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DRAFT ABRIDGED PROSPECTUS
100% Book Built Issue
Dated: March 30, 2026
Please read Section 26 and 32 of the Companies Act, 2013
(This Draft Abridged Prospectus will be updated upon filing with the RoC)



QUALIANCE INTERNATIONAL LIMITED
CIN: U17299MH2006PTC164026

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Malad West, Mumbai, Maharashtra, India – 400 064	405-B, 407-B and 206-B Wing, Knox Plaza, Mindspace, Malad West, Mumbai – 400 064, India	Pradeep Devanand Prajapati, Company Secretary & Compliance Officer	Email: cs@qualiance.com Telephone: +91 22 42666003	https://www.qualiance.com/

Promoter of the Company	Vipul Badani, Bhoomin R Badani and Krupa Rajesh Badani
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DETAILS OF THE ISSUE				
Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	up to 35,52,000 Equity Shares aggregating up to ₹ [●] lakhs	Nil	[●]	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION- NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. 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 77 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (**“SEBI”**), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section **“Risk Factors”** beginning on page 19 of this Draft Red Herring Prospectus.


ISSUER ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (**“NSE Emerge”**). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (**“NSE”**).

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 Hem Securities HEM SECURITIES LIMITED	Neelkanth Agarwal	Email: ib@hemsecurities.com ; Tel. No.: +91-22- 49060000

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 MUFG MUFG Intime MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited)	Shanti Gopalkrishnan	Email: qualiance.smeipo@in.mpms.mufg.com Tel No: +91 810 811 4949

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENS/ CLOSES ON*: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON**: [●]***
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**Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*
***Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.*
****The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.*

SUMMARY OF THE PRIMARY BUSINESS

We are engaged in the design, engineering, manufacture and export of performance garments for institutional, government and brand clients in international markets. Our product portfolio includes military uniforms, tactical outerwear, high-visibility workwear, weather-resistant and all-weather outerwear, police and border patrol uniforms, protective workwear and performance active wear.

Over the past two decades, we have manufactured garments based on product specifications and compliance requirements of European military, government and institutional buyers. We have maintained relationships with Swiss government and institutional clients. Our revenue from the sale of manufactured products is primarily derived from exports, which accounted for 99.78% for the period ended September 30, 2025, 93.93% for FY 2025, 87.52% for FY 2024 and 95.02% for FY 2023 of our revenue from operations.

Product -Wise Revenue From Operation (excluding Other Operating Revenue)

(Amount in ₹ Lakhs)

Particular	Period 01/04/2025 to 30/09/2025		FY 2024-25		FY 2023-24		FY 2022-23	
Product Name	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Knitted	1,469.19	38.30%	1,458.42	27.61%	1,185.91	32.13%	1,305.72	37.30%
Woven	2,366.45	61.70%	3,823.39	72.39%	2,505.21	67.87%	2,194.69	62.70%
Grand Total	3,835.64	100.00%	5,281.82	100.00%	3,691.12	100.00%	3,500.41	100.00%

Our client base is located across Europe, including Switzerland, and North America, including the United States. We supply garments to the various department of Government of Switzerland and European brands. For all stages of operations from sample development to shipment, we follow quality standards applicable in European markets. Our manufacturing facility includes a quality control system to monitor product standards. All fabrics and accessories used in production comply with international requirements, and test reports from recognized laboratories are obtained to support compliance.

Revenue from operations (excluding Other Operating Revenue) from our top 10 customers is Rs. 3835.64 Lakhs in the period ended on 30/09/2025. Also, Rs. 3835.64 Lakhs in F.Y 2025, Rs. 3,661.93 in F.Y 2024 and Rs. 3,469.84 in F.Y. 2023.

KEY MANUFACTURING OR OTHER FACILITIES are Registered office situated at 406, 4th Floor, B wing, Knox Plaza, Malad, Mumbai and Corporate Office at 405 & 407, 4th Floor, B wing, Knox Plaza, Malad, Mumbai and at B/206, 2nd Floor, Knox Plaza, Chincholi Bunder Road, Malad (West), Mumbai – 400. Also a Manufacturing Facility situated at 5/491-R, Lakshmi Nagar, Angeripalayam road, Vengamedu, Tiruppur, Tamil Nadu – 641 603 along with Warehouse as well as shop premises in Tiruppur.

BUSINESS STRENGTHS AND STRATEGIES

STRENGTH

1. In-house manufacturing facility with quality control mechanism
2. Widespread reach in international markets
3. Integrated expertise in high performance technical garments
4. Qualified and Experienced Management Team

STRATEGIES

1. Continue to invest in our technological capabilities
2. Focus on premium international brands
3. Focus on consistently meeting quality standards
4. Maintaining cordial relationships with our suppliers, customers and employees
5. Continue to strive for cost efficiency

For further details, please refer to the chapter titled **“Our Business”** beginning on page 100 of the Draft Red Herring Prospectus.

SUMMARY OF THE INDUSTRY

India’s textile and apparel industry is one of the largest globally, ranking as the second-largest producer and the sixth-largest exporter, with an estimated 4.6% share in global trade. The sector plays a significant role in the Indian economy, contributing approximately 2.3% to GDP, 13% to industrial production, and 12% to total exports. The domestic textile market, valued at

around US\$ 225 billion in 2025, is projected to grow at a 10–12% CAGR to reach approximately US\$ 646.96 billion by 2033, supported by rising domestic consumption, expansion of manufacturing capacities, and supportive government policy initiatives. India's textile and apparel exports currently stand at about US\$ 35.14 billion, with the government targeting US\$ 105.42 billion by 2030. In Q1 FY26, textile and apparel exports reached US\$ 9.40 billion, with apparel exports growing approximately 8.9% year-on-year, reflecting steady global demand. Globally, the apparel market was valued at approximately US\$ 1.8 trillion in 2024 and is expected to grow at a 3.3% CAGR, presenting continued export opportunities for Indian textile and apparel manufacturers.

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

For further details, please refer to the chapter titled **“Industry Overview”** beginning on page 87 of the Draft Red Herring Prospectus.

PROMOTERS OF THE ISSUER COMPANY			
Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	Vipul Badani	Individual	Vipul Badani , aged 60 years, is the Chairman & Managing Director and Promoter of our Company. He has been associated with the Board since the incorporation of the Company. He holds a Diploma in Knitting Technology (1984) from the Maharashtra State Board of Technical Education and has over 30 years of experience in the apparel export industry. His expertise spans quality management, production planning, international trade, and strategic business operations. Over the years, he has a strong track record in establishing and leading apparel export businesses.
2.	Bhomin R Badani	Individual	Bhomin R Badani , aged 40 years, is the Promoter, Whole Time Director & Chief Executive Officer of our Company. He has been associated with the Company since 2007 and has around 15 years of experience across business development, legal practice, FMCG, and global apparel manufacturing. He holds a B.M.S. and a LL.B. In his current role, he is responsible for driving the Company's strategic growth, overseeing international business operations, and managing overall business development initiatives.
3.	Krupa Rajesh Badani	Individual	Krupa Rajesh Badani , aged 67 years, is the Promoter and Non-Executive Director of our Company. She has been on the Board as a Non-Executive Director since March 02, 2026. She has a secondary certificate and has over 29 years of professional experience. She possesses significant experience in office administration, documentation management, compliance coordination, and organisational support, and has contributed to strengthening the Company's administrative and operational processes.

For details in respect of our Promoters, please refer to the chapter titled **“Our Promoters and Promoter Group”** beginning on page 140 of the Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

This Issue includes a fresh issue of upto 35,52,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share.

Details of means of finance – The fund requirements for the object of the Issue is stated as follows:

(Amount ₹ in lakhs)

S. No.	Particulars	Total estimated cost	To be deployed from IPO	Amount already deployed	Amount to be deployed and utilized in
					2026-27
1	Funding the capital expenditure requirements of our company towards setting up a new manufacturing facility at Tiruppur- Tamil Nadu	3,436.93	3,135.00	-	3,135.00
2	General Corporate Purpose*	[●]	[●]	[●]	[●]
	Total	[●]	[●]	[●]	[●]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or Rs. 10 crores whichever is lower.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. Funding the capital expenditure requirements of our company towards setting up a new manufacturing facility at Tiruppur-Tamil Nadu

Our Company is an integrated apparel manufacturer across both woven and knit categories. We operate from our manufacturing facility located in Tiruppur, Tamil Nadu.

Expansion Plan

We are establishing a new manufacturing facility at Tiruppur District, Tamil Nadu. The land was acquired based on the sale agreement dated 20th January 2026 for a consideration of Rs. 87.00 lakh, funded through internal accruals. The proposed facility will be a multi-storey RCC building with a total built-up area of approximately 143,370 sq. ft. across four floors. The estimated annual base production capacity of the new factory is 1,080,000 pieces.

2. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

For further details, please refer to the chapter titled “Objects of the Issue” on page 69 of the Draft Red Herring Prospectus.

PRE AND POST ISSUE SHAREHOLDING OF PROMOTER(S), MEMBERS OF THE PROMOTER GROUP AND TOP 10 SHAREHOLDERS

Sr. No.	Pre-Issue shareholding			Post-Issue shareholding as at the date of Allotment			
	Name of Shareholders	Number of Equity Shares	Share Holding (in %)	At Floor Price (₹ ●)		At Cap Price (₹ ●)	
				Number of Equity Shares	Share holding (in %)	Number of Equity Shares	Share holding (in %)
Promoter(s)							
1.	Vipul Badani	50,49,000	51.00%	●	● %	●	● %
	Krupa Rajesh Badani	26,23,500	26.50%	●	● %	●	● %
	Bhoomin R Badani	4,45,500	4.50%	●	● %	●	● %
Total (Promoters)		81,18,000	82.00%	●	● %	●	● %
Members of Promoter Group							
2.	Pratiksha Vipul Badani	4,45,500	4.50%	●	● %	●	● %
	Rajesh Jagmohadas Badani	4,45,500	4.50%	●	● %	●	● %
	Dhriti Drolia	4,45,500	4.50%	●	● %	●	● %
	Sneha Badani	4,45,500	4.50%	●	● %	●	● %
Total (Promoter Group)		17,82,000	18.00%	●	● %	●	●
Total (aggregate)		99,00,000	100.00%	●	● %	●	● %

Notes:

- Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisements until date of prospectus.
- Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.

SUMMARY OF RESTATED FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the period ended on September 30, 2025 and financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023:

(Amount ₹ in lakhs)

Sr. No	Particulars	For the period/ year ended			
		September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
1	Share capital	990.00	990.00	990.00	150.00
2	Net Worth	1,931.26	1,382.25	892.40	(231.53)

Sr. No	Particulars	For the period/ year ended			
		September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
3	Revenue from operation	3,846.24	5,307.24	3,722.94	3,545.31
4	EBITDA	748.42	797.05	486.15	298.06
5	Profit after tax	549.01	489.85	283.93	157.85
6	Basic Earnings per share	5.55	4.95	11.21	10.52
7	Diluted Earnings per share	5.55	4.95	11.21	10.52
8	Return on Equity	33.14%	43.07%	85.93%	-^
9	NAV per Equity Shares (based on Weighted Average Number of Shares - With Bonus issue effect)	19.51	13.96	35.23	(15.44)
10	Total borrowings	3,526.92	2,971.01	1,916.72	2,760.21
11	Cash flow from operating activities	(60.06)	(445.08)	284.72	111.59
12	Cash flow from investing activities	(150.28)	(438.45)	(43.68)	(16.24)
13	Cash flow from financing activities	388.06	771.11	(159.63)	(29.15)

^Since the Company's average shareholder's equity in F.Y. 22-23 is negative, the Return on equity is not meaningful and, accordingly, has been disclosed as Nil.

For further details, please refer to the chapter titled **"Restated Financial Statements"** beginning on page 145 of the Draft Red Herring Prospectus.

SUMMARY OF KEY PERFORMANCE INDICATORS

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the period/FY ending			
	September* 30, 2025	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations ⁽¹⁾	3,846.24	5,307.24	3,722.94	3,545.31
EBITDA ⁽²⁾	748.42	797.05	486.15	298.06
EBITDA Margin ⁽³⁾	19.46%	15.02%	13.06%	8.41%
PAT ⁽⁴⁾	549.01	489.85	283.93	157.85
PAT Margin ⁽⁵⁾	14.27%	9.23%	7.63%	4.45%
RoCE(%) ⁽⁶⁾	16.74%	21.16%	18.94%	12.14%
RoE (%) ⁽⁷⁾	33.14%	43.07%	85.93%	-^
Net Worth ⁽⁸⁾	1,931.26	1,382.25	892.40	(231.53)

*Not annualized

^Since the company's average shareholder's equity in FY 22-23 is negative, the return on equity is not meaningful and, accordingly, has been disclosed as Nil.

Notes:

⁽¹⁾ Revenue from operation means revenue from operating activities

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income+ + Loss on sale of PPE + Assets Discarded

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.

⁽⁴⁾ 'PAT represents total net profit after tax for the period/year available for parent equity shareholder.

⁽⁵⁾ 'PAT Margin' is calculated as PAT divided by revenue from operations.

⁽⁶⁾ 'RoCE is calculated as EBIT divided by capital employed where (i) EBIT means PAT + Tax Expenses + interest expense (ii) Capital employed means Net worth (excluding revaluation reserve) + total current & non-current borrowings + DTL-DTA as appearing in financial statements.

⁽⁷⁾ 'ROE is calculated as PAT (excluding of extra ordinary losses) as divided by Net worth (excluding revaluation reserve).

⁽⁸⁾ 'Net worth means Equity share capital + Reserves and surplus (including Securities Premium, General Reserve and surplus in statement of profit and loss but excluding Revaluation Reserve).

For further details, please refer to the chapter titled **"Basis for Issue Price"** beginning on page 77 of the Draft Red Herring Prospectus.

RISK FACTORS

The below mentioned risks are the top 10 internal risk factors as per the Draft Red Herring Prospectus:

1. We derive a significant portion of our revenue from the sale of woven garments. Any decline in the sales of our key product could have an adverse effect on our business, results of operations and financial condition.

2. We depend on a limited number of customers for our revenue from operations. Any failure to maintain relationships with such customers could adversely affect our revenue and financial condition.
3. We derive a majority portion of our revenues from exports and are subject to risk of international trade
4. There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions could impact our cash flows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations and financial condition.
5. We depend on a limited number of suppliers for raw materials. Any interruption in the availability of raw materials could adversely impact our operations. Further, any failure by our suppliers to provide raw materials to us on time or at all, or as per our specifications and quality standards could have an adverse impact on our ability to meet our manufacturing and delivery schedules.
6. We have had negative cash flows from operating, investing and financing activities in the past. Any negative cash flow in the future may affect our liquidity and financial condition
7. There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/ 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.
8. We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.
9. Our Company is yet to place orders for the Plant & Machinery for the setup of new manufacturing facility. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.
10. We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.

For further details, please refer to the chapter titled “**Risk Factors**” beginning on page 19 of the Draft Red Herring Prospectus.

THE DETAILS OF THE WEIGHTED AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

PARTICULARS	NUMBER OF EQUITY SHARES HELD AS ON DATE*	WEIGHTED AVERAGE COST OF ACQUISITION (“WACA”) PER EQUITY SHARE (IN ₹)*	WACA PER EQUITY SHARES ACQUIRED IN LAST ONE YEAR*
Promoter(s)			
Vipul Badani	50,49,000	Nil	-
Krupa Rajesh Badani	26,23,500	Nil	-
Bhoomin R Badani	4,45,500	Nil	-

Weighted average cost of acquisition of all shares transacted in the one year and three years preceding the date of draft offer document / offer document.

Period	Weighted Average Cost of Acquisition (in Rs.)	Cap Price (₹[●]) is ‘X’ times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Last one year preceding the date of the Draft Red Herring Prospectus	Nil	[●]	Nil
Last three years preceding the date of the Draft Red Herring Prospectus	9.50	[●]	0-10*

*Allotment was done at the face value of Rs. 10 each.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name	Designation (Independent / Wholetime / Executive / Nominee)
1.	Vipul Badani	Managing Director & Chairman
2.	Bhoomin R Badani	Whole-Time Director & Chief Executive Officer
3.	Krupa Rajesh Badani	Non-Executive Director
4.	Dharini Jatania	Independent Director
5.	Kadambari R Mehta	Independent Director
6.	Saira Tabrez Khan	Chief Financial Officer

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
Sr. No.	Name	Designation (Independent / Wholetime / Executive / Nominee)
7.	Pradeep Devanand Prajapati	Company Secretary & Compliance Officer

For further details, please refer to the chapter titled **“Our Management”** beginning on page 128 of the Draft Red Herring Prospectus.

AUDITOR QUALIFICATIONS

There are no audit qualifications which have not been given effect in the Restated Financial Statements.

SUMMARY TABLE OF OUTSTANDING LITIGATIONS

A summary of outstanding litigations proceedings involving our Company, Promoters, Directors, KMPs, SMPs and Group Company (to the extent material to our Company) as on the date of the draft Red Herring Prospectus are as below:

(Amount ₹ in lakhs)

S. No.	Name of Entity	Criminal Proceedings	Tax Proceedings	Material Civil Litigations	Aggregate amount involved
1.	Company				
	By the Company	-	-	-	-
	Against the Company	-	9	-	213.05
2.	Promoters				
	By the Promoters	-	-	-	-
	Against the Promoters	-	2	-	20.75
3.	Directors (other than Promoters)				
	By the Directors	-	-	-	-
	Against the Directors	-	-	-	-
4.	Key Managerial Personal & Senior Management				
	By the Company	-	-	-	-
	Against the Company	-	-	-	-
5.	Group Company				
	By the Group Company	-	-	-	-
	Against the Group Company	-	-	-	-

For further details, please refer to the chapter titled **“Outstanding Litigations and Material Developments”** beginning on page 211 of the Draft Red Herring Prospectus.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, 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 the Draft Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Draft Red Herring Prospectus are true and correct.