from Operating Activities:			
Net Profit before Tax	634.16	363.78	76.37
Adjustment for :			
Depreciation and amortization	129.64	68.33	44.55
Interest Paid	204.26	84.25	22.02
Interest Income	(7.10)	(0.65)	-
Earlier Year Provisions	-	(0.02)	-
Subsidy Received	(23.03)	(23.03)	-
Operating Profit/(loss) before Working Capital Changes	937.94	492.66	142.94
Changes in Working Capital			
(Increase)/Decrease in Trade Receivables	(5.58)	(539.88)	(415.97)
(Increase)/Decrease in Inventory	(648.63)	(452.30)	(206.55)
(Increase)/Decrease in Short Term Loans & Advances	56.63	(312.94)	(113.18)
(Increase)/Decrease in Other Current Assets	0.03	0.05	0.02
Increase/(Decrease) in Trade Payables	(65.04)	(252.00)	352.27
Increase/(Decrease) in Other Current Liabilities	(435.37)	566.77	25.38
Increase/(Decrease) in Long Term Liability	-	-	-
Cash generated from operations	(160.02)	(497.63)	(215.10)
Direct Taxes Paid	-94.65	-54.83	-1.92
Net cash flow from operating activities (A)	(254.67)	(552.46)	(217.03)
(B) Cash Flow from Investing Activities:			
Purchase of Fixed Assets including of CWIP	(603.01)	(501.02)	(741.29)
Investment Subsidy	-	207.23	-
Sale of Fixed Assets	8.68	-	-
(Purchase)/Sale of investments (Other non-current Asset)	5.73	-	(14.36)
Interest Income	7.10	0.65	-
Net cash flow from investing activities (B)	(581.51)	(293.15)	(755.65)
(C) Cash Flow from Financing Activities:			
Proceeds from Issue of Share Capital	722.12	348.00	-
Increase/(Decrease) in Short Term Borrowings	577.65	547.89	317.62
Increase/(Decrease) in Long Term Borrowings	(212.30)	412.75	381.28
Interest Paid	(204.26)	(84.25)	(22.02)
Share Money Pending Allotment	-	(248.00)	248.00
Adjustment in reserve and surplus	-	-	-
Net cash flow from financing activities (C)	883.20	976.40	924.89
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	47.02	130.79	(47.79)
Cash equivalents at the beginning of the year	133.78	2.99	50.79
Cash equivalents at the end of the year	180.80	133.78	2.99
(A) Cash Flow from Operating Activities:			
Net Profit before Tax	634.16	363.78	76.37

Notes: Reconciliation of Cash and Cash Equivalents

1.

PARTICULARS	31-03-2024	31-03-2023	31-03-2022
Component of Cash and Cash equivalents			
Cash on hand	2.00	4.48	2.73
Balance With banks	178.80	129.30	0.26
Total	180.80	133.78	2.99

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

As per our report of even date
For, K R Aggarwal & Associates
Chartered Accountants
Firm Reg No: 030088N

For, Grandmaa International Limited
Sd/-
Jaideep Jain (Managing Director)
DIN: 09014220

Sd/-
Seema Jain (Non- Executive Director)
DIN: 09014221

Sd/-
Kanika Aggarwal
Designated Partner
Membership No. 539337
UDIN: 24539337BKCRUN2962

Sd/-
Vinayak Mishra (CFO)
PAN: ALDPM3259P

Sd/-
Sumita Uppal (CS)
PAN: ACNPU9175F

Date: June 14, 2024
Place: Ludhiana

Annexure-IV: Summary Statement of Significant Accounting Policies & Notes to Restated Financial Information

Note No. 1: CORPORATE INFORMATION

Grandmaa International Limited is a Public limited company incorporated on 30.12.2020 and is having its registered office at HB No.65, Backside Govt. School, Rahon Road, Village Khwajke, Ludhiana (PB) - 141007. CIN of the Company is U17299PB2020PLC052529.

Note No. 2: SIGNIFICANT ACCOUNTING POLICIES

1) Basis of preparation of Restated Financial Statements

The restated financial statements of the Company comprise financial statement for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 that had been previously prepared and audited as per the requirements of Companies Act, 2013 and now restated as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR Regulations) issued by the Securities and Exchange Board of India (SEBI) on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992 and Guidance Note on reports in Company Prospectus (Revised 2019) (Guidance Note) issued by the Institute of Chartered Accountants of India (ICAI). The Financial Statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous years.

These statements have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") / Red Herring Prospectus ("RHP") / Prospectus in connection with its proposed initial public offering of equity shares.

The Restated Financial Information have been compiled by the Management from:

Financial Statements of the Company as at and for years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the IGAAP which has been approved by the Board of Directors in their meeting held on August 12, 2023 and September 30, 2022 respectively.

The Restated Financial Information have been prepared to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- i) Adjustments to the profits or losses of the earlier years for the changes in accounting policies if any to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years and of material errors, if any:
- ii) Adjustments for reclassification / regroupings of the corresponding items of income, expenses, assets and liabilities retrospectively in the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the requirements of the SEBI Regulations, if any ; and
- iii) The resultant impact of tax due to the aforesaid adjustments, if any.

2) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions considered in the reported amounts of the assets and liabilities as of the date of the financial statements, Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates.

3) REVENUE RECOGNITION

Revenue is recognized when it is realized or realizable and earned. Revenue is considered as realized or realizable and earned when it has persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured.

Revenue in respect of arrangements made for rendering services over a specific contractual term is recognized on a straight-line basis over the contractual term of the arrangement. In respect of arrangements which provide for an upfront payment followed by additional payments as certain conditions are met (milestone payments), the amount of revenue recognized is based on the services delivered in the period as stated in the contract. In respect of arrangements where fees for services rendered are success based (contingent fees), revenue is recognized only when the factor(s) on which the contingent fees is based actually occur.

4) BORROWING COSTS

In respect of fixed asset, borrowing costs attributable to assets are capitalized up to the date of installation and erection. All borrowing costs subsequent to installation & erection are charged to the Profit and Loss Account in the period in which such costs are incurred.

5) PROPERTY, PLANT & EQUIPMENT'S (TANGIBLE FIXED ASSETS AND DEPRECIATION)

a) Tangible fixed assets:

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, such as delivery and handling costs, installation, legal services and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use.

Depreciation on tangible fixed assets is computed as under:

The Company has calculated the Depreciation on the basis of useful life of Fixed Assets as per Schedule II of the Companies Act, 2013.

b) Intangible assets and amortization

Company does not own any Intangible Asset during the year under review.

c) Impairment of assets

The carrying values of assets of the Company's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognized, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor.

6) INVESTMENTS

Company has not made any investment during the year under review.

7) FOREIGN EXCHANGE TRANSACTIONS

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange difference arising on settlement thereof during the year is recognized as income or expenses in the Profit and Loss Account.

8) EMPLOYEE BENEFITS

Employee benefits are recognized as an expense at the undiscounted amount to be paid over the period of services rendered by the employees to the Unit.

9) INCOME TAX

- a. Taxes include taxes on income, adjustment attributable to earlier periods and changes in deferred taxes. Taxes are determined in accordance with enacted tax regulations and tax rates in force and in the case of deferred taxes at rates that have been substantively enacted.
- b. Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a period different from when they are recognized in the financial statements.
- c. Deferred tax assets are recognized with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilized. When the Group's entities carry forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognized only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realized.
- d. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced by the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilized.

10) PROVISIONS AND CONTINGENT LIABILITIES

- a. A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.
- b. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date.
- c. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
- d. Contingent liabilities are not recognized but are disclosed in the notes to the financial statement.
- e. A contingent asset is neither recognized nor disclosed.

11) SEGMENT REPORTING

- a. Segment revenues, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the Segment.
- b. Revenue, expenses, assets and liabilities, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, are included under "Unallocated Revenue/Expenses/Assets/Liabilities".

NOTE – A

RESTATED STATEMENT OF SHARE CAPITAL & RESERVES AND SURPLUS

(Amt. in Rs. Lakhs, Except Share Data)

PARTICULARS	31-03-2024	31-03-2023	31-03-2022
Share Capital			
Authorised Share Capital			
Equity shares of Rs.10 each	1,50,00,000	50,00,000	25,00,000
Add: Increase Authorised Capital 1,65,00,000 Equity Share of Rs 10/- each	1,00,00,000	25,00,000	23,50,000
Equity Share Capital	1,500.00	500.00	250.00
Issued, Subscribed and Paid up Share Capital			
Equity Shares of Rs. 10 each fully paid up	62,90,000	34,90,000	10,000
Share Capital (in Rs.)	629.00	349.00	1.00
Total	629.00	349.00	1.00
Reserves and Surplus			
Share Premium	442.12	-	-
Less: Bonus Share Issued on 06th December 2023	442.12	-	-
Surplus in Profit and Loss account			
Balance as per the last financial statements	367.05	64.38	(0.07)
Profit for the Year	525.99	302.67	64.45
Balance as at the end of Financial Year	893.05	367.05	64.38

1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. Company does not have any Revaluation Reserve.
4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	31-03-2024	31-03-2023	31-03-2022
Number of shares at the beginning of the year	34,90,000	10,000	10,000
Add: Fresh Issue of shares	28,00,000	34,80,000	-
Number of shares at the end of the year	62,90,000	34,90,000	10,000

5. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	31-03-2024	31-03-2023	31-03-2022
Jaideep Jain	62,82,450	34,82,500	7,500
Seema Jain	7,500	7,500	2,500

6. Promoter's Shareholding

Shares held by Promoters at the end of the years 31.03.2024

Name	No. of Shares	% of Total Shares	% Change During the Year
Jaideep Jain	62,82,450	99.88%	0.09%
Seema Jain	7,500	0.12%	-0.10%

Shares held by Promoters at the end of the years 31.03.2023

Name	No. of Shares	% of Total Shares	% Change During the Year
Jaideep Jain	34,82,500	99.79%	24.79%
Seema Jain	7,500	0.21%	-24.79%

Shares held by Promoters at the end of the years 31.03.2022

Name	No. of Shares	% of Total Shares	% Change During the Year
Jaideep Jain	7,500	75.00%	0.00%
Seema Jain	2,500	25.00%	0.00%

NOTE – B

RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
(a) Term loans (Secured)			
SBI Term Loan	-	333.33	416.67
SIDBI Term Loan	174.12	237.48	-
SIDBI Term Loan	189.00	255.60	-
IDBI Term Loan	267.80	-	-
(b) Inter corporate Deposit (Unsecured)	-	-	-
Total	630.92	826.41	416.67
(b) Loans and advances from related parties & Others (Unsecured)	-	-	-
(i) From Directors	0.98	17.79	14.78

Sub-total (b)	0.98	17.79	14.78
Total (a+b)	631.90	844.20	431.44

NOTE-C

RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES (Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Opening Balance (A)			
Opening Balance of Deferred Tax (Asset) / Liability	16.26	10.00	76.09
Closing Balances (B)			
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	29.76	16.26	10.00
Closing Balance of Deferred Tax (Asset) / Liability (B)	29.76	16.26	10.00
Current Year Provision (B-A)	(13.51)	(6.26)	(10.00)

NOTE-D

RESTATED STATEMENT OF SHORT TERM BORROWINGS (Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Current Maturity of Long Term Debts			
SBI Term Loan	-	83.33	83.33
SIDBI Term Loan	63.36	47.52	-
SIDBI Term Loan	66.60	44.40	-
IDBI Term Loan	74.44	-	-
Secured Loan From Bank			
SBI - Cash Credit	-	538.79	234.29
HDFC Bank Limited- Cash Credit	-	151.47	-
IDBI Bank Limited- Cash Credit	1,238.76	-	-
Total	1,443.16	865.51	317.62

NOTE – E

RESTATED STATEMENT OF TRADE PAYABLES (Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Trade Payables			
Outstanding due to Micro and Small Enterprises (A)	25.17	62.87	0.00
Outstanding due to Creditors other than Micro and Small Enterprises (B)	10.43	37.78	352.64
Total (A+B)	35.60	100.64	352.64

1. Trade Payables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	25.17	-	-	-	25.17
(ii)Others	4.16	6.28	-	-	10.43
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

2. Trade Payables ageing schedule as on 31.03.2023

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	62.87	-	-	-	62.87
(ii)Others	25.29	12.48	-	-	37.78
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

3. Trade Payables ageing schedule as on 31.03.2022

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-
(ii)Others	352.64	-	-	-	352.64
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.

NOTE – F

RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Other Current Liabilities			
Statutory Dues			
TDS/TCS Payable	7.21	7.75	4.66
Other Statutory Dues	0.24	-	0.03
Other Liabilities			
Suppliers of Capital Goods	1.78	123.76	-
Advance received form Customers	5.91	0.78	-
Expense Payable	29.68	405.12	15.09
Interest Accrued but not due	17.38	-	3.76
Short Term Provisions			
Provision for Income Tax	94.65	54.83	1.92
Total	156.86	592.23	25.46

NOTE – G
RESTATED STATEMENT OF FIXED ASSETS
F.Y. 2021-22

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2021	Additions	Sales/Transfer/Incentive from TRIFAC	As at 31.03.2022	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Property, Plant and Equipment										
Land	-	-	-	-	-	-	-	-	-	-
Land development	-	-	-	-	-	-	-	-	-	-
Factory Building	-	-	-	-	-	-	-	-	-	-
Plant and Machinery										
Electric Installation	-	2.90	-	2.90	-	0.14	-	0.14	2.76	-
Machinery	-	714.39	-	714.39	-	42.80	-	42.80	671.59	-
Office equipment's	-	1.23	-	1.23	-	0.19	-	0.19	1.04	-
Furniture and fixtures	-	2.42	-	2.42	-	0.47	-	0.47	1.95	-
Vehicle	-	0.71	-	0.71	-	0.02	-	0.02	0.69	-
Generator	-	18.90	-	18.90	-	0.86	-	0.86	18.04	-
Computer	-	0.74	-	0.74	-	0.07	-	0.07	0.67	-
Total	-	741.29	-	741.29	-	44.55	-	44.55	696.74	-

Capital work in progress

Particulars	2021				2022				
	As at 01.04.2021	Additions	Transfer to PPE	As at 31.03.2022	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 31.03.2021
Plant and Machinery	-	-	-	-	-	-	-	-	-
Grand Total	-	741.29	-	741.29	-	44.55	-	44.55	696.74
Previous Year	-	-	-	-	-	-	-	-	-

F.Y. 2022-2023

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2022	Additions	Sales/Transfer/Incentive from TRIFAC	As at 31.03.2023	As at 01.04.2022	Additions	Deletions	As at 31.03.2023	As at 31.03.2022	
Property, Plant and Equipment										
Land										
Land development										
Factory Building										
Plant and Machinery										
Electric Installation	2.9	11.2		14.1	0.1	0.3		0.5	13.6	
Machinery	714.3	280.0		994.4	42.	65.3		108.1	886.3	
Office equipment's	1.2	9.1		10.3	0.1	0.3		0.5	9.8	
Furniture and fixtures	2.4	1.4		3.9	0.4	0.2		0.7	3.2	
Vehicle	0.7	0.0		0.7	0.0	0.0		0.0	0.6	

Generator	18.9			18.9	0.8	1.7		2.5	16.3	18.0
Computer	0.74	1.38	-	2.12	0.07	0.32	-	0.39	1.73	0.67
Software	-	0.04	-	0.04	-	-	-	-	0.04	-
Total	741.29	303.46	-	1044.76	44.55	68.33	-	112.88	931.88	696.74

Capital work in progress

Particulars	As at 01.04.2022	Additions	Transfer to PPE	As at 31.03.2023	As at 01.04.2022	Additions	Deletions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Plant and Machinery	-	197.56	-	197.56	-	-	-	-	197.56	-
Total	741.29	501.02	-	1242.31	44.55	68.33	-	112.88	1129.44	696.74
Previous Year	-	741.29	-	741.29	-	44.55	-	44.55	696.74	-

F.Y. 2023-2024

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2023	Additions	Sales/Transfer/Incentive from TRIFAC	As at 31.03.2024	As at 01.04.2023	Additions	Deletions	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
Property, Plant and Equipment										
Land	-	276.11	-	276.11	-	-	-	-	276.11	-
Elevator	-	6.13	-	6.13	-	0.38	-	-	5.75	-
Factory Building	-	68.41	-	68.41	-	3.48	-	-	64.93	-
Plant and Machinery										
Electric Installation	14.19	4.43		18.62	0.50	1.64		2.14	16.48	13.69

Machinery	994.47	423.97	8.68	1,409.7	108.12	120.06	0.56	227.63	1,182.13	886.34
Office equipment's	10.39	1.30		11.69	0.51	1.64		2.15	9.53	9.88
Furniture and fixtures	3.91	4.81		8.71	0.70	0.45		1.15	7.56	3.21
Vehicle	0.73	0.14		0.87	0.08	0.07		0.16	0.71	0.65
Generation	18.90			18.90	2.56	1.71		4.27	14.63	16.34
Computer	2.12	0.86		2.98	0.39	0.74		1.13	1.85	1.73
Software	0.04			0.04	-	0.04		0.04	-	0.04
Total	1,044.76	786.14	8.68	1,822.22	112.88	130.20	0.56	242.52	1,579.70	931.88

Capital work in progress

Particulars	As at 01.04.2023	Additions during the year	Transfer to PPE during the year	As at 31.03.2024	As at 01.04.2023	Additions during the year	Deletions during the year	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
Plant and Machinery	197.56	-	197.56	-					-	197.56
Electrical Equipment's	-	14.43		14.43					14.43	-
	197.56	14.43	197.56	14.43	-	-	-	-	14.43	197.56
Total	1,242.31	800.57	206.24	1,836.65	112.88	130.20	0.56	242.52	1,594.13	1,129.44
Previous Year	741.29	501.02	-	1,242.31	44.55	68.33	-	112.88	1,129.44	696.74

NOTE – H

RESTATED STATEMENT OF OTHER NON CURRENT ASSET

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Security Deposit :	8.84	14.57	14.57
Total	8.84	14.57	14.57

NOTE – I

RESTATED STATEMENT OF TRADE RECEIVABLES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Trade Receivables			
Unsecured Considered good			
- Trade Receivables outstanding for a period exceeding six month from the due date of transaction	250.43	176.37	2.64
- Due from Director, Related parties/ Group Company etc.			
- Others			
Unsecured Considered Doubtful	711.39	779.88	413.73
- Trade Receivables outstanding for a period exceeding six month from the due date of transaction			
- Due from Director, Related parties/ Group Company etc.			
- Others			
Total	961.82	956.24	416.37

1. Trade Receivables ageing schedule AS AT 31.03.2024

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	711.39	126.52	123.91			961.82
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

2. Trade Receivables ageing schedule AS AT 31.03.2023

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i)Undisputed Trade receivables – considered good	779.88	139.29	37.08	-	-	956.24
(ii)Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

3. Trade Receivables ageing schedule AS AT 31.03.2022

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	413.73	2.64	-	-	-	416.37
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

NOTE – J

RESTATED STATEMENT OF CASH & CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Cash and Cash Equivalents			
Cash on Hand	2.00	4.48	2.73
Cheque in Hand			
Cheque in Hand	65.75	-	-
Balances with Banks			
In Current account with Schedule Bank	3.47	0.82	0.26
Fixed Deposit with Schedule Bank	109.58	128.48	-
Total	180.80	133.78	2.99

NOTE – K

RESTATED STATEMENT OF INVENTORIES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Stock of Raw Material and Stock in Trade			
Raw Material	395.23	341.02	90.20
Semi-Finished Goods	504.87	174.89	96.26
Finished Goods	407.38	142.94	20.09
Other Stock	-	-	-
Total	1307.48	658.85	206.55

NOTE – L

RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Balance with Revenue Authorities			
Deposit with government department	0.78	8.55	0.21
GST Receivable	15.96	66.46	97.53
Other Current Assets			
Prepaid Expense	4.13	27.84	4.30
Advances for Capital Goods	106.00	244.15	-
Unsecured, Considered Good unless otherwise stated			
Advance to Suppliers	238.37	73.91	10.94
Advance to employees & others	4.25	5.22	0.20
Total	369.49	426.12	113.18

NOTE – M

RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Preliminary Expenses			
Opening Expense	0.09	0.14	0.16
Less: Written off During the Years	0.03	0.03	0.02
Less: Provision for Earlier Years	-	0.02	-
Total	0.06	0.09	0.14

NOTE – N

RESTATED STATEMENT OF REVENUE FROM OPERATIONS

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Sale of products	3873.14	2792.76	1074.13
Total	3873.14	2792.76	1074.13

NOTE – O

RESTATED STATEMENT OF OTHER INCOME

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Interest earned	7.10	0.65	-
Subsidy Earned	23.03	23.03	-
Total	30.12	23.67	-

NOTE – P

RESTATED STATEMENT OF COST OF MATERIAL CONSUMED

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Opening Stock of Raw Material and packing	341.02	90.20	
Add: Purchase of Materials	3183.74	2177.30	974.68
Add: Custom Duty on Import of Goods	3.57	0.05	9.16
Add: Stock Transferred Thru Slump Sale Agreement	-	152.13	-
Less: Closing Stock of Raw Material and Packing	395.23	341.02	90.20
Total	3133.10	2078.66	893.64

NOTE – Q

RESTATED STATEMENT OF CHANGE IN INVENTORIES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Opening Balance of Stock			
(i) Finished Goods	142.94	20.09	-
(ii) Work-in-progress	174.89	96.26	-
Total	317.83	116.34	-
Stock Transfer Thru Slump Agreement:			
(i) Finished Goods	-	83.38	-
(ii) Work-in-progress	-	68.16	-
Total	-	151.54	-
Less: Closing Balance of Stock			
(i) Finished Goods	407.38	142.94	20.09
(ii) Work-in-progress	504.87	174.89	96.26
Total	912.25	317.83	116.34
Increase/(Decrease) in Stock	(594.42)	(49.94)	(116.34)

NOTE – R

RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Wages and other allowances	69.50	47.29	19.28
Salary and other allowances	82.51	59.67	24.94
Contribution to provident fund	0.71	0.84	0.19

Contribution to employee state insurance	0.12	0.15	0.06
Total	152.84	107.96	44.48

NOTE – S

RESTATED STATEMENT OF FINANCE COST

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Interest Exp.			
Interest on working capital	109.50	41.36	7.33
Interest on Term Loan	88.91	42.59	14.66
Interest Other	5.85	0.30	0.03
Other Borrowing Cost			
Bank Charges	10.24	1.43	-
Total	214.50	85.67	22.02

NOTE – T

RESTATED STATEMENT OF DEPRECIATION & AMORTISATION

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Depreciation and Amortisation Expenses	129.64	68.33	44.55
Total	129.64	68.33	44.55

NOTE – U

RESTATED STATEMENT OF OTHER EXPENSES

(Rs. in Lakhs)

Particulars	31-03-2024	31-03-2023	31-03-2022
Manufacturing Expenses			
Power & Fuel Consumed	46.88	32.46	26.70
Stores & Spares consumed	25.56	6.68	-
Factory Expense	9.67	5.76	3.57
Total (A)	82.11	44.90	30.27
Directors Remuneration			
To Directors	28.25	12.75	18.00
Total (B)	28.25	12.75	18.00
Administrative Expenses			
Building Repair & Maintenance	0.62	2.57	-
Cleaning Expenses	4.20	3.97	-
Consultation Charges	-	9.40	-
Computer Repair & Maintenance	0.34	-	-
Electric repair & Maintenance	1.15	0.22	-
Festival Expenses	0.51	0.44	0.60
Foreign Exchange Fluctuation	7.82	-	-
Guest House Expenses	12.07	12.31	-
Generator Repair & Maintenance	0.33	-	-
Legal & Professional Expenses	13.35	1.03	1.03
Fees & Taxes	2.17	0.25	3.07
Rent	13.55	31.64	31.75
Insurance Charges	7.68	6.68	2.75
Loss On Sales of Fixed Assets	0.52	-	-
Public Issue Expenses	10.11	-	-
Security Service Expenses	3.24	3.24	2.81
Staff Welfare Expenses	3.10	2.22	0.11
Telephone Expenses	0.35	0.27	0.45
Misc. Exp.	0.59	0.02	1.04
Postage & Telegram	0.96	0.51	0.31
Printing & Stationery	0.68	0.39	0.29
Machinery Repairs	2.29	0.98	0.10

Office Maintenance Expenses	0.14	0.12	-
Rebate & Discount	0.91	0.80	-
Travelling Expenses (Directors)	5.73	2.61	1.27
Travelling Expenses (Directors)	0.35	0.26	-
Auditor's Remuneration	0.40	0.40	0.20
Total (C)	93.16	80.34	45.77
Selling and Distribution Expenses			
Freight and forwarding expenses	8.21	6.88	4.56
Advertisement	1.10	0.23	-
Packing Material Consumed	0.87	-	-
Packing Expenses	7.57	7.39	2.19
Total (D)	17.75	14.51	6.75
Other Expenses			
Bank Charges	4.64	7.57	8.60
Fees For Increase in Authorised Capital	7.50	1.88	-
Total (E)	12.14	9.45	8.60
Total	233.41	161.94	109.39

NOTE – V

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Rs. in Lakhs)

Particulars	As at		
	31-03-2024	31-03-2023	31-03-2022
Contingent liabilities in respect of:			
Claims against the company not acknowledged as debts (TDS Defaults)	-	-	-
Guarantees given on Behalf of the Company	12.85	-	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for)	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
Total	12.85	-	-

NOTE – W

RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

b) List of Related parties

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Sr. No.	Name of the Person / Entity	Relation
1	Jaideep Jain	KMP
2	Seema Jain	KMP
3	Goldstone International	Associate Concern
4	P C Jain Overseas	Associate Concern
5	Goldstone International Private Limited	Associate Concern

(a) Transaction with related Parties :-**(Rs. In Lakhs)**

SI No.	Particulars	For the financial year/period ended		
		31.03.2024	31.03.2023	31.03.2022
1	Jaideep Jain			
i)	Director Remuneration	27.75	6.75	12.00
ii)	Rent	9.65	31.93	30.00
2	Seema Jain			
i)	Director Remuneration	0.50	6.00	6.00
3	Goldstone International			
i)	Purchases	0.55	28.70	147.69
ii)	Sales	-	0.04	-
4	P C Jain Overseas			
i)	Purchases	-	-	25.82
5	Goldstone International Private Limited			
i)	Purchases	79.78	92.04	-
ii)	Sales	102.37	18.83	-

NOTE –X**RESTATED STATEMENT OF TAX SHELTER****(Rs. In Lakhs)**

Particulars	As at		
	31-03-2024	31-03-2023	31-03-2022
Restated profit before tax as per books (A)	634.16	363.78	76.37
Tax Rates			
Income Tax Rate (%)	17.16%	17.16%	17.16%
Minimum Alternative Tax Rate (%)	0.00%	0.00%	0.00%
Adjustments :			
Other Allowed Items (Brought Forward Losses)		0.00	0.07
Disallowed	-	-	0.12
Timing Difference ©			
Book Depreciation	129.64	68.33	44.55
Income Tax Depreciation allowed	219.70	112.60	108.64
Total Timing Difference	(90.06)	(44.28)	(64.09)
Net Adjustment D= (B+C)	(90.06)	(44.28)	(64.03)
Tax Expenses			
Income from Capital Gains (E)	0		
Income from Other Sources			
Bank Interest			-
Interest Received on I. Tax Refund			-
Deduction under chapter VI (H)			-
Taxable Income/(Loss) (A+D+E+G+H)	544.10	319.50	12.33
Income Tax on Above	93.37	54.83	2.12
MAT on Book Profit		0.00	0.00
Tax paid as per normal or MAT	Normal	Normal	Normal
Interest Payable			
Total Provision for Tax	93.37	54.83	2.12

NOTE - Y
CAPITALISATION STATEMENT

(Amt. Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	1443.16	*
Long Term Debt (B)	631.90	*
Total debts (C)	2075.06	*
Shareholders' funds		
Equity share capital	629.00	*
Reserve and surplus - as restated	1496.34	*
Total shareholders' funds	2125.34	*
Long term debt / shareholders' funds (in Rs.)	0.30	*
Total debt / shareholders' funds (in Rs.)	0.98	*

*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

NOTE – Z
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Rs. in Lakhs except Per Share Data)

Particulars	31-03-2024	31-03-2023	31-03-2022
Net Worth (A)	2,125.34	900.25	313.38
Adjusted Profit after Tax (B)	525.99	302.67	64.45
Number of Equity Share outstanding as on the End of Year (C)	62,90,000	34,90,000	10,000
Weighted average no of Equity shares at the End of the Year (D)	53,33,715	25,98,164	10,000
Face Value per Share			
Restated Basic Earnings Per Share (Rs.) (B/D)	9.86	11.65	644.45
Restated Diluted Earnings Per Share (Rs.) (B/D)	9.86	11.65	644.45
Return on Net worth (%) (B/A)	24.75%	33.62%	20.56%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	33.79	25.80	3,133.80
Net asset value per share (A/D) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	39.85	34.65	3,133.80
EBITDA	978.30	517.77	142.94

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.

(b) Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS.

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year.

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year 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/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

NOTE NO. AA

Restated Statement of Other Disclosures as per Schedule-III of the Companies Act, 2013

1. Value of imports calculated on C.I.F basis by the company during the financial year in respect of

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) Raw materials	62.79	0.23	34.76
TOTAL	62.79	0.23	34.76

2. Expenditure in foreign currency during the financial year

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) Raw Material Purchase Expense	-	-	-
TOTAL	-	-	-

3. Earnings in foreign exchange

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) Export of goods	-	-	-
TOTAL	-	-	-

4. Auditors' Remuneration

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) For Audit Fees	0.40	0.40	0.20
ii) For Other Services	0.40	-	-
TOTAL	0.80	0.40	0.20

5. Foreign Exchange exposure as on year end are as under:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) Amount Receivable	-	-	-
ii) Advance Received for supply of Goods	-	-	-
TOTAL	-	-	-

6. Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i) Gross amount required to be spent by the company	-	-	-
ii) Amount spent are as under:	-	-	-
a) Construction / Acquisition of Assets	-	-	-
- In cash	-	-	-
- Yet to be paid	-	-	-
b) On purpose other than (a) above	-	-	-
- In cash	-	-	-

- Yet to be paid	-	-	-
iii) Disclosure of unspent amount	=	-	-
Opening Balance	-	-	-
Amount deposited in Specified Fund of Sch. VII*	-	-	-
Amount required to be spent during the year	-	-	-
Amount spent during the year	-	-	-
Closing Balance	--	-	-

NOTE – AB

RATIO ANALYSIS AND ITS ELEMENTS

(Rs. in Lakhs except Per Share Data)

Particulars	Note	31-03-2024	31-03-2023	31-03-2022
1. Current Ratio	1	1.72	1.40	1.06
2. Debt Equity Ratio	2	0.98	1.90	2.39
3. Debt Service Coverage Ratio	3	2.57	3.06	6.49
4. Return On Equity Ratio	4	34.77%	62.69%	194.36%
5. Inventory Turnover ratio	5	2.58	4.69	7.53
6. Trade Receivable Turnover Ratio	6	4.04	4.07	5.15
7. Trade Payable Turnover Ratio	7	46.74	9.61	5.52
8. Net Capital Turnover Ratio	8	4.30	8.46	22.76
9. Net Profit Ratio	9	13.58%	10.84%	6.00%
10. Return on Capital Employed	10	30.08%	17.06%	9.17%
11. Return On Investment	11	11.89%	9.12%	4.44%

NOTES OF CALCULATION	31-03-24	31-03-23	31-03-22
1. Current Ratio			
Current assets	2819.65	2175.08	739.24
Current liabilities	1635.62	1558.39	695.73
Ratio	1.72	1.40	1.06
2. Debt Equity Ratio			
Debt	2075.06	1709.71	749.07
Equity	2125.34	900.25	313.38
Ratio	0.98	1.90	2.39
3. Debt Service Coverage Ratio			
EBITDA	985.80	519.65	142.94
Principal + Interest	380.85	169.01	22.02
Ratio	2.59	3.07	6.49
4. Return On Equity Ratio			
NPAT	533.49	304.55	64.45
Average Shareholders' Equity	1512.80	482.82	33.16
Ratio	35.27%	63.08%	194.36%
5. Inventory Turnover ratio			
COGS	2538.68	2028.72	777.30
Average Inventory	983.17	432.70	103.27
Ratio	2.58	4.69	7.53
6. Trade Receivable Turnover Ratio			
Sales	3873.14	2792.76	1074.13
Average Debtors	959.03	686.31	208.38
Ratio	4.04	4.07	5.15
7. Trade Payable Turnover Ratio			
Purchase	3183.74	2177.30	974.68
Average Creditors	68.12	226.64	176.51
Ratio	46.74	9.61	5.52

8. Net Capital Turnover Ratio			
Sales	3873.14	2792.76	1074.13
Average Working Capital	900.37	330.10	47.20
Ratio	4.30	8.46	22.76
9. Net Profit Ratio			
NPAT	533.49	304.55	64.45
Revenue from Operation	3873.14	2792.76	1074.13
Ratio	13.77%	10.90%	6.00%
10. Return on Capital Employed			
EBIT	845.92	449.90	98.38
Capital Employed	2787.00	2626.22	1072.44
Ratio	30.35	10.90%	9.17%
11. Return On Investment			
Return	533.49	304.55	64.45
Investment	4422.63	3319.09	1450.55
Ratio	12.06%	9.18%	4.44%

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the year ended on March 31,2024, March 31, 2023 and March 31,2022. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red herring Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 15 of this Draft Red herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Grandma International Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for the Financial Year 2023-24, Financial Years 2022-23 and 2021-22 included in this Draft Red herring Prospectus beginning on page 126 of this Draft Red herring Prospectus.

BUSINESS OVERVIEW

Our company, an ISO 9001:2015 certified entity accredited by the International Accreditation Service (IAS), specializes in the manufacturing of shoe vamps (uppers), Knitted Fabrics, pullovers, sweaters, and covered yarn. we also produce knitted Fabric and trade primarily yarns exclusively for B2B markets. Our fabric manufacturing is focused on two main segments: footwear industries and garments industries. Currently, Grandma International Limited manufacture a variety of knitted fabric, knitted and woven shoe uppers and garments, including sweaters, knitted jackets, pullovers, sweatshirts, and lowers. Although the garment segment was only recently launched in FY23, the footwear segment as well as knitted Fabrics still constitutes the majority of our revenue.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

After the date of last financial period i.e. March 31, 2024 there is no any significant development occurred in the Company except mentioned below.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company’s future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Changes in Fiscal, Economic or Political conditions in India
3. Company’s inability to retain the experienced staff
4. Failure to adapt the changing technology in our industry of operation may adversely affect our business
5. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate
6. Competition with existing and new entrants

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, “Annexure IV” beginning under Chapter titled “Restated Financial Information” beginning on page 126 of the Draft Red herring Prospectus.

RESULTS OF KEY OPERATIONS

(₹ in lakhs)

Particulars	For the year ended on		
	31.03.2024	31.03.2023	31.03.2022
Income from continuing operations			
Revenue from operations	3,873.14	2,792.76	1,074.13
Total Revenue	3,873.14	2,792.76	1,074.13
% of growth	38.69	160.00	-

Other Income	30.12	23.67	-
% total Revenue	0.77	0.84	-
Total Revenue	3,903.26	2,816.43	1,074.13
	38.59	162.21	
Expenses			
Cost of Material Consumed	2,538.68	2,028.72	777.3
% of Revenue from operations	65.55	72.64	72.37
Employee benefits expense	152.84	107.96	44.48
% Increase/(Decrease)	41.57	142.72	
Finance Costs	214.50	85.67	22.02
% Increase/(Decrease)	150.38	289.06	
Other expenses	233.44	161.97	109.41
% Increase/(Decrease)	44.13	48.04	
Depreciation and amortisation expenses	129.64	68.33	44.55
% Increase/(Decrease)	89.73	53.38	
Total Expenses	3,269.10	2,452.65	997.76
% to total revenue	83.75	87.08	92.89
EBDITA	978.30	517.78	142.94
% to total revenue	25.06	18.38	13.31
Restated profit before tax from continuing operations	634.16	363.78	76.37
Exceptional Item			
Total tax expense	108.16	61.10	11.92
Restated profit after tax from continuing operations	526.00	302.68	64.45
% to total revenue	13.67	10.81	6.00

COMPARISON OF F.Y. 2023-24 WITH F.Y. 2022-23:

Income from Operations

Our company, an ISO 9001:2015 certified entity accredited by the International Accreditation Service (IAS), specializes in the manufacturing of shoe vamps (uppers), pullovers, sweaters, and covered yarn. Additionally, we produce knitted Fabric and trade primarily yarns, exclusively for B2B markets. We are manufacturing a variety of knitted fabric, knitted and woven shoe uppers and garments, including sweaters, knitted jackets, pullovers, sweatshirts, and lowers. Although the garment segment was only recently launched in FY23, the footwear segment as well as knitted Fabrics still constitutes most of our revenue. Our fabric manufacturing is focused on two main segments: footwear industries and garments industries. The Product wise break up of revenue is as follow:

Particulars	2023-24		2022-23		2021-22	
	Amount	%	Amount	%	Amount	%
Yarn	107.78	2.78%	113.07	4.05%	124.67	11.61%
Knitted Fabrics	2679.84	69.19%	1072.38	38.40%	218.14	20.31%
Machine	-	-	-	-	127.2	11.84%
Shoe's Upper	689.26	17.80%	1139.13	40.79%	604.12	56.24%
Readymade Garments	384.99	9.94%	466.18	16.69%	-	-
Job Work	11.27	0.29%	2.00	0.07%	-	-
Total	3873.14	100.00%	2792.76	100.00%	1074.13	100.00%

In the F.Y. 2023-24, the Company's total revenue was ₹3873.14 Lakhs, which is increased by 38.69% in compare to total Income from operations of ₹ 2792.76 Lakhs in F.Y. 2022-23. Revenue increased during FY 2024, due to increase in the business of knitted fabrics from Rs 1072.38 Lakhs in FY 2022-23 to ₹2679.84 lakhs

in FY 2023-24. The Company had concentrated in producing the Knitted Fabrics which is also used for converting in to Shoe vamps.

Other Income

The other Income for the FY 2023-24 was ₹30.12 lakhs which was ₹23.67 lakhs in the FY 2021-22. The other income includes subsidy received and Interest earned on the fixed deposit.

Expenditure:

Cost of Material Consumed

The Cost of Material Consumed for F.Y. 2023-24 was ₹2538.68 Lakhs against the cost of Material Consumed of ₹2028.72 lakhs in F.Y. 2021-22. The cost of material consumed was 65.55 % of the total revenue from operations in F.Y 2023-24 as against 72.64 % of total revenue from Operations in F.Y 2022-23. During the FY 2023-24, our company utilized Rappier Jacquard weaving Machines for manufacturing of shoe Vamps and Knitted Fabrics. Since, these being technically latest machine and quality of products is better, we are getting good margins on the products being manufactured on these machines as the competition is very less. Because of increase of margin, the Cost of material consumed is less in FY 2023-24.

Employee Benefits Expenses:

The Employee expenses for F.Y. 2023-24 was ₹152.84 lakhs against the expenses of ₹107.96 lakhs in F.Y. 2022-23 showing increase by 41.57%. The Company had 53 no of employees in the FY 2023-24 as against 47 no of employees in the FY 2022-23. Apart from increase in number of employees, the yearly increment increase the Employee cost.

Finance Cost:

The Finance Cost for the F.Y. 2023-24 was ₹214.50 Lakhs against the cost of ₹85.67 lakhs in the F.Y. 2022-23 showing increase of 150.38%. The working Capital limit was increased and the outstanding as on March 31,2024 was ₹1238.76 lakhs as against the outstanding loan of ₹690.26 Lakhs as on March 31, 2023. The interest on the term loan in 2023-24 was for full year as against the interest on term loan in FY 2022-23 was for part of the year.

Other Expenses

Other Expenses increased to ₹233.44 lakhs for F.Y. 2023-24 against ₹161.97 lakhs in F.Y. 2022-23 showing increase of 44.13%. The Increase in the Other expenses in the FY 2023-24 was on account of increase in the Power and fuel cost, Director's Remuneration and Stores and spares consumption in comparison to FY 2022-23.

Depreciation and Amortisation Expenses:

The Depreciation for F.Y. 2023-24 was ₹129.64 lakhs as compared to ₹68.33 lakhs for F.Y. 2022-23. The depreciation increased by 129.64 % in F.Y. 2023-24 as compared to F.Y. 2022-23. The depreciation in FY 2022-23 was increased on account of addition of the Fixed assets by ₹786.14 lakhs in FY 2023-24 which was ₹303.46 lakhs in FY 2022-23.

EBIDTA

The EBITTA for F.Y. 2023-24 was ₹978.30 lakhs as compared to ₹517.78 lakhs for F.Y. 2022-23. The EBIDTA was 25.06% of total Revenue in FY 2023-24 as compared to 18.38% in F.Y. 2022-23. EBIDTA has improved due to improves in material consumption ratios to sales from 72.64% in FY 2022-23 to 65.5% in FY 2023-24 and increase in the business by 38.69% in FY 2023-24 in comparison to FY 2022-23. The Product mix has changed and increase the sale of knitted Fabrics in FY 2023-24 in comparison of FY 2022-23. The increase in the capacity utilization in FY 2023-24 in comparison of FY 2022-23 was also contributed in increase in the EBIDTA of the Company.

Profit after Tax (PAT)

PAT is ₹526.00 lakhs for the F.Y. 2032-24 in compared to ₹302.68 lakhs in F.Y. 2022-23. The PAT was 13.67% of total revenue in F.Y. 2023-24 compared to 10.81% of total revenue in F.Y. 2022-23. The Profit margin has increased on account of change in the product mix resulting in to reduction of material cost and better utilization of installed capacity of the plant.

COMPARISON OF F.Y. 2022-23 WITH F.Y. 2021-22:

The Company has started the Operation in FY 2021-22 and the entire plant and machineries were not installed. Out of the total plant and machineries of ₹1409.76 Lakhs, in The FY 2021-22 the Company had plant and machineries of ₹714.39 lakhs. The Comparison does not give the real comparison.

Income from Operations

We are manufacturing Shoe Upper and Knitted Fabrics and readymade Garments. In F.Y. 2022-23, the Company's total revenue was ₹2792.76 Lakhs, which is increased by 160.00% in comparison of total Income of ₹1074.13 lakhs in to F.Y. 2021-22. The total turnover of FY 2022-23 consists of Turnover of Knitted Yarn of ₹1072.23 lakhs, 1139.13 Lakhs of ₹1139.13 lakhs, Readymade garments of ₹466.16 lakhs and yarn of ₹113.07 lakhs. The total turnover of FY 2021-22 consists of turnover of Knitted Fabric of ₹218.14 Lakhs, Shoe's Uper of ₹604.12 lakhs, Trading of Yarn of ₹124.67 lakhs and sale of Machine of ₹127.20 lakhs. The increase in the turnover is on account of enhancement of the installed capacity in FY 2022-23 by installing additional machineries and starting Readymade garment unit in FY 2022-23.

Expenditure:

Cost of Material Consumed

The Cost of Material Consumed for F.Y. 2022-23 was ₹2028.72 lakhs against the cost of Material Consumed of ₹777.30 lakhs in F.Y. 2021-22. The cost of material consumed was 72.64% of the total revenue from operations in F.Y 2022-23 as against 72.37 % of total revenue from Operations in F.Y 2021-22.

Employee Benefits Expenses:

The Employee expenses for F.Y. 2022-23 was ₹107.92 lakhs against the expenses of ₹44.48 lakhs in F.Y. 2021-22 showing increase by 142.72%. The Company had 47 no of employees in the FY 2022-23 as against 30 no. of employees in the FY 2021-22. The Company had started the production in the Month of June 2021 and the employees' cost was for only 9 months in FY 2021-22.

Finance Cost:

The Finance Cost for F.Y. 2022-23 was ₹85.67 lakhs against the cost of ₹22.02 lakhs in the F.Y. 2021-22 showing an increase of 289.06 %. The Company had started production in the month of June 2021 and the finance cost in FY 2021-22 were for only 9 months. Apart from that the long term and short-term borrowings in FY 202-23 has increased in comparison to FY 2021-22.

Other Expenses

Other Expenses increased to ₹161.97 lakhs for F.Y. 2022-23 against ₹109.41 lakhs in F.Y. 2021-22 showing increase of 48.04%. The increase in other expenses were on account of increase in Power and fuel cost, Consultation Charges, increase of selling and distribution expenses due to increase in the business and Guest House expenses which was nil In FY 2021-22.

Depreciation and Amortisation Expenses:

The Depreciation for F.Y. 2022-23 was ₹68.33 Lakhs as compared to ₹44.55 lakhs for F.Y. 2021-22. The depreciation was increased by 53.38 % in F.Y. 2022-23 as compared to F.Y. 2021-22. The depreciation in FY 2022-23 was high on account of the addition of fixed assets of ₹ 303.46 lakhs in F.Y. 2022-23 and depreciation for full year on all the additions of fixed assets made in FY 2020-22 which was for part of the year in FY 2021-22.

EBIDTA

The EBIDTA for F.Y. 2022-23 was ₹517.78 lakhs as compared to ₹142.94 lakhs for F.Y. 2021-22. The EBIDTA was 18.38% in FY 2022-23 of total Revenue as compared to 13.31% in FY 2021-22. The EBIDTA is Increased on account of reduction of the trading turnover which had limited margin, started readymade garment unit and started utilizing the installed capacity in FY 2022-23.

Profit after Tax (PAT)

PAT is ₹302.68 lakhs for F.Y. 2022-23 as compared to ₹64.45 lakhs in F.Y. 2021-22. The PAT was 10.81% of total revenue in F.Y. 2022-23 compared to 6.00% of total revenue in F.Y. 2021-22. The PAT margin was increased on account of reduction of the trading turnover which had limited margin, started readymade garment unit and started utilizing the installed capacity in FY 2022-23.

CASH FLOW

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net cash from Operating Activities	(254.67)	(552.46)	(217.03)
Net cash flow from Investing Activities	(581.51)	(293.15)	(755.65)
Net Cash Flow Financing Activities	883.20	976.40	924.89

Cash flow March 31, 2024

The Company has Negative Cash flow from operating on account of Increase of inventory due to growth of business and reduction of the other liabilities more than the profit earned by the Company. The Company had invested in the fixed assets resulting into negative cash flow from investing activities. The Company had repaid the long-term borrowings and enhanced the short-term borrowing and raised the funds through issue of share capital for purchase of fixed assets and increase in the current assets.

Cash flow March 31, 2023

The Company has Negative Cash flow from operating on account of Increase of current assets due to growth of business and increase of other liabilities more than the profit earned by the Company. The Company had invested in the fixed assets resulting into negative cash flow from investing activities. The Company had borrowed long term funds for financing the purchase of fixed assets and enhanced the short-term borrowing for working capital requirement and raised the funds through issue of share capital for purchase of fixed assets and increase in the current assets.

Cash flow March 31, 2022

The Company has Negative Cash flow from operating on account of Increase of current assets due to growth of business and increase of other liabilities more than the profit earned by the Company. The Company had invested in the fixed assets resulting into negative cash flow from investing activities. The Company had borrowed long term funds for financing the purchase of fixed assets and enhanced the short-term borrowing for working capital requirement and raised the funds through issue of share capital for purchase of fixed assets and increase in the current assets.

Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

1. Unusual or infrequent events or transactions

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 15 of this Draft Red herring Prospectus. To our knowledge, except as we have described in this Draft Red herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Income and Sales on account of major product/main activities

Income and sales of our Company on account of major activities derives from manufacturing of Knitted Fabrics, Shoe Upper and readymade Garments.

4. Whether the company has followed any unorthodox procedure for recording sales and revenues

Our Company has not followed any unorthodox procedure for recording sales and revenues.

5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 15 in this Draft Red herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in revenues are by and large linked to increases in volume of business.

7. Total turnover of each major industry segment in which the issuer company operated.

The Company is in the business of manufacturing, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page no 77 of this Draft Red herring Prospectus.

8. Status of any publicly announced new products or business segment.

Our Company has not announced any new services or business segment.

9. The extent to which business is seasonal.

Our business is not seasonal.

10. Any significant dependence on a single or few suppliers or customers.

Our top 10 buyers and suppliers constitute majority of our business.

Particulars	Purchase / Sales					
	2023-24	%	2022-23	%	2021-22	%
Top 10 Buyers	3125.65	80.70	2125.21	76.10	880.21	81.96
Top 10 suppliers	2889.51	90.66	1783.66	76.57	875.62	89.00

11. Competitive conditions.

Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Business Overview*" beginning on pages 77 and 84, respectively of this Draft Red herring Prospectus.

FINANCIAL INDEBTEDNESS

SECURED LOAN

Name of the Lender	Sanctioned Date	Credit Facility	Sanctioned Amount (Rs. in Lakhs)	Outstanding Amount as on March 31, 2024 (₹. in Lakhs)	Interest Rate per Annum	Security
IDBI Bank Limited Charge Id: 100847555	December 07, 2023	Cash Credit with Interchangeable of LC of Rs. 250.00 Lakh	1,300.00	1,238.76	Card Rate i.e. RLLR (Y) + 185 bps i.e. 10.95% p.a.	<p>Primary Security</p> <p>a. Hypothecation of entire stocks of finished goods, and consumable stores in transit and book debt of the company, both present and future.</p> <p>b. AWB / Bill of lading covering consignment of material purchased under letter of credit (Letter of Credit)</p> <p>c. Goods procured under LC. (Letter of Credit)</p> <p>d. Bill of exchange accompanied with insurance cover and bill of transport evidencing dispatch of material by supplier and other documents as per terms of LC (Letter of Credit)</p> <p>e. Margin of 10% in the form of FDR for LC limits of Rs.250.00 Lakh</p> <p>Collateral</p> <p>1. Property situated at HB no. 65 backside Govt. School, Village Khawjke District Ludhiana msg 1210.00 sq. yds in the name of Sh. Jaideep Jain.</p> <p>2. House bearing No. MC No. B-XXXI-1135/3/A/C and</p>
		Letter of credit as interchangeable with Working Capital	250.00*	-	Commission as per Card rate	
		Term Loan	374.00	342.24	Card Rate 10.95 % RLLR+ 1.85 % p.a. (Presently RLLR is 9.10% p.a.)	

						<p>m.c. No B-XXXI-1135-3A/B situated at GTB Nagar near friends colony Punjabi Atta Chakki wali gali Ludhiana regd. Wasika No. 3918 and wasika No. 3814 in the name of Smt. Seema Jain and Sh. Hajari Lal.</p> <p>3. STDR (SBI Long Duration Fund-Regular Growth Folio Number 32468674) of Rs. 30.99 Lakh in the name of Sh. Hajari Lal.</p> <p>4. Property Situated at HB No. 65 backside Govt School village khawjke District Ludhiana msg 1210.sq.yds adjacent to the existing factory building in the name of Sh. Jaideep Jain (Only for lien purpose. Valuation of the same is not considered)</p> <p>Guarantee Unconditional and irrevocable personal guarantee of the following</p> <ol style="list-style-type: none"> 1. Sh. Jaideep Jain 2. Smt. Seema Jain 3. Hazari Lal
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* This Limit already included in Cash credit limit of Rs. 1,300.00 Lakhs

Terms & Condition

1. Company shall not, except after prior written notice to us at least one month in advance, make any alteration in controlling ownership or any other material changes in companies management or in nature of business or operation during the period of subsistence of facilities.
2. 2% Penal interest to be charged on amount of irregularity, if any outstanding in the accounts.

Penal Interest

2% for non-submission / late submission of monthly stock statement.

- Bank Shall reserve the right to charge penal interest @ 1% p.a. for late / non-submission of QMR/QIS/FFR and other financial information. Such a right may be exercised as and when considered necessary.
- Any violation in terms & Condition of sanction will attract penal interest of 1% over & above the normal rate of interest and other penal interest due to irregularity of account.

Name of the Lender	Sanctioned Date	Credit Facility	Sanctioned Amount (Rs. in Lakhs)	Outstanding Amount as on March 31, 2024 (₹. in Lakhs)	Interest Rate per Annum	Security
SIDBI Charge Id: 100660569	December 14, 2022	Term Loan Under DCS-Green Finance Scheme	285.00	237.48	2.85% above Repo Rate The Current Repo Rate being 6.25% and current effective rate of interest being 9.10% per annum.	Primary Security First charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other assets of the borrower which have been or proposed to be acquired under the project/scheme Guarantee Irrevocable and unconditional guarantee of Shri Jaideep Jain and Smt Seema Jain

Penal Interest

Non-payment of installment of principal, interest and all other monies (except penal interest) on their respective due dates, shall carry penal interest at the rate of 2% per annum for the period of default, which rate shall be over and above the agreed / contractual rate of interest.

Premature Payment

The loan shall not be repayable in full or part before the due dates except after obtaining prior approval of SIDBI in writing, which may be granted subject to such condition as SIDBI may deem fit including payment of interest on such prepayment of 3% of the loan outstanding plus applicable GST.

Creation of Additional Security

If, at any time during the currency of the loan, SIDBI is in the opinion that the Security provided by the borrower has become inadequate to cover the balance of the loan then outstanding, then on SIDBI advising the borrower to that effect, the borrower shall, at his / her /its costs and expenses, provided and furnish to SIDBI to their satisfaction such additional security as may be acceptable to SIDBI to cover such deficiency.

Other Terms and condition

The borrower agrees that without prejudice to the end use of funds, the borrower shall not grant to its subsidiary / associate concerns(s), without the prior approval of the Board of Directors and SIDBI, interest free loans or loans at the rate of interest lower than at which the borrower has borrowed funds from SIDBI or any other bank / Financial institution.

During the currency of the SIDBI assistance the borrower shall not create any charge, lien or transfer, dispose of or alienated in any manner its assets (charged to SIDBI) without prior written permission of SIDBI.

Name of the Lender	Sanctioned Date	Credit Facility	Sanctioned Amount (Rs. in Lakhs)	Outstanding Amount as on March 31, 2024 (₹. in Lakhs)	Interest Rate per Annum (Interest Rates are linked to Reference Rate.)	Security
SIDBI (On the Name of P C Jain Overseas)	February 14, 2023	Term Loan	300.00	255.60	Interest will be payable at the rate of 2.35 % above Repo Rate. The current Repo Rate being 6.50 % and current	Primary Security 1. First charge by way of hypothecation in favour of SIDBI on all the plant, machinery equipment and other movable assets acquired or to be

					effective rate of interest being 8.85 % per annum.	<p>acquired from the assistance sanctioned by SIDBI</p> <p>Collateral Security</p> <p>1. First Charge by way of Pledge of SIDBI FDR of Rs. 90 Lakh in favour of SIDBI Borrower shall make out a good and marketable title to its properties/above properties to the satisfaction of SIDBI and comply with all such formalities at its costs and expenses as may be necessary or required for the said purpose.</p> <p>Guarantee irrevocable, unconditional joint and several personal guarantees from Shri Jaideep Jain, in favour of SIDBI</p>
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Penal Interest

Non-payment of installment of principal, interest and all other monies (except penal interest) on their respective due dates, shall carry penal interest at the rate of 2% per annum for the period of default, which rate shall be over and above the agreed / contractual rate of interest.

Premature Payment

The loan shall not be repayable in full or part before the due dates except after obtaining prior approval of SIDBI in writing, which may be granted subject to such condition as SIDBI may deem fit including payment of interest on such prepayment of 3% of the loan outstanding plus applicable GST.

Creation of Additional Security

If, at any time during the currency of the loan, SIDBI is in the opinion that the Security provided by the borrower has become inadequate to cover the balance of the loan then outstanding, then on SIDBI advising the borrower to that effect, the borrower shall, at his / her /its costs and expenses, provided and furnish to SIDBI to their satisfaction such additional security as may be acceptable to SIDBI to cover such deficiency.

Other Terms and condition

The borrower agrees that without prejudice to the end use of funds, the borrower shall not grant to its subsidiary / associate concerns(s), without the prior approval of the Board of Directors and SIDBI, interest free loans or loans at the rate of interest lower than at which the borrower has borrowed funds from SIDBI or any other bank / Financial institution.

During the currency of the SIDBI assistance the borrower shall not create any charge, lien or transfer, dispose of or alienated in any manner its assets (charged to SIDBI) without prior written permission of SIDBI.

Unsecured Loan

Sn	Name of Lander	Outstanding Amount as on March 31, 2024 (₹. in Lakhs)	Rate of Interest	Repayment Terms
1	Jaideep Jain	0.98	Free	Payable on Demand

OTHER FINANCIAL INFORMATION

RATIO ANALYSIS AND ITS ELEMENTS

(Rs. in Lakhs except Per Share Data)

Particulars	Note	31-03-2024	31-03-2023	31-03-2022
1. Current Ratio	1	1.72	1.40	1.06
2. Debt Equity Ratio	2	0.98	1.90	2.39
3. Debt Service Coverage Ratio	3	2.57	3.06	6.49
4. Return On Equity Ratio	4	34.77%	62.69%	194.36%
5. Inventory Turnover ratio	5	2.58	4.69	7.53
6. Trade Receivable Turnover Ratio	6	4.04	4.07	5.15
7. Trade Payable Turnover Ratio	7	46.74	9.61	5.52
8. Net Capital Turnover Ratio	8	4.30	8.46	22.76
9. Net Profit Ratio	9	13.58%	10.84%	6.00%
10. Return on Capital Employed	10	30.08%	17.06%	9.17%
11. Return On Investment	11	11.89%	9.12%	4.44%

NOTES OF CALCULATION	31-03-24	31-03-23	31-03-22
1. Current Ratio			
Current assets	2819.65	2175.08	739.24
Current liabilities	1635.62	1558.39	695.73
Ratio	1.72	1.40	1.06
2. Debt Equity Ratio			
Debt	2075.06	1709.71	749.07
Equity	2125.34	900.25	313.38
Ratio	0.98	1.90	2.39
3. Debt Service Coverage Ratio			
EBITDA	985.80	519.65	142.94
Principal + Interest	380.85	169.01	22.02
Ratio	2.59	3.07	6.49
4. Return On Equity Ratio			
NPAT	533.49	304.55	64.45
Average Shareholders' Equity	1512.80	482.82	33.16
Ratio	35.27%	63.08%	194.36%
5. Inventory Turnover ratio			
COGS	2538.68	2028.72	777.30
Average Inventory	983.17	432.70	103.27
Ratio	2.58	4.69	7.53
6. Trade Receivable Turnover Ratio			
Sales	3873.14	2792.76	1074.13
Average Debtors	959.03	686.31	208.38
Ratio	4.04	4.07	5.15
7. Trade Payable Turnover Ratio			
Purchase	3183.74	2177.30	974.68
Average Creditors	68.12	226.64	176.51
Ratio	46.74	9.61	5.52
8. Net Capital Turnover Ratio			
Sales	3873.14	2792.76	1074.13
Average Working Capital	900.37	330.10	47.20
Ratio	4.30	8.46	22.76
9. Net Profit Ratio			
NPAT	533.49	304.55	64.45
Revenue from Operation	3873.14	2792.76	1074.13
Ratio	13.77%	10.90%	6.00%

10. Return on Capital Employed			
EBIT	845.92	449.90	98.38
Capital Employed	2787.00	2626.22	1072.44
Ratio	30.35	10.90%	9.17%
11. Return On Investment			
Return	533.49	304.55	64.45
Investment	4422.63	3319.09	1450.55
Ratio	12.06%	9.18%	4.44%

CAPITALISATION STATEMENT

(Amt. Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	1443.16	*
Long Term Debt (B)	631.90	*
Total debts (C)	2075.06	*
Shareholders' funds		
Equity share capital	629.00	*
Reserve and surplus - as restated	1496.34	*
Total shareholders' funds	2125.34	*
Long term debt / shareholders' funds (in Rs.)	0.30	*
Total debt / shareholders' funds (in Rs.)	0.98	*

*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of this Draft Red herring Prospectus, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) claims related to any direct or indirect taxes; or (iv) other pending litigations, as determined to be material by our Board as per the Materiality Policy; in each case involving our Company, our Promoter or our Directors (“**Relevant Parties**”). Further, except as stated in this section, there are no disciplinary actions, including penalties imposed by SEBI or stock exchanges, against our Promoter in the last five Fiscals immediately preceding the date of this Draft Red herring Prospectus, including any outstanding action.*

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated April 03, 2024, any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered “material” for the purposes of disclosure in this Draft Red herring Prospectus, if the aggregate monetary claim/ dispute amount/ liability made by or against the Relevant Parties in any such pending litigation (individually or in aggregate), is equivalent to or above ₹5 lakhs.

Further in terms of the Materiality Policy, creditors of our Company to whom amount due by our Company is equal to or in excess of ₹5 lakhs would be considered as material creditors. Accordingly, a creditor has been considered ‘material’ by our Company if the amount due to such creditor exceeds ₹5 lakhs.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red herring Prospectus. All terms defined herein in a particular litigation disclosure pertain to that litigation only.

1. Litigation involving our Company

A. Litigation against our Company

Criminal Proceedings

As on the date of this Draft Red herring Prospectus, there are no criminal proceedings against our Company.

Actions taken by Statutory/Regulatory Authorities

As on the date of this Draft Red herring Prospectus, there are no actions by statutory or regulatory authorities against our Company.

Civil and Other Material Litigations

As on the date of this Draft Red herring Prospectus, there are no civil and any other material proceedings against our Company.

Other Statutory Authorities/ Material Litigation:

Notice received from Inland Container Depot, Tughlakabad, New Delhi (Office of the Commissioner of Custom (Export)) dated April 05, 2024, F. No. CUS/SIIB/MISC/107/2024

The additional commissioner of Customs, SIIB has issued the notice to the M/s Grandmaa International Pvt Ltd (Grandmaa), M/s Jaideep Jain, director of Grandmaa along with other 5 entities/ persons, on the basis of the investigation report from the customs prevention, delhi, claiming the shortfall in the payment of the duty. The Inland Container Depot, Tughlakabad, New Delhi has passed the order dated May 30, 2024 (Order No. 46/2024) and impose the penalty of Rs. 2,00,000 upon our Company u/s 114 (iii) Customs Act, 1962 and Rs. 2,00,000 on our one of Promoter of our Company Mr. Jaideep Jain being Director of our Company u/s 114AA of the Customs Act, 1962.

Taxation Proceedings:

Our Company has received demand u/s 1431a dated July 01, 2023 for the Assessment Year 2022-23 of Rs. 1,31,800/-. The assessee has claimed and calculated income tax at the rate of 15 percent under sector 115BAB,

whereas assessing officer has calculated income tax at 25 percent. assessee has filed Form 10ID also before filing of ITR Vide ACK NO. 771376630011122 Dated 01.12.2022. The Company disagrees and no further action has been taken by the Company for the same.

B. Litigation by our Company

Criminal Proceedings

As on the date of this Draft Red herring Prospectus, there are no Criminal Proceedings pending by our Company.

Civil and other Material Litigations

As on the date of this Draft Red herring Prospectus, there are no civil and other material proceedings by our Company.

2. Litigation involving our Promoter

Litigation against our Promoter

Criminal Litigations

As on the date of this Draft Red herring Prospectus, there are no criminal litigations pending against our Promoter.

Actions taken by regulatory/statutory authorities

As on the date of this Draft Red herring Prospectus, there are no actions by statutory or regulatory authorities against our Promoter.

Other Statutory Authorities/ Material Litigation

Other than stated below in the “**Other Statutory Authorities/ Material Litigation- against our Company**”, there are no material litigations against our Promoter as on the date of this Draft Red herring Prospectus.

Disciplinary action taken (including outstanding action) against our Promoter in the five Financial Years preceding the date of this Draft Red herring Prospectus by SEBI or any stock exchange

There has been no disciplinary action by SEBI or any stock exchange against our Promoter in the five years preceding this Draft Red herring Prospectus.

Taxation Proceedings:

As on the date of this Draft Red herring Prospectus, there are no Taxation proceedings pending against our Directors.

Litigation by our Promoter

Criminal Litigation

As on the date of this Draft Red herring Prospectus, there is no criminal litigation filed by our Promoter.

Other Material Litigation

As on the date of this Draft Red herring Prospectus, there is no material civil litigation filed by our Promoter.

3. Litigation involving our Directors

Litigation against our Directors

Criminal Litigations

As on the date of this Draft Red herring Prospectus, there are no criminal litigations pending against our Directors.

Actions taken by statutory or regulatory authorities

As on the date of this Draft Red herring Prospectus, there are no actions by statutory or regulatory authorities against our Directors.

Other Statutory Authorities/ Material Litigation

Other than stated below in the “**Other Statutory Authorities/ Material Litigation- against our Company**”, there are no material litigations against our Directors as on the date of this Draft Red herring Prospectus.

Taxation Proceedings:

As on the date of this Draft Red herring Prospectus, there are no Taxation proceedings pending against our Directors.

Litigations by our Directors

Criminal Litigations

Grandmaa International (Proprietor Mr. Bhupesh Jain) V/s Emphasis Innovations Pvt Ltd.

Court: District Court of Ludhiyana

Case No. COMA/1295/2021

Mr. Bhupesh Jain (Prop. M/S Grandmaa International) has filed a complaint U/S 138 of Negotiable Instruments Act against M/S Emphasis Innovations Private Limited, Mr. Naveen Arora & Mrs. Kavita Arora for dishonor of cheques amounting to Rs 5,71,292.00 Issued by the company for supply of goods to M/S Emphasis Innovations Private Limited. The case is under process. The next hearing dates is August 05, 2024.

Civil Litigation

As on the date of this Draft Red herring Prospectus, there is no civil litigation filed by our Director.

Other Material Litigation

As on the date of this Draft Red herring Prospectus, there is no otehr material litigation filed by our Promoter.

4. Litigation involving our Subsidiary

As on date of this Draft Red herring Prospectus, our Company does not have a subsidiary.

5. Litigation involving our Group Companies

Litigation against our Group Companies

Criminal Litigations

As on the date of this Draft Red herring Prospectus, there are no criminal litigations pending against our Group Companies.

Actions taken by statutory or regulatory authorities

As on the date of this Draft Red herring Prospectus, there are no actions by statutory or regulatory authorities against our Group Companies.

Other Material Litigations

As on the date of this Draft Red herring Prospectus, there are no material litigations against our Group Companies.

Taxation Proceedings:

As on the date of this Draft Red herring Prospectus, there are no Taxation proceedings pending against our Group Companies.

Litigations by our Group Companies

Criminal Litigations

As on the date of this Draft Red herring Prospectus, there is no criminal litigation by our Group Companies.

Other Material Litigation

As on the date of this Draft Red herring Prospectus, there is no material civil litigation filed by our Group Companies.

6. Outstanding dues to creditors

As per the Materiality Policy, a creditor of our Company, shall be considered to be material (“**Material Creditors**”) for the purpose of disclosure in this Draft Red herring Prospectus, if amounts due to such creditor by our Company is in excess of ₹ 5 lakhs. Accordingly, a creditor has been considered ‘material’ by our Company if the amount due to such creditor exceeds ₹ 5 lakhs.

As per Restated financial Statements for the March 31,2024, Our Company had 11 number of creditors, to whom a total amount of Rs.35.60 Lakhs were outstanding. Outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors were as follows:

S. No.	Type of creditor	Amount outstanding (₹ in lakhs)
1.	Amount Due to Micro and Small Enterprise	25.17
2.	Dues to Material Creditors	22.21
3.	Dues to other creditors	10.43
	Total	35.60

7. Material Developments

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 153, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

8. Willful Defaulter

Our Promoter and Directors have not been identified as a willful defaulter in terms of the SEBI ICDR Regulations as on the date of this Draft Red Hearing Prospectus.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively "Approvals") from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer "*Key Industrials Regulations and Policies*" on page 98 of this Draft Red herring Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

(A) Approvals for the Issue

Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on April 29, 2024 authorized the Issue subject to the approval of the shareholders of the Company under Section 62(1) (c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The Shareholders of the Company have, pursuant to a resolution dated May 25, 2024 passed in the EGM respectively under Section 62(1)(c) of the Companies Act, 2013 authorized the Issue.

In-principal approval from the Stock Exchange

3. In-principal approval dated [●] from NSE SME for using the name of the Exchange in issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with CDSL and NSDL

4. The Company has entered into an agreement dated September 13, 2023 with the Central Depository Services (India) Limited (CDSL") and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt. Ltd., for the dematerialization of its shares.
5. Similarly, the Company has also entered into an agreement dated September 08, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt. Ltd., for the dematerialization of its shares.
6. The Company's International Securities Identification Number ("ISIN") is INE0R5Q01014

(B) Registration under the Companies Act, 1956/2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1	Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, Government of India	U17299PB2020PTC052529 vide Certificate of Incorporation dated December 30, 2020	Companies Act, 2013	Certificate of Incorporation	Valid, till Cancelled
2	Registrar of	U17299PB2020PLC052529	Companies	Fresh Certificate	Valid, till

.	Companies, ROC- Chandigarh	vide Certificate of Incorporation dated August 10, 2023.	Act, 2013	of Incorporation consequent upon conversion from private to public company	Cancelled
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(C) Registration under various Acts/Rules relating to Income Tax, Goods and Service Tax:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department- (PAN)	AAICG7567K	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department - (TAN)	JLDG07888G	Income Tax Act, 1961	Tax Deduction Account Number	Valid, till Cancelled
3.	Goods and Services Tax Department	03AAICG7567K1Z7	Goods and Services Tax Act, 2017	Goods and Services Tax Registration certificate	Valid, till Cancelled

(D) Registration and Approvals under Statutory and Regulatory Act(s):

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Chief Inspector of Factories, Department of Labour, Punjab	LDH0FL008275	Factories Act, 1948 and Punjab Factory Rules, 1952	Registration & License to work as Factory	Valid till 31/12/2026
2.	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-PB-12-0023211	Micro, Small and Medium Enterprises Development Act, 2006	UDYAM Registration Certificate	Valid, till cancelled
3.	Director General of Foreign Trade, Office of the additional Director General of foreign trade, Ludhiana, Punjab	IEC - AAICG7567K	The Foreign Trade (Development and Regulation) Act, 1992	Import –Export Code	Valid, till cancelled
4.	Employees Provident Fund Organization, Ministry of labour and employment	LDLDH2272012000	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employee Provident Fund code number	Valid, till cancelled
5.	Employees State Insurance Corporation	26000549210000199	Employees State Insurance Act, 1948	Employees state insurance code number	Valid, till cancelled

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
6.	International Accreditation Service Inc., California, USA - Accredited Management systems certification body MSCB-220	Q-15120000444	-	ISO-9001:2015 Quality Management System	Valid up till, 15/12/2024
7.	Directorate of Punjab Fire and emergency services, Government of Punjab Punjab Fire Services, Ludhiana Municipal Council*	NOC No 1211-82388-Fire/61405	The Factory Act, 1948	NOC from Fire Department - Fire Safety Certificate	Valid, till 26/12/2024
8.	Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India*	DIPP86315	-	Certificate of Recognition as a startup	29/12/2030
9.	Office of the Director of Boilers, Punjab, Jhalandhar, Department of Industries & Commerce, Punjab, Government of India*	No.DOB/PB/Jal/App roval1571	Registration and Renewal of Boilers under The Boilers Act, 1923	Boiler Registration	02/08/2024
10.	Department of Excise and Taxation	E30AAICG7567K	The Punjab State Development Act ,2018	Punjab State development tax registration	Valid till Cancelled
11.	Punjab Pollution Control Board	26174556	Air (Prevention & Control of Pollution) Act, 1981	Consent to Operate-Air*	31/12/2027
12.	Punjab Pollution Control Board - Water*	26187007	Water (Prevention & Control of Pollution) Act,1974.	Consent to Operate-Water*	31/12/2027

(E) Material approvals or renewals for which applications are currently pending before relevant authorities:
Nil

(F) Material approvals expired and renewal yet to be applied for-







Nil



(G) Material approvals required but not obtained or applied for

Nil

(H) Intellectual Property

Our Company has made application for registration of our Trademarks with the Registrar of Trademarks under the Trademarks Act, 1999. We set out below the details of such trademark:

Sr. No	**Brand Name/Logo Trademark/ Nature of Trademark	Class	Registration /Application number	Owner*	Date of Application	Authority	Current Status
1.	 CAVARDI	25	6063558	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
2.	 CAVARDI	35	6063560	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
3.	 DANZADO	35	6063566	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
4.	 DANZADO	25	6063565	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
5.	 SPORUSA	35	6063564	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
6.	 SPORUSA	25	6063563	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
7.	 SPUTTE	35	6063562	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered
8.	 SPUTTE	25	6063561	Grandmaa International Private Limited	August 12, 2023	Registrar of Trademarks	Registered

Sr . No	**Brand Name/Logo Trademark/ Nature of Trademark	Class	Registration /Application number	Owner*	Date of Application	Authority	Current Status
9.		25	6028667	Grandmaa International Private Limited	July 19, 2023	Registrar of Trademarks	Objected
10		35	6028668	Grandmaa International Private Limited	July 19, 2023	Registrar of Trademarks	Objected

Note: *All the Approvals/Licenses/Registration are in name of Grandmaa International Private Limited, company is taking necessary steps to get the same in the name of Grandmaa International Limited.

GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated April 03, 2024 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as Group companies if such company fulfils both the below mentioned conditions: -

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

1. Goldstone International Private Limited

A. Details of our Group Company

1. GOLDSTONE INTERNATIONAL PRIVATE LIMITED

Goldstone International Private Limited was incorporated on April 26, 2022 as a private limited company under the provisions of The Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Chandigarh.

CIN	U29309PB2022PTC055765
Current Activity	Trading of Machinery & Machinery Parts, Trading of Hosiery Goods
PAN	AAJCG7348D
Registered Office	B-25, 1284/96A, Sunder Nagar, Ludhiana, Punjab 141007

Board of Directors

As on date of this Draft Red Herring Prospectus the Board of Directors comprised of:

Sr. No.	Name of the Directors	Designation	DIN Number
1.	Mr. Bhupesh Jain	Director	09420347
2.	Mr. Abhishek Jain	Director	08720226

Financial Information

(Rs. In Lacs) Except Earnings Per Share

Particulars	2022-23	2021-22
Share Capital	01	0.00
Reserves (excluding revaluation reserve)	23.90	0.00
Revenue from Operations	2865.115	0.00
Other Income	2865.115	0.00
Profit After Tax	23.93	0.00
Earnings Per Share/ Diluted Earnings Per Share	0.24	0.00
Net Assets Value	249.355	0.00

B. Litigation

As on the date of this Draft Red Herring Prospectus, there is no litigation involving our Group Companies which will have a material impact on our Company. For further details, please refer to the section titled "Outstanding Litigation and Material Developments" on page 165 of this Draft Red Herring Prospectus.

C. Common Pursuits

As of the date of this Draft Red Herring Prospectus, Company such as Spotify fashion private limited and Receptive Sports technologies Private limited is involved in a business similar to ours. There are no existing non-compete agreements among these companies. Therefore, potential conflict of interest might arise when distributing business opportunities among our entities, especially when our interest diverge.

D. Related business transactions within our Group Company and significance on the financial performance of our Company

Other than the transactions disclosed in “Note W: Statement of Related Party Transactions” from the chapter titled “Restated Financial Information” on Page No 147, there are no other related business transactions between our Group Companies and our Company.

E. Business Interest

Except as disclosed in the section “Note: W: Statement of Related Party Transactions” from the chapter titled “Restated Financial Information” on Page No 147, our Group Companies have no business interests in our Company.

F. Nature and extent of interest of our Group Companies

a. In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

b. In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not 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. In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

G. Undertaking / Confirmations by our Group Companies

None of our Promoter 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.

None of our Promoter, 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.

Further, neither our Promoter, the relatives of our individual Promoter (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.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. www.grandmaa.in.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed at their meeting held on April 29, 2024 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. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on May 25, 2024 authorized the Issue.

In-principle Approval:

Our Company has obtained in-principle approval from the National Stock Exchange of India Limited Emerge platform for using its name in the Offer Documents pursuant to an approval letter dated [●] NSE emerge is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, our Promoter, our Promoter Group, our Director's, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/ court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India. However, Our Company had filed a Draft Red Herring Prospectus (DRHP) dated August 29, 2023, with the SME Exchange of BSE Limited (Case ID: 184321). After filing the DRHP The Business of the Company was expanded. Due to change in the financials and the growth of the business, the promoters want to revise the public offer size and the revised requirement of fund will be increase more than 20% of the issue size. As per Schedule XVI of the ICDR Regulations in such case the Company has to submit the fresh offer document. The management of the Company has decided to withdraw the present DRHP filed with BSE.

Neither of our Promoter, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

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 in the chapter ***“Outstanding Litigations and Material Developments”*** beginning on page 165 of this Draft Red Herring Prospectus.

Association with Securities Market:

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 directors in the past 5 years.

Prohibition by RBI:

Neither our Company, 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 fugitive economic offender or a fraudulent borrower 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 in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 163 of this Draft Red Herring Prospectus.

Prohibition with respect to wilful defaulters or a fraudulent borrower:

Neither our Company, our Promoter, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018:

Our Company, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post Offer paid up capital is not more than 10 crore rupees 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 “NSE Emerge”).

We confirm that:

- 1) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018, the lead manager shall ensure that the issuer shall file copy of the Draft Red Herring Prospectus /prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Draft Red Herring Prospectus/Prospectus to SEBI.
- 2) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “*General Information – Underwriting*” beginning on page 43 of this Draft Red Herring Prospectus.
- 3) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue 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 Four (4) 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 Four Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- 4) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “General Information” on page no. 39 of this Draft Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. The issuer should be a Company incorporated Under Companies Act, 1956/2013

Our Company is incorporated under the Companies Act, 2013

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

The post issue paid up capital (face value) of the Company will be Upto [●] Crore, less than ₹25 crores

3. Track Record

(A) The Company should have Track Record of at least 3 years.

Our Company was incorporated on December 30, 2020, under the provisions of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies. Therefore, we are in compliance with criteria of having track record of 3 years.

(B) The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its networth should be positive.

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
EBITDA	978.30	517.77	142.94
Net Worth	2,125.34	900.25	313.38

4. Other Requirements:

We confirm that

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against the company that has been admitted by the NCLT/ Court and accepted by a court or a Liquidator has not been appointed.

No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the NSE Emerge.

Disclosures

We confirm that

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting Company(ies) during the past three years

DISCLAIMER CLAUSE OF SEBI

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, INTERACTIVE FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD

MANAGERS, INTERACTIVE FINANCIAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 05, 2024, [●] and [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.”

All legal requirements pertaining to this issue will be complied with at the time of filing of the prospectus with the registrar of companies, Chandigarh, in terms of section 26, 32 and section 33 of the companies act, 2013.

Statement on Price Information of Past Issues handled by INTERACTIVE FINANCIAL SERVICES LIMITED:₹

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
MAIN BOARD IPO								
1	SRM Contractors Limited*	130.20	210	April 03,2024	215.25	-5.17% (+0.59%)	-15.00% (+7.61)	NA
SME IPO								
2.	Sahana System Limited (NSE EMERGE)	32.74	135	June 12, 2023	163.00	+10.59% (+4.50%)	+94.26% (+7.50%)	+321.67% (+12.73%)
3.	Bizotic Commercial Limited (BSE SME)	42.21	175	June 23, 2023	180.00	-67.91% (+5.41%)	-63.14% (+6.07%)	-69.38 (+13.43%)
4.	Tridhya Tech Limited (NSE EMERGE)	26.41	42	July 13, 2023	42.00	-1.19% (+0.07%)	-2.26% (+1.42%)	-17.14% (+10.81%)
5.	Crop Life Science Limited (NSE EMERGE)	26.73	52	August 30, 2023	55.95	-20.00% (+0.91%)	-19.23% (+2.80%)	-9.13 % (+14.34%)
6.	Vivaa Tradecom Limited (BSE SME)	7.99	51	October 12, 2023	40.80	-45.49% (-2.26%)	-41.18% (+7.50%)	-39.31% (+12.55%)
7.	Vrundavan Plantation Limited (BSE SME)	15.30	108	November 06, 2023	107.00	-42.59% (+6.68%)	-50.93% (+10.43%)	-51.85 (+13.73)

8.	Kalaharidhaan Trendz Limited (NSE Emerge)	22.49	45	February 23, 2024	47.15	-7.78% (-0.94%)	+4.67% (+1.73)	NA
9.	Teerth Gopicon Limited (NSE Emerge)	44.39	111	April 16,2024	125.00	99.41% (+0.24%)	+301.67 (+11.01)	NA
10.	DCG Cables and Wires Limited (NSE Emerge)	49.99	100	April 16,2024	90.00	-4.45% (+0.24%)	+48.65 (+11.01)	NA
11.	Winy Immigration & Education Services Limited (NSE Emerge)	9.13	140	June 27, 2024	240.00	+107.29% (+3.29)	NA	NA
12.	Kataria Industries Limited (NSE Emerge)	57.57	96	July 24, 2024	182.40	NA	NA	NA

Sources: All share price data is from www.nseindia.com

*Designated stock Exchange of SRM Contractors Limited is NSE Limited.

Note:

1. The BSE Sensex is considered as the Benchmark Index
2. Prices on BSE are considered for all of the above calculations
3. NA where the periods are not completed
4. NIFTY50 has considered as the benchmark index of NSE

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running lead manager. Hence, disclosures pertaining to recent 10 issues handled by the Book Running lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total Funds raised (₹ in cr.)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
			2022-23	6	231.17	2	2	NA	1	NA	1	3	1	NA
2023-24	7	173.87	1	2	3	NA	NA	1	1	1	2	1	NA	NA
2024-25	5	288.28	NA	NA	2	2	NA	NA	NA	NA	NA	NA	NA	NA

Track Record of past issues handled by INTERACTIVE FINANCIAL SERVICES LIMITED:

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: <http://www.ifinservices.in>

Disclaimer from our Company and the Book Running Lead Manager:

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the agreement entered between the Book Running Lead Managers (Interactive Financial Services Limited), our Company on July 17, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making agreement dated [●] entered into between the Market Maker and Our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, 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 Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

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 offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in respect of Jurisdiction:

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are 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, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies 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 Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Chandigarh, Punjab only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any 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.

Disclaimer clause of the Emerge Platform of the NSE:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] 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 Offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by 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 Promoter, 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 offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 of Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited (NSE EMERGE).

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation 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>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be filed to the RoC Office situated at Registrar of Companies, 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN-160019, Chandigarh, India

Listing:

The Equity Shares of our Company are proposed to be listed on NSE (Emerge platform of NSE). Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on Emerge Platform of the 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 NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

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 the NSE mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not allotted pursuant to the Offer within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation:

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

Consents:

Consents in writing of (a) Our Directors, the Company Secretary & Compliance Officer, Chief Financial Officer, Joint Chief Financial Officer, the Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Syndicate Member*, Registrar to the Issue, Banker to the Offer (Sponsor Bank)*, Legal Advisor to the Issue, Underwriter to the Issue* and Market Maker to the Issue* to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

**The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s K R Aggarwal & Associates , Chartered Accountants, and Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their report, Restated financial statements dated June 14, 2024 and K R Aggarwal & Associates , Statutory Auditor of the company agreed to provide Statement of Possible Tax Benefits relating to the possible tax benefits dated July 31,2024 as included in this Draft Red Herring Prospectus 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 this Draft Red Herring Prospectus.

Experts Opinion:

Except for the reports in the section “*Financial Information of the Company*” and “*Statement of Special Tax Benefits*” on page 126 and page 74 from the Statutory Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated July 17, 2024 with the Book Running Lead Manager Interactive Financial Services Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a

copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue:

The fees payable to the Registrar to the Offer for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Offer dated July 17, 2024 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send allotment advice by registered post/speed post/ email.

Particulars regarding Public or Rights Issues during the last five (5) years:

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled "*Capital Structure*" beginning on page 50 of this Draft Red Herring Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public Offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Performance vis-a-vis objects – Public/right issue of our Company:

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Option to Subscribe:

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

Partly Paid-Up Shares:

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments:

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

Stock Market Data of the Equity Shares:

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company:

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sumita Uppal, Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Sumita Uppal

Company Secretary & Compliance Officer
Grandmaa International Limited

Address: HB No 65, Backside Govt. School, Rahon Road,
Village khwajke, Basti Jodhewal,
Ludhiana, Punjab, India-141007
Tel No: +919875903327

Email: cs@grandmaa.in

Website: www.grandmaa.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on August 03, 2024 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 113 of this Draft Red Herring Prospectus.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Issue 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 74 of this Draft Red Herring Prospectus.

Purchase of Property:

Other than as disclosed in Section “**Business Overview**” beginning on page 84 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 Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled “**Capital Structure**” beginning on page 50 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:

Our Company has not revalued its assets the since incorporation till the date of this Draft Red Herring Prospectus.

Servicing Behaviour:

Except as stated in this, 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 in chapter titled “**Our Management**” beginning on page 113 and chapter titled “**Financial Information**” beginning on page none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any 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 Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of 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 have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). ***The Issue will be undertaken pursuant to the process and procedures under UPI Phase III, subject to any circulars, clarification or notification issues by the SEBI from time to time.***

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

The Offer

The Offer comprises a Fresh Issue by our Company. Expenses for the Offer shall be borne our Company in the manner specified in “Objects of the Issue” beginning on page 72.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association of our Company” beginning on page 236 of this Draft Red Herring Prospectus.

Authority for the Present Issue

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 29, 2024 and approved by the shareholders of our Company vide a special resolution Passed at the Extra Ordinary General Meeting held on May 25, 2024 pursuant to section 62(1)(c) of the Companies Act.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment in this Offer will be received by the Allottees, for the entire year, in accordance with applicable law.

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "Dividend Policy" and "Main Provisions of Article of Association" beginning on page 125 and 236 respectively of this Draft Red Herring Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10/-. The Issue Price of Equity Shares is ₹ [•] per Equity Share. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled Basis of Issue Price beginning on page 68 of this Draft Red Herring Prospectus

The Price Band and the minimum Bid Lot size in the Offer will be decided by our Company, in consultation with the BRLM and shall be published at least 2 Working Days prior to the Bid/ Offer Opening Date, advertised in all editions of the [•], an English language national daily with wide circulation and all editions of [•] and Hindi language national daily with wide circulation, where our Registered Office is located), at least 2 Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their 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 at the website of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 236 of the Draft Red Herring Prospectus.

Minimum Application Value; Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must 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. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

Tripartite Agreement dated September 08, 2023 between NSDL, our Company and Registrar to the Issue; and Tripartite Agreement dated September 13, 2023 between CDSL, our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by Emerge Platform of NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer 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 the monies collected shall be refunded within four (4) Working days of closure of Issue. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (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 ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Offer

Events	Indicative Dates
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

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

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

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

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at

any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266(3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation 266(1).*

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Offer Closing Date, the Issuer shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Four (4) Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

In case of

- I. any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked.
- II. any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;
- III. any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;
- IV. any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of

the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Draft Red Herring Prospectus may result in changes in the timelines.

Submission of Application Forms:

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. and 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. and 3.00 p.m. IST

On the Issue Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 03.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI (ICDR) Regulations, 2018, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Emerge Platform of NSE may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Draft Red Herring Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the

subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Draft Red Herring Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a).

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 the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

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 Limited.

Withdrawal of the Issue.

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Red Herring Prospectus.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoter' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 50 of the Draft Red Herring Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 236 of the Draft Red Herring Prospectus.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the Emerge Platform on 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-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid-up Capital of our company is more than ₹ 10 crores and the capitalization of our equity is more than ₹25 crores and our company have been listed on Emerge Platform for at least two years, 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.

Market Making

The shares offered through this issue is proposed to be listed on the Emerge Platform of NSE Limited (Emerge Platform), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge Platform of NSE Limited for a minimum period of three years from the date of listing of shares offered through this Draft Red Herring Prospectus.

For further details of the agreement entered into between the company, the Book Running Lead Manager and the Market Maker please see “General Information” beginning on page 39 of the Draft Red Herring Prospectus.

New Financial Instruments

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Allotment of Equity Shares in Dematerialized Form

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, 2018 the trading of the Equity Shares shall only be in dematerialised form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Draft Red Herring Prospectus:

- Tripartite agreement dated September 13, 2023 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated September 08, 2023 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue face value capital is more than ten crore rupees and up to twenty-five crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the SME Platform of NSE. For further details regarding the salient features and terms of such this issue, please refer to chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 187 and 199 respectively of this Draft Red Herring Prospectus.

Initial Public Offer of upto 30,00,000 Equity Shares of Face Value of ₹ 10/- each fully paid (The "Equity Shares") for cash at a price of ₹ [●] per Equity Shares (including a premium of ₹ [●] per equity share) aggregating to ₹ [●] lacs ("the Offer") by the issuer Company.

The Offer comprises a reservation of upto [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Offer to Public of upto [●] Equity Shares of ₹ 10 each ("the Net Offer"). The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Offer paid up equity share capital of the Company. The Offer is being made through the Book Building Process.

Particulars of the Offer ⁽¹⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for allocation	[●] of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer less allocation to QIB Bidders and RIBs will be available for allocation.	Not less than 35% of the Offer less allocation to QIBs and Non - Institutional Bidders will be available for allocation.
Basis of Allotment⁽²⁾	Firm Allotment	Proportionate as follows: (a) Up to [●] Equity Shares	Allotment to each Non- Institutional Bidder shall not be	Allotment to each Retail Individual Bidder shall not be

		shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “Issue Procedure” beginning on page 199 of this Draft Red Herring Prospectus.	less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “Issue Procedure” beginning on page 199 of this Draft Red Herring Prospectus.
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bidding	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process, Through Banks or by using UPI ID for payment

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- 1) *Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.*
- 2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- 3) *Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- 4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN*
For further details, please refer chapter titled “Issue Procedure” beginning on page 199 of this Draft Red Herring Prospectus.

The Bids by FPIs with certain structures as described under “Issue Procedure” on page 199 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Issue Program

Event	Indicative Dates
Bid/Issue Opening Date ¹	[•] ¹
Bid/Issue Closing Date ²	[•] ²

Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[•]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[•]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[•]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[•]

Note 1 Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations

2Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange (NSE SME) after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to National Stock Exchange (NSE SME) within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From December 01, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of NSE ("NSE Emerge") to act as intermediaries for submitting Application Forms are provided on www.bseindia.com. For details on their designated branches for submitting Application Forms, please see the above-mentioned website of Platform of NSE ("NSE Emerge").

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

Book Building Issue Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds,

subject to valid Bids being received from domestic Mutual Funds at or above the 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 QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under subscription, if any, in the QIB Portion, would not be allowed to be met with spill over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding 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, subject to applicable laws.

Availability of Draft Red Herring Prospectus/Prospectus and Bid cum Application Forms

Copies of the Bid cum Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Bid cum Application Form will be available at the offices of the BRLM.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Bid cum Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form
Anchor Investor***	White
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

*Excluding electronic Application Form.

**Application Forms will also be available on the website of the NSE (www.nseindia.com). Same Application

*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Bid cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Bid cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Bid cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Submission and Acceptance of Application Form

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015

Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed Bid cum Application Form to any of the following Intermediaries (Collectively called “Designated Intermediaries”).

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	Registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time, basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Who can Bid?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Mutual Funds registered with SEBI;
- VCFs registered with SEBI;
- FVCIs registered with SEBI;
- Multilateral and bilateral development financial institutions;
- State Industrial Development Corporations;
- Insurance companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
- Nominated Investor and Market Maker
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

Participation by associates/affiliates of Book Running Lead Manager

The Book Running Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Book Running Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment 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 LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and the registered office of our company is situated in Ludhiana, Punjab, therefore Punjabi edition of regional newspaper, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and Regional newspaper [•] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e) The BRLM shall accept the Bids from Anchor Investors during the Anchor Investor Bid/Issue Period i.e., one working day prior to the Bid/Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple bids.
- f) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism – Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 199 of this Draft Red Herring Prospectus.
- g) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- h) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- i) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- j) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company is in consultation with the BLRM, will finalize the Issue Price within the Price Band, without the prior approval if, or intimation, to the Bidders.
- c. The bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail individual buyers may bid at the Cut-Off Price. However, bidding at the Cut-Off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-Off Price agree that they shall purchase the equity shares at any price within that Price Band. Retail Individual bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non- Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoter and Promoter Group can apply in the Offer under the Anchor Investor Portion

Option to Subscribe to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Bid cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Bid cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Bid cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected

7. The Bid Cum Bid cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Bid cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Bid cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Bid cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Bid cum Application Form is liable to be rejected

Bids by HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Bid cum Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Mutual Funds

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights

Bids by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme (“PIS”) is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

Bids by FPIs including FII’s:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange

in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) Investee Company. A category III AIF cannot invest more than 10% of their investible funds in one (1) Investee Company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by 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 SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids by provident funds/ pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof

Bids by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof.

Bids by Banking Companies

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

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 Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less.

Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by Insurance Companies

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations").

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars 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 ASBA applications.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made

available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
11. The BRLM, our Promoter, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

Bids by Limited Liability Partnerships

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- With respect to Applications made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.

- With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Bid cum Application Form instead of those obtained from the Depositories

Bids by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Maximum and Minimum Application Size

1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Bid Amount upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

ASBA Process

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Bid cum Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in> For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Book Running Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Bid cum Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Bid cum Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit Bid cum Application Form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

- a. submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- b. RII will fill in the Application details in the Bid cum Application Form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- c. The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform

- d. Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- e. Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- f. SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day

The Block Process

- a. Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- b. The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- c. The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- d. The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a onetime mandate for each application in the IPO.
- e. Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- f. The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- g. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation
- h. RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.
Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Mode of Payment

Upon submission of an Bid cum Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Bid cum Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Bid cum Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Bid cum Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two;

1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹2,00,000

2. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹2,00,000 and in multiples of Equity Shares thereafter

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Bid cum Application Form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Terms of payment

The entire Offer price of ₹ [•] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment Mechanism

The Applicants shall specify the bank account number in their Bid cum Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting Bid cum Application Form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode:

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Process

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in.

Blocking of Funds:

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

Unblocking of Funds:

- a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

Rejection grounds under UPI Payment Mechanism

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account

List of Banks providing UPI facility

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of Bid cum Application Form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of

Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Book Running Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Book Running Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
 1. Name of the Applicant;
 2. IPO Name;
 3. Bid cum Application Form number;
 4. Investor Category;
 5. PAN (of First Applicant, if more than one Applicant);
 6. DP ID of the demat account of the Applicant;
 7. Client Identification Number of the demat account of the Applicant;
 8. UPI ID (RIIs applying through UPI Mechanism)
 9. Numbers of Equity Shares Applied for;
 10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 11. Bank account number
12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Bid cum Application Form number which shall be system generated.
7. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
9. In case of QIB Applicants, the Book Running Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after

assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.

10. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

BUILD OF THE BOOK

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

Withdrawal of Bids

RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement

The issue is 100% Underwritten. For further details please refer to Section titled "General Information" on page no. 39 of this Draft Red Herring Prospectus.

Filing of the Offer Document with the ROC

For filing details, please refer Chapter titled "General Information" beginning on page 39 of this Draft Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

Price Discovery & Allocation of Equity shares

- a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.
- b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details

pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

- c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

Issuance of Allotment Advice

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.
3. The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
4. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

Issuance of Confirmation Allocation Note (“CAN”) And Allotment In The Offer

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date.

The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

General Instructions

Applicants are requested to note the additional instructions provided below.

Do’s:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band
3. Read all the instructions carefully and complete the Application Form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time,;
6. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
7. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Bid cum Application Form is signed by the ASBA account holder (or the UPI-linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. 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;
10. Ensure that you request for and receive a stamped acknowledgement of your application;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner
13. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
14. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.
15. Ensure that the Demographic Details are updated, true and correct in all respects;
16. Ensure that the signature of the First Bidder in case of Joint Bids, is included in the Bid cum Application Forms;
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 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 application, the Bid cum Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
20. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
21. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;

22. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
23. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Bid cum Application Form and the Prospectus;
24. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Bid cum Application Form at the time of submission of the Application;
25. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
26. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
27. Retail Individual Investors Bidding using the 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. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the BRLM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Bid cum Application Form that does not have the stamp of the Designated Intermediary;
7. If you are a Retail Individual Applicant, do not apply for an exceeding ₹ 200,000;
8. Do not fill up the Bid cum Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
9. Do not submit the General Index Register number instead of the PAN;
10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
15. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
16. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not submit an Application 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 Depositories);
18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, 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>). The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
22. Do not submit a Bid cum Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the Application Form

The Applications should be submitted on the prescribed Bid cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the Bid cum Application Form submitted. Bid cum Application Form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

Applicant’s Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Bids in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Book Running Book Running Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Cir c 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue, Book Running Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

Investor Grievance

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b. In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c. For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

Grounds for Technical Rejections

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- a. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- c. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Bid cum Application Form;
- e. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- f. GIR number furnished instead of PAN;
- g. Bid for lower number of Equity Shares than specified for that category of investors;
- h. Bids at Cut-off Price by NIIs and QIBs;
- i. Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- j. The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- k. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- l. Category not ticked;
- m. Multiple Bids as defined in the DRHP;
- n. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;

- o. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- p. Signature of sole Bidder is missing;
- q. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- r. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- s. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- t. Bid by OCBs;
- u. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- v. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- w. Bids not uploaded on the terminals of the Stock Exchange;
- x. Where no confirmation is received from SCSB for blocking of funds;
- y. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- z. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- aa. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- bb. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
 - a. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
 - b. Details of ASBA Account not provided in the Bid cum Application form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a. The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c. In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the DRHP

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) a tripartite agreement dated September 08, 2023 with NSDL, our Company and Registrar to the Issue;
- b) a tripartite agreement dated September 13, 2023 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE0R5Q01014

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Bid cum Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Bid cum Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Bid cum Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

GRANDMAA INTERNATIONAL LIMITED Sumita Uppal Company Secretary and Compliance Officer Address: HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007. Tel No: +919875903327 Website: www.grandmaa.in E-mail: cs@grandmaa.in	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel No: 011-40450193-197 Fax: 011-26812683 Website: www.skylinerta.com E-Mail: ipo@skylinerta.com Contact Person: Mr. Anuj Rana SEBI Reg. No.: INR000003241
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Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

Impersonation

Attention of the Applicant is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager 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.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

Grounds for Refund

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Red Herring Prospectus. The designated Stock Exchange may be as disclosed in the Draft Red Herring Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Red Herring Prospectus, the Book Running Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from Book Running Lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of forth days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue 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 money has to be returned within such 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 the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013)

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

Mode of Refunds

- a) In case of ASBA Bids: Within 6 (six) Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
- b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- c) In case of Investors: Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

- I. **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;

- II. **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- III. **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- IV. **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and
- V. Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to Draft Red Herring Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

Completion of Formalities for listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter for 95% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [•].
 - Equity Shares.

ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements
 - a. not more than 60% of the QIB Portion will be allocated to Anchor Investors
 - b. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

c. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c. In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d. In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice

e. Basis of Allotment for QIBs (Other than Anchor Investors) and NIIs in case of Over Subscribed offer

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than 2,000 equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted 2,000 equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of 2,000 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 2,000 equity shares subject to a minimum allotment of 2,000 equity shares

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will

be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Bid cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE i.e., www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Bid cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Bid cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Bid cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by

giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Undertaking by our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within fifteen (15) days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period
10. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013

2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction – Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy, 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Hearing Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF
THE ARTICLES OF ASSOCIATION**

**MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF
GRANDMAA INTERNATIONAL LIMITED**

Title of Article	Article Number	Content
PRELIMINARY	1	<p>1.1 Subject as hereinafter provided, the Regulations contained in Table ‘F’ in the Schedule ‘I’ to the Companies Act, 2013 shall apply to the Company.</p> <p>1.2 These Articles of Association are the regulations governing the management of the Company & its members and incidental matters thereto.</p>
I. INTERPRETATION		<p>1. In these regulations—</p> <p>a. “The Act” means the Companies Act, 2013.</p> <p>2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p>
II. SHARE CAPITAL AND VARIATION OF RIGHTS	1.	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
	2.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
	3.	<p>i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
	4.	Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share,

		or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
	5.	<ul style="list-style-type: none"> i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under. ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
	6.	<ul style="list-style-type: none"> i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
	7.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
	8.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
LIEN	9.	<ul style="list-style-type: none"> i. The company shall have a first and paramount lien— <ul style="list-style-type: none"> a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. ii. company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
	10.	<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—</p> <ul style="list-style-type: none"> a. unless a sum in respect of which the lien exists is presently payable; or b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or

		insolvency.
	11.	<ul style="list-style-type: none"> i. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer. iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
	12.	<ul style="list-style-type: none"> i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
CALLS ON SHARES	13.	<ul style="list-style-type: none"> i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. iii. A call may be revoked or postponed at the discretion of the Board.
	14.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
	15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
	16.	<ul style="list-style-type: none"> i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.
	17.	<ul style="list-style-type: none"> i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
	18.	<p>The Board—</p> <ul style="list-style-type: none"> a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve

		per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
	19.	<ul style="list-style-type: none"> i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
	20.	<p>The Board may, subject to the right of appeal conferred by section 58 declines to register—</p> <ul style="list-style-type: none"> a. The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or b. Any transfer of shares on which the company has a lien.
	21.	<p>The Board may decline to recognize any instrument of transfer unless—</p> <ul style="list-style-type: none"> a. The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; b. The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and c. The instrument of transfer is in respect of only one class of shares.
	22.	<p>On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p>
TRANSMISSION OF SHARES	23.	<ul style="list-style-type: none"> i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares. ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
	24.	<ul style="list-style-type: none"> i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— <ul style="list-style-type: none"> a. To be registered himself as holder of the share; or b. To make such transfer of the share as the deceased or insolvent member could have made. ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
	25.	<ul style="list-style-type: none"> i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed

		by that member.
	26.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
FORFEITURE OF SHARES	27.	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
	28.	The notice aforesaid shall— a. Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; b. State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
	29.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
	30.	i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
	31.	i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
	32.	i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of; iii. The transferee shall thereupon be registered as the holder of the share; and iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be

		affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
	33.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	34.	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
	35.	Subject to the provisions of section 61, the company may, by ordinary resolution, <ul style="list-style-type: none"> a. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; b. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; c. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; d. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
	36.	Where shares are converted into stock, <ul style="list-style-type: none"> a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; b. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. c. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. d. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
	37.	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,— <ul style="list-style-type: none"> a. Its share capital; b. Any capital redemption reserve account; or c. Any share premium account.
CAPITALISATION OF PROFITS	38.	<ul style="list-style-type: none"> i. The company in general meeting may, upon the recommendation of the Board, resolve— <ul style="list-style-type: none"> a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who

		<p>would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause</p> <p>iii. either in or towards—</p> <p>a. paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>
	39.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>a. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>b. Generally do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>b. to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p>
BUY-BACK OF SHARES	40.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
GENERAL MEETINGS	41.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
	42.	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
PROCEEDINGS AT GENERAL MEETINGS	43.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>

	44.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
	45.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
	46.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
ADJOURNMENT OF MEETING	47.	<ul style="list-style-type: none"> i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. iv. iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
VOTING RIGHTS	48.	Subject to any rights or restrictions for the time being attached to any class or classes of shares,— <ul style="list-style-type: none"> a. on a show of hands, every member present in person shall have one vote; and b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
	49.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
	50.	<ul style="list-style-type: none"> i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
	51.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
	52.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
	53.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
	54.	<ul style="list-style-type: none"> i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
PROXY	55.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24

		hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
	56.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
	57.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
BOARD OF DIRECTORS	58.	First directors at the time of Incorporation of the Company are: 1. Jaideep Jain 2. Seema Jain
	59.	i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. ii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or b. in connection with the business of the company.
	60.	The Board may pay all expenses incurred in getting up and registering the company.
	61.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
	62.	All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
	63.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
	64.	i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
PROCEEDINGS OF THE BOARD	65.	i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit. ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
	66.	i. Save as otherwise expressly provided in the Act; questions arising at any meeting of the Board shall be decided by a majority of votes. ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
	67.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the

		quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
	68.	<ul style="list-style-type: none"> i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
	69.	<ul style="list-style-type: none"> i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it think fit. ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
	70.	<ul style="list-style-type: none"> i. A committee may elect a Chairperson of its meetings. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
	71.	<ul style="list-style-type: none"> i. A committee may meet and adjourn as it thinks fit. ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
	72.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
	73.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	74.	<p>Subject to the provisions of the Act, —</p> <ul style="list-style-type: none"> i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	75.	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
The Seal	76.	<ul style="list-style-type: none"> i. The Board shall provide for the safe custody of the seal. ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the

		secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
DIVIDENDS AND RESERVE	77.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
	78.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
	79.	<p>i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
	80.	<p>i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.</p> <p>ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>
	81.	i. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
	82.	<p>i. Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
	83.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
	84.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
	85.	No dividend shall bear interest against the company.
ACCOUNTS	86.	i. The Board shall from time to time determine whether and to what

		<p>extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.</p>
WINDING UP	87.	<p>i. Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>ii. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>iii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iv. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
INDEMNITY	88.	<p>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.</p>

SECTION - X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Register Office of our Company located at HB NO 65, Backside Govt. School, Rahon Road, Village Khwajke, Basti Jodhewal, Ludhiana, Punjab, India, 141007. between 10:00 a.m. and 5:00 p.m. (IST) on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.grandmaa.in and will be available for inspection from date of the Draft Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Issue

1. Issue Agreement dated July 17, 2024 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated July 17, 2024 between our Company and Registrar to the Issue.
4. Underwriting Agreement dated [•] amongst our Company, the Underwriter and the Book Running Lead Manager.
5. Market Making Agreement dated [•] amongst our Company, Market Maker and the Book Running Lead Manager.
6. Bankers to the Issue Agreement dated [•] amongst our Company, the Book Running Lead Manager, Banker (s) to the Issue and the Registrar to the Issue.
7. Tripartite agreement September 13, 2023 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
8. Tripartite agreement dated September 08, 2023 amongst our Company, National Securities Depository Limited and Registrar to the Issue.
9. Syndicate Agreement dated [•] entered into amongst the members of Syndicate, Book Runner Lead Manager, Registrar to issue and Our Company.

B. Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated April 29, 2024 in relation to the Issue and other related matters.
3. Shareholders' resolution dated May 25, 2024 in relation to the Issue and other related matters.
4. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Banker to our Issue and Market Maker to include their names in this Draft Red Herring Prospectus and to acting their respective capacities.
5. Peer Review Auditors Report dated June 14, 2024 on Restated Financial Statements of our Company for the financial year ended on March 31, 2024, March 31 2023. March 31 2022.
6. The Report dated July 31,2024 from the Statutory Auditors of our Company, confirming the Statement of Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. Audit Committees Resolution dated July 31,2024 approving the KPI and Certificate from the Peer Review Auditor of the Company M/s K R Aggarwal & Associates, Chartered Accountants dated July 31,2024 with respect to the KPIs disclosed in this Draft Red Herring Prospectus.
8. Board Resolution dated August 05, 2024 & [•] for approval of this Draft Red Herring Prospectus and Prospectus respectively.

9. Copy of Valuation report of Equity shares dated August 04, 2023 is obtained from Registered Valuer (IBBI) bearing UDIN: 23512194BGVAPY2457 and Copy of Valuation report of Land and Building dated August 03, 2023.
10. Copy of Approval dated [•] from the SME Platform of NSE (NSE Emerge) to use their name in the Prospectus for listing of Equity Shares.
11. Due Diligence Certificate on Draft Red Herring Prospectus from Book Running Lead Manager dated August 05, 2024 addressing NSE, Red Herring Prospectus from Book Running Lead Manager dated [•] addressing NSE and Prospectus from Book Running Lead Manager dated [•] addressing NSE & SEBI

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

SECTION XI – DECLARATION

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

Signed by the Directors of the Company:

Name	Designation	Signature
Jaideep Jain	Managing Director	Sd/-
Bhupesh Jain	Non-Executive Director	Sd/-
Seema Jain	Non-Executive Director	Sd/-
Kanchan Bhatia	Independent Director	Sd/-
Rita Aggarwal	Independent Director	Sd/-

Signed by:

Name	Designation	Signature
Vinayak Mishra	Chief Financial Officer	Sd/-
Sumita Uppal	Company Secretary and Compliance Officer	Sd/-

Place: Ludhiana

Date: August 05, 2024