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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 legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, SEBI Listing Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder. Further, the issue related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The terms not defined herein but used in *"Basis for Issue Price"*, *"Statement of Special Tax Benefits"*, *"Industry Overview"*, *"Key Regulations and Policies"*, *"History and Certain Corporate Matters"*, *"Restated Financial Information"*, *"Our Group Companies"*, *"Outstanding Litigation and Material Developments"*, *"Issue Procedure"* and *"Main Provisions of the Articles of Association"* beginning on pages 103, 111, 114, 163, 172, 197, 261, 248, 288 and 311 respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"VijayPD", "the Company", "our Company" and "VijayPD Ceutical Limited"	VijayPD Ceutical Limited, a company incorporated in India under the Companies Act, 2013 having its Registered office at A1, 1st Floor, Devraj Premises CHSL, Goregaon West, Mumbai – 400062, Maharashtra, India.
"we", "us" and "our"	Unless the context otherwise indicates or implies, refers to our Company.
"you", "your" or "yours"	Prospective investors in this Issue.

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	Articles of Association of our Company, as amended, from time to time
"Audit Committee"	Audit committee of our Board, as described in *"Our Management – Committees of the Board – Audit Committee"* on page 176.
"Auditors" or "Statutory Auditors"	The Statutory Auditors of our Company, currently being M/s. J D Shah Associates, Chartered Accounts.
"Bankers to the Company"	HDFC Bank Limited,
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time. For further information, see *"Our Management- Board of Directors"* on page 176.
"Chairman" or "Chairperson"	The Chairman of Board of Directors of our Company being Mr. Samit Madhukar Shah
"Chief Financial Officer" or "CFO"	The Chief Financial Officer of our Company being Mr. Vishram Sakharam Gawde
"Committee(s)"	Duly constituted committee(s) of our Board of Directors, as described in *"Our Management – Committees of the Board"* on page 176.
"Company Secretary and Compliance Officer"	The Company Secretary and Compliance Officer of our Company being Ms. Purvi Kishor Surti
"Corporate Social Responsibility Committee" or "CSR Committee"	Corporate social responsibility committee of our Board, as described in "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 176.
"Director(s)"	The Director(s) of our Company, unless otherwise specified.

Term	Description
"Equity Shares"	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
"Executive Directors"	Executive directors of our Company, being Mr. Viraaj Kirti Shah
"Group Company"	Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "*Our Group Companies*" beginning on page 261.
"Independent Director(s)"	Independent director(s) of our Board, as described in "*Our Management*" beginning on page 176.
"Individual Promoter(s)"	Our individual Promoters are Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah, Mr. Narendra Nagindas Shah, Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah
"Key Managerial Personnel"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in "*Our Management – Key Managerial Personnel of our Company*" on page 176.
"Key Performance Indicators" or "KPIs"	Key financial and operational performance indicators of our Company, as included in *"Basis for Issue Price"* beginning on page 103.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
"MD" or "Managing Director"	The Managing Director of our Company, namely, Mr. Samit Madhukar Shah
"Memorandum of Association" or "MoA"	The Memorandum of Association of our Company, as amended from time to time
"Nomination and Remuneration Committee"	Nomination and remuneration committee of our Board, as described in "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 176.
"Non-Executive Directors"	Non-executive directors (other than the Independent Directors) of our Company, as set out in "*Our Management*" beginning on page 176.
"Promoters"	Collectively, Individual Promoters
"Promoter Group"	Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoter and Promoter Group – Promoter Group*" on page 190.
"Peer Review Auditors"	Auditor having a valid Peer Review certificate in our case being M/s. J D Shah Associates, Chartered Accounts.
"Registered Office"	The Registered Office of our Company situated at A1, 1st Floor, Devraj Premises CHSL, Goregaon West, Mumbai – 400062, Maharashtra, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Mumbai, Maharashtra, situated at 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra, India.
"Restated Financial Information"	Restated Financial Information of our Company comprising of the Restated Statement of Assets and Liabilities for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of changes in equity and, the Restated Statement of Cash Flows for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, and notes to the Restated Financial Information, prepared in accordance with the requirements of Section 26 of the Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by the Institute of Chartered Accountants of India as amended from time to time, which comprises the Restated Summary Statements have been compiled from Audited Financial Statements of our Company for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, which were in accordance with AS.
"Shareholder(s)"	Equity shareholder(s) of our Company from time to time
"Stakeholders Relationship Committee"	Stakeholders Relationship Committee of our Board, as described in "*Our Management – Committees of the Board – Stakeholders Relationship Committee*" on page 176.
"Senior Management Personnel"	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Senior Management Personnel of our Company*" on page 176.
"Whole-time Director"	Whole Time Director of our Company being Mr. Bhavin Dhirendra Shah

Issue Related Terms

Term	Description
"Abridged Prospectus"	A memorandum containing such salient features of a Prospectus as may be specified by the SEBI in this regard
"Acknowledgement Slip"	The slip or document to be issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment (in case of the Fresh Issue) or transfer (in case of the Offer for Sale), of the Equity Shares by the Company, respectively pursuant to the Issue to in each case to successful Bidders.
"Allotment Advice"	A note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted
"Anchor Investor(s)"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs
"Anchor Investor Allocation Price"	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company, in consultation with the Book Running Lead Manager
"Anchor Investor Application Form"	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and the Prospectus
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Issue Period"	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
"Anchor Investor Issue Price"	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager
"Anchor Investor Pay-in Date"	With respect to Anchor Investor(s), the Anchor Investor Bid/ Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/Issue Closing Date.
"Anchor Investor Portion"	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis by our Company, in consultation with the Book Running Lead Manager 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 accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
"ASBA Account"	A bank account maintained by an ASBA Bidder 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 amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidders linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidders Bidding through the UPI Mechanism
"ASBA Bid"	A Bid made by an ASBA Bidder

Term	Description
"ASBA Bidders"	All Bidders except Anchor Investors
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Banker(s) to the Issue"	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Bank(s)
"Basis of Allotment"	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue. For details, see *"Issue Procedure"* beginning on page 288.
"Bid Amount"	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Issue
"Bid cum Application Form"	Anchor Investor Application Form or the ASBA Form, as the context requires
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
"Bid(s)"	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application 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, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
"Bid/ Issue Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all and editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation. In case of any revisions, the revised Bid/Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s). Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations
"Bid/ Issue Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all and editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation In case of any revision, the revised Bid/Issue Opening Date will also be widely disseminated by notification the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s)
"Bid/Issue Period"	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations

Term	Description
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
"Bidding Centres"	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
"Book Building Process"	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
"Book Running Lead Manager" or "BRLM"	The Book Running Lead Manager to the Issue namely, Smart Horizon Capital Advisors Private Limited *(Formerly Known as Shreni Capital Advisors Private Limited)*
"Broker Centres"	Broker centres notified by the Stock Exchange where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchange at (www.nseindia.com)
"Cap Price"	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
"Cash Escrow and Sponsor Bank Agreement"	The cash escrow and sponsor bank agreement to be entered into between our Company and the Book Running Lead Manager, the Registrar to the Issue and the Banker(s) to the Issue for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
"Client ID"	The client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
"Confirmation of Allocation Note" or "CAN"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Issue Period
"Cut-off Price"	The Issue Price finalised by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cutoff Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"D&B India"	Dun & Bradstreet Information Services India Private Limited
"D&B Report"	Report titled "*Industry Report on Pharmaceutical*" dated November 29, 2024, exclusively prepared by D&B India and, commissioned and paid for by our Company specifically in connection with the Issue, pursuant to an engagement letter dated November 11, 2024.
"Demographic Details"	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
"Designated CDP Locations"	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchange (www.nseindia.com)

Term	Description
"Designated Date"	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Issue
"Designated Intermediary(ies)"	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
"Designated Market Maker"	Shreni Shares Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
"Designated RTA Locations"	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchange (www.nseindia.com)
"Designated Stock Exchange"	National Stock Exchange of India Limited **("NSE Emerge")**
"Draft Red Herring Prospectus" or "DRHP"	This Draft Red Herring Prospectus dated December 02, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the issue, including any addenda or corrigenda thereto
"Eligible FPI(s)"	FPI(s) that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
"Eligible NRI(s)"	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
"Escrow Account(s)"	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
"Escrow Collection Bank(s)"	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names

Term	Description
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
"Fraudulent Borrower"	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"Issue"	The initial public offer of up to 53,00,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹[●] per Equity shares (including premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
"Issue Agreement"	The issuer agreement dated November 23, 2024 entered into between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed upon in relation to the Issue
"Issue Price"	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price and discount (if any) will be decided by our Company, in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
"Issue Proceeds / Gross Proceeds"	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see *"Objects of the Issue"* on page 87.
"General Information Document" or "GID"	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager
"Market Maker Reservation Portion"	The Reserved portion of up to [●] Equity shares of ₹10/- each at an Issue Price of ₹ [●] aggregating to ₹[●] Lakhs for Designated Market Maker in the Public Issue of our Company
"Market Making Agreement"	The agreement dated [●] entered amongst our Company, Designated Market Maker and the Book Running Lead Manager, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain market making arrangements are agreed to in relation to the Issue
"Materiality Policy"	The policy adopted by our Board on November 21, 2024, for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
"Mobile Applications"	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism
"Mutual Fund Portion"	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
"Net Issue"	The Issue less than Market Maker Reservation Portion.
"Net Proceeds"	The Gross Proceeds from the Issue less the Issue related expenses. For further details, see *"Objects of the Issue"* beginning on page 87.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)

Term	Description
"Non-Institutional Portion"	The portion of the Net Issue being not more than 15% of the Net Issue comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
"Non-Resident"	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
"Price Band"	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Manager, and will be advertised in [●] (a widely circulated English national daily newspaper), all and editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid/Issue Opening Date and shall be available to the Stock Exchange for the purpose of uploading on their respective websites
"Pricing Date"	The date on which our Company, in consultation with the Book Running Lead Manager, will finalise the Issue Price
"Promoters Contribution"	Aggregate of 20% of the post-issue Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of 3 years from the date of Allotment
"Prospectus"	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined in accordance with the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
"Public Issue Account(s)"	The 'no-lien' and 'non-interest bearing' bank account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Issue Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
"Public Issue Account Bank(s)"	Bank(s) which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"QIB Portion"	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 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(s)"	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
"Refund Bank(s)"	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]

Term	Description
"Registered Brokers"	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
"Registrar Agreement "	Registrar agreement dated November 23, 2024 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
"Registrar to the Issue" or "Registrar"	Kfin Technologies Limited
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta) and Eligible NRIs
"Resident Indian"	A person resident in India, as defined under FEMA
"Retail Portion"	The portion of the Net Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion and the remaining Equity Shares to be Allotted on a proportionate basis
"Revision Form"	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion and Eligible HMCL Shareholders Bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Issue Closing Date
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchange at www.nseindia.com
"SCORES"	SEBI Complaints Redress System
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time

Term	Description
“Specified Locations”	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
“Sponsor Banks”	Bankers to the Issue registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
“Sub-Syndicate Members”	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
“Syndicate Agreement”	Syndicate Agreement to be entered into among our Company, the BRLM and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
“Syndicate Member(s)”	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to carry out activities as an underwriter, namely [●]
“Syndicate” or “members of the Syndicate”	The Book Running Lead Managers and the Syndicate Members
“Underwriter”	The Underwriter in this case is Smart Horizon Capital Advisors Private Limited
“Underwriting Agreement”	The Underwriting Agreement to be entered into between our Company and the Underwriter, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
“UPI”	Unified payments interface which is an instant payment mechanism, developed by NPCI
“UPI Bidders”	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion and (ii) Non-Institutional Bidders with a Bid size of up to ₹5.00 lakhs in the Non-Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
“UPI Circulars”	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
“UPI ID”	ID created on the UPI for single-window mobile payment system developed by the NPCI
“UPI Mandate Request”	A request (intimating the UPI Bidders by way of a notification on the UPI-linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of

Term	Description
	funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
“UPI Mechanism”	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
“UPI PIN”	A password to authenticate a UPI transaction
“Wilful Defaulter”	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
“Working Day”	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical or Industry Related Terms

Terms	Description
“3D”	Three-Dimensional
“AI”	Artificial Intelligence
“AIDS”	Acquired Immunodeficiency Syndrome
“AIIMS”	All India Institute of Medical Sciences
“APIs”	Active Pharmaceutical Ingredients
“BCD”	Basic Customs Duty
“BMC”	Brihanmumbai Municipal Corporation
“Bn”	Billion
“BPPI”	Bureau of Pharma Public of India
“BRICS”	Brazil, Russia, India, China, And South
“CAGR”	Compound Annual Growth Rate
“CAPEX”	Capital Expenditure
“CBRE”	Coldwell Banker Richard Ellis
“CHSL”	Cooperative Housing Society Limited
“CIF”	Common Infrastructure Facilities
“CII”	Confederation of Indian Industry
“CMIE”	Centre For Monitoring Indian Economy
“COVID-19”	Coronavirus Disease Of 2019
“CPI”	Consumer Price Index
“CY”	Current Year
“D&B”	Dun & Bradstreet
“DI”	Drug Intermediates
“DPIIT”	Department for Promotion of Industry and Internal Trade
“EBITDA”	Earnings Before Interest, Taxes, Depreciation, And Amortization
“EBITDA Margin”	Earnings Before Interest, Taxes, Depreciation, And Amortization Margin
“ECB”	European Central Bank
“ECLGS”	Emergency Credit Linked Guarantee Scheme
“EFTA”	European Free Trade Association
“EU”	European Union
“EY”	Ernst & Young
“FDA”	Food and Drug Administration
“FDF”	Finished Dosage Formula
“FDI”	Foreign Direct Investment
“FMCG”	Fast Moving Consumer Goods
“FSBO”	For Sale by Owner
“FSSAI”	Food Safety and Standards Authority of India

Terms	Description
“FY”	Financial Year
“GDP”	Gross Domestic Product
“GFCF”	Gross Fixed Capital Formation
“GMR”	Global Manufacturing Revenue
“GSK”	GlaxoSmithKline
“GST”	Goods and Services Tax
“GST”	Goods and Services Tax
“GVA”	Gross Value Added
“HCL”	Hindustan Computers Limited
“HS Code”	Harmonized System Code
“HSBC”	The Hongkong and Shanghai Banking Corporation
“ICMR”	Indian Council of Medical Research
“IIP”	Index of Industrial Production
“IMF”	International Monetary Fund
“INR”	Indian Rupee
“IP”	Intellectual Property
“IPO”	Initial Public Offer
“IT”	Information Technology
“IT-BPM”	Information & Technology - Business Process Management
“IVACA”	Indian Venture and Alternate Capital Association
“KPMG”	Klynveld Peat Marwick Goerdeler
“KSM”	Key Starting Materials
“MIDC”	Maharashtra Industrial Development Corporation
“MNC”	Multinational Corporation
“MOSPI”	Ministry of Statistics & Programme Implementation
“MSME”	Micro, Small, and Medium Enterprise
“NDA”	National Democratic Alliance
“NDHM”	National Digital Health Mission
“NPPA”	National Pharmaceutical Pricing Authority
“NSO”	National Statistics Office
“NSO”	National Statistics Office
“OCED”	Organisation for Economic Co-operation and Development
“OTC”	Over The Counter
“PAT”	Profit After Tax
“PAT Margin”	Profit After Tax Margin
“PE/VC”	private equity /venture capital
“PFCE”	Private Final Expenditure
“PLI”	Production Linked Incentive
“PMABHIM”	Pradhan Mantri Ayushman Bharat Health Infrastructure Mission
“PMBJP”	Pradhan Mantri Bhartiya Janaushadhi Pari yojana
“PM-JAY”	Pradhan Mantri Jan Arogya Yojana
“PMJDY”	Pradhan Mantri Jan Dhan Yojana
“PMKVY”	Pradhan Mantri Kaushal Vikas Yojana
“PwC”	Price Waterhouse Coopers
“Q2”	Quarter 2
“R&D”	Research & Development
“RBI”	Reserve Bank of India
“RE”	Revised Estimates
“SAE”	Second Advance Estimates
“SIA”	State Implementation Agency
“SKUs”	Stock-Keeping Units
“STD”	Sexually Transmitted Disease

Terms	Description
"UAE"	United Arab Emirates
"UGC"	University Grants Commission
"UK"	United Kingdom of Great Britain and Northern Ireland
"UNCTAD"	United Nations Conference on Trade and Development
"UPI"	Unified Payments Interface
"US"	United States
"USA"	United States of America
"USD"	United States Dollar
"WEO"	World Economic Outlook
"WHO"	World Health Organization
"WPI"	Wholesale Price Index
"Y-O-Y"	Year on Year

Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees
"AIFs"	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
"AGM"	Annual general meeting
"AS" or "Accounting Standards"	Accounting standards issued by the ICAI
"AUM"	Asset under the Company's management
"Bn" or "bn"	Billion
"BSE"	BSE Limited
"Category I AIF"	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
"Category I FPIs"	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
"Category II AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category II FPIs"	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
"Category III AIF"	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
"CDSL"	Central Depository Services (India) Limited
"CIN"	Corporate Identity Number
"Civil Code"	Code of Civil Procedure, 1908
"CIRP"	Corporate Insolvency Resolution Process
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
"Consolidated FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020
"CrPC"	Code of Criminal Procedure, 1973
"Depositories"	Together, NSDL and CDSL
"Depositories Act"	Depositories Act, 1996
"DIN"	Director Identification Number
"DP ID"	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act

Term	Description
"DPIIT"	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
"EGM"	Extraordinary general meeting
"EMI"	Equated Monthly Instalment
"EPS"	Earnings per equity share
"Factories Act"	Factories Act, 1948
"FDI"	Foreign direct investment
"FEMA"	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
"FPI"	Foreign portfolio investors as defined under the SEBI FPI Regulations
"FVCI"	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
"GoI" or "Government" or "Central Government"	Government of India
"GDP"	Gross domestic product
"GST"	Goods and services tax
"ICAI"	The Institute of Chartered Accountants of India
"IFRS"	International Financial Reporting Standards
"Income Tax Act"	The Income-tax Act, 1961
"Ind AS"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015
"India"	Republic of India
"Indian GAAP" or "IGAAP"	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
"Indian Securities Laws"	Indian Securities Laws include among others the SEBI Act, SEBI FUTP Regulations, SEBI ICDR Regulations, SEBI Listing Regulations, SEBI Takeover Regulations and SEBI PIT Regulations
"IPC"	Indian Penal Code, 1860
"IPO"	Initial public offering
"IRDAI"	Insurance Regulatory and Development Authority of India
"IST"	Indian Standard Time
"IT"	Information Technology
"IT Act"	The Information Technology Act, 2000
"KYC"	Know Your Customer
"MCA"	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
"NACH"	National Automated Clearing House
"National Investment Fund"	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
"NAV"	Net Asset Value
"NBFC"	Non-Banking Financial Companies
"NEFT"	National Electronic Fund Transfer
"Negotiable Instruments Act"	The Negotiable Instruments Act, 1881
"NHB"	National Housing Board
"NHB Act"	The National Housing Bank Act, 1987
"NPCI"	National Payments Corporation of India
"NRE"	Non- Resident External
"NRO"	Non-Resident Ordinary

Term	Description
"NSDL"	National Securities Depository Limited
"NSE"	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
"p.a."	Per annum
"P/E Ratio"	Price to Earnings Ratio
"PAN"	Permanent Account Number
"RBI"	Reserve Bank of India
"RBI Act"	Reserve Bank of India Act, 1934
"Regulation S"	Regulation S under the U.S. Securities Act
"RTGS"	Real Time Gross Settlement
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SARFAESI Act"	Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act
"SEBI Act"	Securities and Exchange Board of India Act, 1992
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
"SEBI BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
"SEBI FUTP Regulations"	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
"SEBI FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
"SEBI ICDR Master Circular"	SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
"SEBI Mutual Fund Regulations"	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"SEBI RTA Master Circular"	SEBI master circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
"SEBI SBEB & SE Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
"SEBI Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
"State Government"	The government of a state in India
"Stock Exchanges"	NSE Limited and BSE Limited
"STT"	Securities Transaction Tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
"TAN"	Tax deduction account number
"U.S. QIBs"	"Qualified Institutional Buyers", as defined in Rule 144A

Term	Description
"U.S. Securities Act"	U.S. Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
"USD" or "US$"	United States Dollars
"VCFs"	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a 'year' in this Draft Red Herring Prospectus are to a calendar year.

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

The Restated financial information of our Company comprising of the restated statement of assets and liabilities for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and, the restated statement of cash flows for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, and notes to the restated financial information, prepared in accordance with the requirements of Section 26 of the Companies Act 2013; Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Ind AS, Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**") and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, IGAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Indian accounting standard and other accounting principles, such as international financial reporting standards and United States generally accepted accounting principles, which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 30.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 30, 149 and 234 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the "*Restated Financial Information*" of our Company as beginning on page 197 of this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America, EUR or "€" are Euro currency.

All references to the word "Lakh" or "Lac", means "One hundred thousand" and the word "Million" means "Ten Lakhs" and the word "Crore" means "Ten Million" and the word "Billion" means "One thousand Million".

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

This Draft Red Herring Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

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 by the Book Running Lead Manager or any of their affiliates or advisors. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors"* beginning on pages 30. Accordingly, investment decisions should not be based solely on such information.

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.

Exchange Rates

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

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

Currency	**Exchange Rate as on September 30, 2024**	**Exchange Rate as on March 31, 2024**	**Exchange Rate as on March 31, 2023**	**Exchange Rate as on March 31, 2022**
1 USD	83.78	83.37	82.21	75.80
1 Euro	93.53	90.21	89.61	84.66

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

Source: *www.fbil.org.in*

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "may", "will", "will continue", "will pursue", "contemplate", "future", "goal", "propose", "will likely result", "will seek to" or other words or phrases of similar import. All forward-looking statements (whether made by us or any third party) are predictions and 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.

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.

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

- Since our inception, we have completed one of the acquisitions of pharmaceutical distributor in India to expand our business and increase our customer base, and may continue to complete more acquisitions in the future. However, we may be unable to realize the anticipated benefits of past or future acquisitions successfully. Further, if we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of inorganic growth, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

- Inability to accurately manage our inventory, this may adversely affect our goodwill and business, financial condition and results of operations;

- Increases in competition in the pharmaceutical distribution sector in India, including as a result of consolidation of our competitors;

- Failure to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability;

- Orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations;

- Any slowdown or shutdown in our proposed manufacturing operations;

- Delay in orders placing for the purchase of plant and machinery;

- Return of our products by customers, arising from the distribution of expired, unsafe, defective, ineffective or counterfeit products, and product spoilage, breakage and damage during transportation or in storage, subjecting us to product liability claims.

- Changes in laws and regulations applicable to the distributor of pharmaceutical product in India, particularly those affecting price control or selling policies of the pharmaceutical products that we sell;

- Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations;

For further discussions of factors that could cause our actual results to differ, please refer the section titled "*Risk Factors*" and chapter titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 30, 149, and 234 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimating 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.

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

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance.

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

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Issue Procedure" and "Main Provisions of The Articles Of Association" on pages 30, 56, 71, 87, 114, 149, 190, 197, 234, 248, 288 and 311, respectively.

Summary of Our Business

We are engaged in the business of distributor and supplier of the pharmaceutical products and consumer goods sectors, offering a comprehensive range of services. Our roles include being representatives, dealers, agents, stockists, suppliers, traders, and packers. We provide a wide range of products, serving both the pharmaceutical and wellness industries, as well as the fast moving consumer goods (FMCG) market, including pharmaceutical and wellness products such as medicines, including injections, tablets, capsules, ointments, suppositories, ophthalmic preparations, and liquid oral products; vitamins, hormones, enzymes, and wellness tonics; serums and diagnostic test kits, and fast-moving consumer goods, such as personal care and toiletries like soaps, sanitizers, and baby care items; ayurvedic product; cosmetics and food products and additionally, we provide dental products, crude drugs.

For more details, please refer chapter titled "*Our Business*" beginning on page 149 of this Draft Red Herring Prospectus.

Summary of Our Industry

Indian pharmaceutical industry is ranked as the third largest in the world, in terms of volumes of drugs manufactured and thirteenth largest, in terms of value. The Country is also the world's largest supplier of cost-effective generic drugs, and accounts for nearly one fifth of the global trade in generic drugs. India has achieved an enviable position in global generic drug market on the back of its strength in organic chemical synthesis and process engineering. Indian pharmaceutical industry, which followed process patent structure for close to 30 years -till the amendment of Patent Act in 2005- was favorable for generic drug manufacturers. The process patent structure allowed industry to launch low-cost alternatives to innovator drugs, if the manufacturing process was different. India with its technically skilled labor force was able to reverse engineer patented drugs, and hence became one of the largest and most developed generic drug markets in the world. *(Source: D&B Report)*

For more details, please refer chapter titled "*Industry Overview*" beginning on page 114 of this Draft Red Herring Prospectus.

Our Promoters

The promoters of our company are Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah, Mr. Narendra Nagindas Shah, Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah

Size of Issue

The following table summarizes the details of the Issue. For further details, see "*The Issue*" and "*Issue Structure*" beginning on pages 56 and 284, respectively.

Issue of Equity Shares [(1)]	Up to 53,00,000 Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹ [●] Lakhs
Of which:	
Market Maker Reservation Portion	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Net	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs

(1) *The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the Issue – issue paid up equity share capital of our company are being Issued to the public for subscription.*

(2) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on November 21, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on November 22, 2024.*

The Issue and Net Issue shall constitute [●] % and [●] % of the post-issue paid-up Equity Share capital of our Company.

Objects of the Issue

Our Company intends to utilize the Net Proceeds for the following objects:

(₹ in Lakhs)

Sr. No	Particulars	Amount
1.	Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra;	1,083.09
2.	Funding of our incremental working capital requirements;	750.00
3.	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	147.22
4.	General corporate purposes#	**[●]**
	Total*	**[●]**

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.
**To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

For further details, please refer to chapter titled "*Objects of the Issue*" beginning on page 87 of this Draft Red Herring Prospectus.

Pre-Issue Shareholding of Our Promoters and Promoter Group as a Percentage of the Paid-Up Share Capital of the Company

Set forth is the Pre-Issue and Post- Issue shareholding of our Promoters and Promoter group as a percentage of the paid-up share capital of the Company:

Category of Promoter	Pre-Issue		Post-Issue*	
	No. of Shares	% of pre-Issue Capital	No. of Shares	% of pre-Issue Capital
Promoters				
Ms. Vasanti Dhirendra Shah	32,16,644	22.93%	[●]	[●]
Ms. Dina Madhukar Shah	16,78,706	11.97%	[●]	[●]
Mr. Bhavin Dhirendra Shah	16,36,094	11.66%	[●]	[●]
Mr. Narendra Nagindas Shah	15,90,610	11.34%	[●]	[●]
Mr. Samit Madhukar Shah	8,82,872	6.29%	[●]	[●]
Promoter Group				
Mr. Hemanti Jitendra Shah	10,61,846	7.57%	[●]	[●]
Ms. Kusum Jitendra Shah	2,34,000	1.67%	[●]	[●]
Ms. Nila Narendra Shah	91,914	0.66%	[●]	[●]
Ms. Chandrika Dilipkumar Shah	69,000	0.49%	[●]	[●]
Ms. Saroj Narendra Shah	39,000	0.28%	[●]	[●]
Total	**1,05,00,686**	**74.85%**	[●]	[●]

For further details of the Issue, see "Capital Structure" beginning on page 71.

Summary of Restated Financial Information

The following details are derived from the Restated Financial Information for the period ended September 30, 2024 and year ended as at March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in lakhs other than share data)

Particulars	For the period ended/ year ended March 31			
	30.09.2024	2024	2023	2022
Equity Share capital	701.43	---	---	---
Partners' Capital	---	659.12	493.15	422.96

Particulars	For the period ended/ year ended March 31			
	30.09.2024	2024	2023	2022
Net worth#	3,042.01	659.12	493.15	422.96
Total Income$	5,598.94	5,922.06	5,291.72	5,600.44
Restated profit/(loss) after tax	304.58	165.02	18.16	12.36
Earnings per share (Basic & diluted) (Post Bonus & Split) (₹)@	2.78	8.25	0.91	0.62
Net Asset Value per Equity Share (Post Bonus & Split) (₹)*	27.81	32.96	24.66	21.15
Total borrowings^	2,013.12	2,444.74	2,555.55	2,390.79

#Net Worth = Restated Equity Share Capital plus Restated Reserves & Surplus
$Total Revenue = Restated Revenue from operations plus Restated Other Income
@ Earnings per share (Basic & diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period
**Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period*
^Total Borrowings = Restated Long-Term Borrowings plus Restated Short Term Borrowings

Qualifications of Auditors

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Information.

Summary of Outstanding Litigations & Material Developments

A summary of pending legal proceedings and other material litigations involving our Company, our Promoters, our Directors and our Group Companies as on the date of this Draft Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	2	NA	NA	NA	35.22
Directors						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
Promoters*						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
Subsidiaries						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
Group Companies						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

**Our Promoters are also the director of the Company. Hence litigations against them have not been included under the heading of director to avoid repetition.*

Brief details of top 5 Criminal Case against our Promoters:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	NA	NA	NA	NA

For further details, please refer chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 248 of this Draft Red Herring Prospectus.

Summary of Contingent Liabilities of Our Company

As per Restated Financial Statements, no contingent liability exists for the period ended September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022.

(₹ in Lakhs)

Particulars	For the September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Contingent liabilities				
Income Tax Matters (principle amount)	28.02	28.02	28.02	28.02
Total	**28.02**	**28.02**	**28.02**	**28.02**

For details, please refer to Section titled "*Restated Financial Information*" beginning on page 197 of this Draft Red Herring Prospectus.

Summary of Related Party Transactions

As required under Accounting Standard 18 *"Related Party Disclosures"* as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

List of Related Parties where Control exists and Relationships:

Sr. No	Name of Related Party	Relationship
1.	Samit Madhukar Shah	Managing Director
2.	Narendra Nagindas Shah	Director
3.	Bhavin Dhirendra Shah	Whole-time director
4.	Viraaj Kirti Shah	Director
5.	P. D. Doshi	Entity over which control or significant influence exists
6.	P. D. Doshi & Co	Entity over which control or significant influence exists
7.	Dhirendra Shah	Director
8.	Dina Shah	Director
9.	Rahul Shah	Director
10.	Hemanti Shah	Director
11.	Jigar Shah	Director
12.	Vasanti Dhirendra Shah	Director
13.	Rasiklal Jagjivan Shah	Relative of Director
14.	Ashwin Rasiklal Shah	Relative of Director
15.	Kirit Rasiklal Shah	Relative of Director
16.	Kiran Bharat Shah	Relative of Director
17.	Saroj Narendra shah	Relative of Director
18.	Nila narendra shah	Relative of Director
19.	Riyaansh Jigar Shah	Relative of Director
20.	Pooja Ankur Dalal	Relative of Director
21.	Jayantilal Vandhraan Shah	Relative of Director
22.	Jayaben Jayantilal Shah	Relative of Director
23.	Kinjal Rahul Shah	Relative of Director
24.	Bipin Jayantilal Shah	Relative of Director
25.	Pankaj Jayantilal Shah	Relative of Director

Sr. No	Name of Related Party	Relationship
26.	Jayshree Jayantilal Shah	Relative of Director
27.	Jitendra Ratilal Shah	Relative of Director
28.	Hiral Samit Shah	Relative of Director
29.	Kirit Mohanlal Shah	Relative of Director
30.	Lata Kirit Shah	Relative of Director
31.	Anuj Shah	Relative of Director
32.	Madhukar Ratilal Shah	Relative of Director
33.	Dia Samit Shah	Relative of Director
34.	Vishram Sakharam Gawade	Chief Financial officer (w.e.f. 21/09/2024)
35.	Purvi Kishor Surti	Company Secretary (w.e.f. 05/10/2024)
36.	Nikita Hemanshu Pedhdiya	Independent Director (w.e.f. 05/10/2024)
37.	Pulkit Gopal Prasad Agrawal	Independent Director (w.e.f. 29/10/2024)
38.	Saltiva Pharmaceuticals Pvt. Ltd.	Entity over which control or significant influence exists
39.	Revomed Pvt. Ltd.	Entity over which control or significant influence exists
40.	Verafin Services Private Limited	Entity over which control or significant influence exists
41.	SKL Advisors LLP	Entity over which control or significant influence exists
42.	M.V. Shah Trading and Investment Pvt. Ltd.	Entity over which control or significant influence exists
43.	VRS Cosmetics	Entity over which control or significant influence exists

Transactions carried out with Related Party in ordinary course of business:

(₹ in Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Half year ended Year ended			
			September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Revomed Pvt. Ltd.	Entity over which control or significant influence exists	Rent Income	0.72	0.24	-	-
Samit M. Shah	Managing Director	Remuneration	0.88	-	-	0.38
Bhavin D. Shah	Whole time Director	Remuneration	0.88	-	-	0.38
P. D. Doshi	Entity over which control or significant influence exists	Business Acquisition	627.38	-	-	-
P. D. Doshi	Entity over which control or significant influence exists	Purchase of Goods	-	0.50	18.75	13.01
P. D. Doshi	Entity over which control or significant influence exists	Purchase of Goods	-	-	0.19	0.37
Revomed Pvt. Ltd.	Entity over which control or significant influence exists	Purchase of Goods	18.98	56.51	40.63	-
Saltiva Pharmaceuticals Pvt. Ltd.	Entity over which control or significant influence exists	Sale of Goods	1.45	-	-	-
Verafin Services Private Limited	Entity over which control or significant influence exists	Advances given	15.00	15.00	-	-
Nila Narendra Shah	Relative of Director	Interest on Loan	-	-	-	0.04
Riyaansh Jigar Shah	Relative of Director	Interest on Loan	-	-	-	0.42
Khyati Jigar Shah	Relative of Director	Interest on Loan	-	-	-	3.59
Pooja Narendra Shah	Relative of Director	Interest on Loan	-	-	-	3.60

Name of Related Party	Nature of Relationship	Nature of Transaction	Half year ended	Year ended		
			September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Jitendra Ratilal Shah HUF	Relative of Director	Interest on Loan	-	-	-	3.91
Dia Samit Shah	Relative of Director	Interest on Loan	-	-	-	1.14
Samit M. Shah (HUF)	Relative of Director	Interest on Loan	-	-	-	0.37
Hiral Samit Shah	Relative of Director	Interest on Loan	-	-	-	0.52
Madhukar Ratilal Shah HUF	Relative of Director	Interest on Loan	-	-	-	0.85
Dr. Chimanlal Shah HUF	Relative of Director	Interest on Loan	-	-	-	6.83
Dhirendra Chimanlal IND	Relative of Director	Interest on Loan	-	-	-	7.86
Lalita Nagindas Shah	Relative of Director	Interest on Loan	-	-	-	4.62
Dhara Bhavin Shah	Relative of Director	Interest on Loan	-	-	-	5.44
Dina Madhukar Shah	Partner	Interest to Partners	-	-	-	1.08
Hemanti Jitendra Shah	Partner	Interest to Partners	-	-	-	2.28
Vasanti Dharmendra Shah	Partner	Interest to Partners	-	-	-	2.56
Narendra N Shah	Partner	Interest to Partners	-	-	-	7.46
Rahul J Shah	Partner	Interest to Partners	-	-	-	3.75
Samit M. Shah	Partner	Interest to Partners	-	-	-	4.97
Jigar N Shah	Partner	Interest to Partners	-	-	-	5.23
Bhvain D. Shah	Partner	Interest to Partners	-	-	-	7.91
Rahul J Shah	Partner	Remuneration	-	-	-	0.38
Jigar N Shah	Partner	Remuneration	-	-	-	0.38

<u>Balance outstanding:</u>

(₹ in Lakhs)

Name of Related Party	Nature of Relationship	Balance	Half year ended /Year ended			
			September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Verafin Services Private Limited	Entity over which control or significant influence exists	Advances receivable	30.00	15.00	-	-
Samit M. Shah	Managing Director	Remuneration payable	0.88	-	-	-
Bhavin D. Shah	Whole time Director	Remuneration payable	0.88	-	-	-
P. D. Doshi	Entity over which control or significant influence exists	Trade payable	-	-	17.29	0.60

Name of Related Party	Nature of Relationship	Balance	Half year ended /Year ended			
			September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
P. D. Doshi	Entity over which control or significant influence exists	Advances receivable	34.11	-	-	-
P. D. Doshi	Entity over which control or significant influence exists	Trade payable	-	-	-	0.37
Nila Narendra Shah	Relative of Director	Loan payable	-	-	-	1.31
Riyaansh Jigar Shah	Relative of Director	Loan payable	-	-	-	5.01
Khyati Jigar Shah	Relative of Director	Loan payable	-	-	-	43.35
Jitendra Ratilal Shah HUF	Relative of Director	Loan payable	-	-	-	45.72
Dia Samit Shah	Relative of Director	Loan payable	-	-	-	13.23
Samit M. Shah (HUF)	Relative of Director	Loan payable	-	-	-	4.28
Hiral Samit Shah	Relative of Director	Loan payable	-	-	-	5.69
Madhukar Ratilal Shah HUF	Relative of Director	Loan payable	-	-	-	8.70
D. Chimanlal Shah HUF	Relative of Director	Loan payable	-	-	-	81.58
Dhirendra Chimanlal Shah	Relative of Director	Loan payable	-	-	-	89.16
Lalita Nagindas Shah	Relative of Director	Loan payable	-	-	-	52.52
Dhara Bhavin Shah	Relative of Director	Loan payable	-	-	-	63.44

For details, please refer to chapter titled "*Restated Financial Information*" beginning on page 197 of this Draft Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

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

Sr. No	Name of the Promoter	No of shares acquired during last 1 year	No. of Shares held as on the date	Weighted Average Cost of Acquisition per Share (In Rs.)*
Promoter				
1.	Ms. Vasanti Dhirendra Shah	34,50,644	32,16,644	21.30
2.	Ms. Dina Madhukar Shah	32,80,706	16,78,706	21.35
3.	Mr. Bhavin Dhirendra Shah	16,36,094	16,36,094	20.30
4.	Mr. Narendra Nagindas Shah	15,90,610	15,90,610	25.79
5.	Mr. Samit Madhukar Shah	8,82,872	8,82,872	18.69

**As certified by M/s. J D Shah Associates, Chartered Accountant, Chartered Accountants, by way of their certificate dated November 27, 2024.*

The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire the Shares allotted to them during the last 1 year.

Average Cost of Acquisition of Promoters

The average cost of acquisition of Equity Shares by our Promoters as on the date of this Draft Red Herring Prospectus, is:

Sr. No	Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Promoter			
1.	Ms. Vasanti Dhirendra Shah	32,16,644	19.86
2.	Ms. Dina Madhukar Shah	16,78,706	2.45
3.	Mr. Bhavin Dhirendra Shah	16,36,094	20.30
4.	Mr. Narendra Nagindas Shah	15,90,610	25.79
5.	Mr. Samit Madhukar Shah	8,82,872	18.69

**As certified by M/s. J D Shah Associates, Chartered Accountant, Chartered Accountants, by way of their certificate dated November 27, 2024.*

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

Details of Pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

Issue of Equity Shares for Consideration other than Cash in The Last One (1) Year

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash the last one (1) year:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
Upon Incorporation	10,00,000	10/-	10/-	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	Conversion of Erstwhile Partnership Firm to Company under Chapter XXI of the Companies Act, 2013	Ms. Vasanti Dhirendra Shah	250,000
						Mr. Narendra Nagindas Shah	1,80,000
						Mr. Jigar Narendra Shah	1,50,000
						Mr. Hemanti Jitendra Shah	1,30,000
						Mr. Bhavin Dhirendra Shah	90,000
						Mr. Samit Madhukar Shah	90,000
						Ms. Dina Madhukar Shah	80,000
						Mr. Rahul Jitendra Shah	30,000
June 25, 2024	46,00,693	10/-	44.38	Conversion of Loan into Equity	The Company reduce its Debt Levels.	Ms. Dina Madhukar Shah	15,60,353
						Ms. Vasanti Dhirendra Shah	13,28,865
						Mr. Bhavin Dhirendra Shah	6,29,091
						Mr. Jigar Narendra Shah	5,13,593
						Mr. Narendra Nagindas Shah	2,98,799
						Mr. Hemanti Jitendra Shah	1,12,914
						Mr. Samit Madhukar Shah	96,979
						Mr. Rahul Jitendra Shah	60,099
July 29, 2024	14,13,650	10/-	44.38	Pursuant to Business Takeover of M/s. PD Doshi, Partnership firm via Business Transfer Agreement dated April 01, 2024	Expansion of Companies Business	Mr. Samit Madhukar Shah	2,54,457
						Mr. Dhirendra Chimanlal Shah	2,54,457
						Ms. Nila Narendra Shah	2,54,457
						Mr. Rahul Jitendra Shah	1,97,910
						Mr. Jigar Narendra Shah	3,53,413
						Mr. Bhavin Dhirendra Shah	98,956
	70,14,343	10/-	--			Ms. Dina Madhukar Shah	16,40,353

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 29, 2024				Issue of bonus shares in the ratio of 1:1	Increase of Paid-up Capital by way Capitalization of Reserve & Surplus	Ms. Vasanti Dhirendra Shah	15,78,865
						Mr. Bhavin Dhirendra Shah	8,18,047
						Mr. Jigar Narendra Shah	5,37,006
						Mr. Viraaj Kirti Shah	4,80,000
						Mr. Narendra Nagindas Shah	4,78,799
						Mr. Samit Madhukar Shah	4,41,436
						Mr. Rahul Jitendra Shah	2,88,009
						Mr. Dhirendra Chimanlal Shah	2,54,457
						Ms. Nila Narendra Shah	2,54,457
						Ms. Hemanti Jitendra Shah	2,42,914

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See chapter titled "Forward Looking Statements" beginning on page 19 of this Draft Red Herring Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Industry Overview" and "Restated Financial Information" on page 149, 234, 114 and 197 respectively of this Draft Red Herring Prospectus, together with all other Restated Financial Information contained in this Draft Red Herring Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Information for the financial years ended March 31, 2024, 2023, and 2022 as included in "Restated Financial Information" beginning on page 197 of this Draft Red Herring Prospectus.

Materiality:

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

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

INTERNAL RISKS

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

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

Cases against our Company

Nature of Cases	No of Outstanding Cases	Amount involved (₹ in Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	2	35.22

Nature of Cases	No of Outstanding Cases	Amount involved (₹ in Lakhs)
Other Litigation	--	--

Cases by our Company:

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

Cases against our Director and / or Promoters

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

Cases Against our Group Company

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

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

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

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see "*Outstanding Litigations and Material Developments*" beginning on page 248 of this Draft Red Herring Prospectus.

2. ***Our company is positioning itself to expand its market presence by diversifying into the manufacturing of Active Pharmaceutical Ingredients ("APIs"), which serve as raw materials for the formulation of various types of Finished Dosage Forms ("FDF") and Excipients. However, this expansion may expose us to several risks that could adversely affect our growth, prospects, cash flows, business operations, and financial condition.***

Entering the Active Pharmaceutical Ingredient API and excipient manufacturing sector represents a strategic expansion into a new business segment for our company. As a result, we face the following risks:

- **Lack of Experience in API and Excipients Manufacturing:** Our company has primarily been involved in the distribution of pharmaceutical and healthcare products. The transition to manufacturing APIs and excipients introduces operational and technical challenges that we may not have previously encountered. The lack of experience in this manufacturing domain could lead to inefficiencies, quality control issues, and operational delays that could affect our ability to meet market demand or regulatory requirements.

- **Technological Challenges:** The manufacturing of APIs and excipients requires specialized knowledge and sophisticated technology, which may be new to our company. There is a risk that we may face difficulties in acquiring or integrating the necessary technology, equipment, and systems. Failure to implement the required manufacturing technologies at the desired level of quality and efficiency could lead to delays in production, higher costs, and reduced competitiveness.

- **Learning Curve and Training Requirements:** Entering this new segment will require extensive training for our workforce to ensure they are equipped with the necessary skills to operate and manage API and excipient manufacturing processes. Any gaps in training, or a longer-than-expected learning curve, could impact the productivity of our plant and result in increased costs during the ramp-up period.

- **Market Penetration and Customer Acquisition Risks:** As a new player in the API and excipient manufacturing market, our company faces challenges in building brand recognition, trust, and customer loyalty. Competing with established manufacturers who have a long track record in the industry could delay our market penetration and affect our sales projections. The risk of slower-than-expected adoption by customers or difficulties in securing long-term contracts may impact our financial performance.

- **Supply Chain Integration Risks:** Our current supply chain primarily supports pharmaceutical product distribution, and the addition of API and excipient manufacturing will require a significant restructuring of our supply chain processes. This integration risk involves the sourcing of raw materials, distribution of finished products, inventory management, and coordination with suppliers and customers. Any disruptions or inefficiencies in the supply chain could have a negative impact on our ability to deliver products on time, maintain consistent quality, and manage costs.

- **Regulatory Approval and Compliance Challenges:** The pharmaceutical industry is highly regulated, and the manufacturing of APIs and excipients requires compliance with numerous laws, regulations, and guidelines. These include, but are not limited to, regulations established by the Central Drugs Standard Control Organization (CDSCO), Food and Drug Administration (FDA), and World Health Organization (WHO). Non-compliance with regulatory requirements could lead to penalties, shutdowns, or delays in manufacturing, impacting the company's operations and financial performance.

- **Increased Capital and Operational Expenditures:** Entering the manufacturing sector typically involves a significant capital outlay for plant construction, machinery, technology, and skilled labor. Additionally, the ongoing operational costs for maintaining compliance with quality standards, meeting production targets, and investing in research and development (R&D) for new APIs and excipients will place considerable strain on our financial resources. There is a risk that the expected return on investment from this new segment may take longer to materialize than anticipated, impacting our overall financial stability.

- **Risk of Product Development Failures:** As we manufacture APIs and excipients, we may invest in the development of proprietary or new formulations. There is a risk that the development of new products may fail to meet market demand, achieve expected efficacy, or pass regulatory scrutiny. Product development failures could lead to financial losses, wasted investments, and reputational damage.

- **Dependence on a Few Key Customers or Markets:** In the early stages of entering the API and excipient manufacturing market, we may depend on a few key customers or markets for our sales. Any loss of these customers, or changes in demand from those markets, could have a disproportionate impact on our revenue and profitability. Moreover, the entry into new geographic markets may expose us to additional risks, including political, economic, or cultural challenges.

- **Financial Strain from Diversification:** Diversification into a new manufacturing segment may require a substantial allocation of capital and resources, which could divert attention and resources away from our existing business operations. There is a risk that this shift could strain our existing business, leading to lower performance in other areas or difficulties in balancing both operational and financial requirements. Moreover, the costs of running both the distribution and manufacturing arms of the business may require additional financing, which could impact our credit rating or cost of capital.

- **Competition from Established API and Excipients Manufacturers:** The market for APIs and excipients is highly competitive, with numerous established players having advanced manufacturing facilities and long-standing customer relationships. Our company will face significant competition from these players, who may have advantages in terms of economies of scale, pricing, product variety, and brand reputation. Competing effectively in this new segment will require strategic pricing, high product quality, and effective marketing, which could take time to develop.

3. ***We may incur losses and our reputation may be adversely affected by the return of our products by customers, arising from the distribution of expired, unsafe, defective, ineffective or counterfeit products, and product spoilage, breakage and damage during transportation or in storage. We may also be subject to product liability claims.***

Our business is exposed to risks inherent in the distribution of healthcare products, such as distributing expired, unsafe, defective, ineffective or counterfeit products and product spoilage, breakage and damage during transportation or in storage. The materialization of such risks may allow our customers to return these products to us and initiate a refund. While we do not manufacture pharmaceutical products, if we promote and distribute such products, our reputation and customers' perception of our product safety can also be damaged. While we may have the right to recover from the relevant suppliers any compensation that we are required to make to our customers or end users in connection with the distribution of expired, unsafe, defective, ineffective or counterfeit products, and product spoilage, breakage and damage during transportation or in storage, we cannot assure you that we will be able to recover the relevant amounts from these manufacturers, or at all, which may have an adverse impact on our profit margins, profitability, cash flows and results of operations. We may not be able to recover the relevant amounts from these suppliers, primarily due to a large customer base, inherent delays in the timing of recording returns/reverse logistics, low levels of technology adaptation at the retailer level, inherent delays in submission of claims to suppliers, and rejection of claims by suppliers.

Further, customers may institute product liability claims against us, which could lead to considerable expense, negatively affecting our reputation and financial performance as a whole. Product liability claims may arise from defective products, product recalls, insufficient or improper labelling of products, inadequate or misleading warnings or disclosures relating to side effects or improper consumption of product by end-users. We do not maintain product liability insurance cover. Any claims against us, regardless of their merits, could damage our reputation and customer confidence in our products, and strain our financial resources in addition to consuming the time and attention of our management.

4. ***Since our inception, we have completed one of the acquisitions of distributors in India to expand our business and increase our customer base, and may continue to complete more acquisitions in the future. However, we may be unable to realize the anticipated benefits of past or future acquisitions successfully. Further, if we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of inorganic growth, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.***

We have completed a one of the acquisitions of distributors in India to expand our business and increase our customer base. Since the inception of our Company in the Financial Year 2024, we have acquired the "M/s. PD Doshi" Partnership firm, in the healthcare products distribution industry. For details relating to our past acquisitions, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years*" on page 172.

Further, in the future, we intend to supplement our organic growth with strategic acquisitions of regional and local distributors that can add to our customer and supplier base. We seek to actively explore expansion opportunities through strategic acquisitions of regional and local distributors to, among others, (i) consolidate our position in markets in which we currently operate, (ii) enter and grow in synergistic product adjacencies and (iii) enter new geographies. We are constantly in the process of evaluating such opportunities, some of which we may realize in the imminent future and which may be material to our business, financial condition or results of operations. However, our strategy of inorganic growth may not be successful, and efforts to continue and effectively manage our expansion may not be as successful as anticipated. For example, if trade associations or trade unions (whether at local, state or national levels) were to influence distributors or pharmaceutical companies in India against inorganic consolidation in the future, we will not be able to implement our strategy of inorganic growth through strategic acquisitions of regional and local distributors, which may affect the growth of our business and results of operations. While trade associations and trade unions have currently not had such an influence towards distributors or pharmaceutical companies in India, we cannot assure you that this will not occur in the future.

Even if we are able to expand our network as planned, we may not be able to continue to integrate and optimize a larger network. There can be no assurance that such investments and acquisitions will achieve their anticipated benefits. To the extent that we fail to identify, complete and successfully integrate acquisitions with our existing business or should the acquisitions not deliver the intended results, our financial performance could be adversely affected.

- Potential difficulties that we may encounter as part of the integration process could include the following:

- potential pre-acquisition compliance lapses of the acquired companies;

- underestimated costs associated with the acquisition;
- costs relating to integration;
- the possibility that the full benefits anticipated to result from the acquisition will not be realized;
- over-valuation by us of acquired companies;
- delays in the integration of strategies, operations and services;
- diversion of the attention of our management as a result of the acquisition;
- attrition, differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;
- challenges associated with creating and enforcing uniform standards, controls, procedures and policies;
- potential ongoing financial obligations, unknown liabilities and unforeseen delays associated with the acquisition;
- possible cash flow interruptions or loss of revenue as a result of transitional matters;
- changes in regulatory environment;
- difficulties in entering markets or lines of business in which we have no or limited direct prior experience; and
- potential loss of, or harm to, relationships with employees or customers.

If we are unable to successfully overcome the potential difficulties associated with the integration process and achieve our objectives following an acquisition, the anticipated benefits and synergies of any future acquisitions may not be realized fully, or at all, or may take longer to realize than expected. Any failure to timely realize these anticipated benefits could have an adverse effect on our growth, business, financial condition, results of operations, cash flows and prospects.

We may not be able to identify suitable acquisition candidates or opportunities, negotiate attractive terms for such acquisitions, or expand, improve and augment our existing businesses. The number of attractive expansion opportunities may be limited, and attractive opportunities may command high valuations for which we may be unable to secure the necessary financing.

5. Any disruption to the operation of our warehouses, or to the development of new warehousing and logistics facilities, could have an adverse effect on our business, financial condition and results of operations.

We have three warehouses located in Mumbai Suburban. Natural disasters or other unanticipated catastrophic events (including power interruptions, water shortage, storms, fires, earthquakes, terrorist attacks and wars, as well as changes in governmental planning for the land underlying these facilities) may cause significant disruption to the operation of our warehouse, and/or to the development of new warehousing and logistics facilities. For example, natural disasters or unanticipated catastrophic events may damage the inventories stored in our warehousing and logistics facilities, which may in turn significantly impair our business operations. While we have not faced any such material instances of damage to inventories stored in our warehousing and logistics facilities due to natural disasters or unanticipated catastrophic events in the past, we cannot assure you that we will not experience such disruptions in the future. If our warehousing and logistics facilities are rendered unusable as a result of natural disasters, unanticipated catastrophic events or any other reason, our business, financial condition and results of operations may be adversely affected. We may not be able to source for alternative warehousing and logistics facilities, as warehousing and logistics facilities that meet the requirements of modern logistics operations for guaranteed storage safety, optimal and flexible space utilization and high operational efficiency are in short supply. We can provide no assurance that we will be able to find suitable replacement sites on terms acceptable to us on a timely basis, or at all, or that we will not be subject to material liability resulting from third parties' challenges on our use of such properties. Further, our insurance coverage may not be sufficient to cover the impact of these disruptions.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you 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 our losses. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

6. We derive a significant portion of our revenue from customers located in Maharashtra. Any adverse developments in the region could adversely affect our business, results of operations, cash flows and financial condition.

We have derived a significant portion of our revenue from operations from customers located in Maharashtra region. The following table sets forth our revenue from the customers located in Maharashtra for the years indicated, which are also expressed as a percentage of our total revenue from operations:

(₹ in Lakhs)

Particulars	**For the period ended/For the Year ended***							
	September 30, 2024		**March 31, 2024**		**March 31, 2023**		**March 31, 2022**	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
Revenue from the customers located in Maharashtra	5,598.21	100.00%	5,920.93	100.00%	5,109.39	100.00%	5,431.45	100.00%

**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

The concentration of our revenues from Maharashtra heightens our exposure to adverse developments related to competition, as well as economic, political, regulatory circumstances including on account of any on-going economic slowdown and inflationary trends. The existing and potential competitors to our businesses in India may increase their focus in the said region, which could reduce our market share. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

Further expansion into new geographic regions, including different states in India and overseas expansion, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including, laws and regulations, uncertainties and customer's preferences, political and economic stability. By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

7. We do not have long term agreements with our customers, which could adversely impact our business as our customers can terminate their relationships with us without notice.

Our business is significantly affected by the availability, cost and quality of the medicines which we distribute to our clients. Our customers include pharmacy, clinic and nursing homes etc. for which we do not have long term agreements with our customers. For the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 our revenue from operations is ₹5,598.21 Lakhs, and ₹5,920.93 Lakhs, ₹5,109.39 Lakhs and ₹5,431.45 Lakhs. As a result, our customers can terminate their relationships with us without notice, which could adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand. Our customers have no obligation to place an order with us and may either cancel, reduce or delay orders. The orders placed by our customers are dependent on factors such as pricing, customer satisfaction, fluctuation in demand, customers' inventory management, amongst others. Although, we have a strong emphasis on quality, timely delivery of our products and personal interaction with the customers, any change in the buying pattern of customers can adversely affect the business of our Company.

8. We do not have long-term agreements with manufacturer of pharmaceutical products and an increase in the cost of, or a shortfall in the availability or quality of such pharmaceutical products could have an adverse effect on our business, financial condition and results of operations.

Our business is significantly affected by the availability, cost and quality of the medicines which we procure from our vendors. We usually do not enter into long-term supply contracts with any of our suppliers. Our pharma products are majorly procured from domestic market. The prices and supply of these and pharma products depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and duties. If, for any reason, our suppliers of raw materials and products curtail or discontinue their delivery of such materials to us in the quantities we need or at prices that are competitive or expected by us, our ability to meet the requirements of our customers could be impaired and our earnings and business could suffer. For the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022, our cost of purchase was ₹ 5,183.12 Lakhs, ₹ 5,214.75 Lakhs, ₹ 4,652.73 Lakhs and ₹ 4,927.36 Lakhs respectively, which represented 92.59%, 88.07%, 91.06% and 90.72% respectively of our revenue from operations. If we are unable to source pharmaceutical products from key suppliers in a timely manner, our distribution processes and results of operations may be adversely impacted. There can be no assurance that we would be able to source required quantities or qualities of pharmaceutical products in a cost-effective manner in future periods. In addition, we usually do not enter into long-term supply contracts with any of manufacturer of pharmaceutical products. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of pharmaceutical products that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins.

9. ***We may be unable to manage our growth if we are not able to efficiently operate, maintain or expand our supply chain and distribution infrastructure. Further, we may not be able to implement our business strategies, which may adversely affect our business and prospects.***

We provide distribution services for healthcare products to retail pharmacies, nursing homes and healthcare clinics in Mumbai and other region of Maharashtra. Our efforts to efficiently operate, maintain and expand our distribution infrastructure may be unsuccessful. Our ability to efficiently operate our distribution infrastructure relies on coordination amongst various stakeholders within our network, including, among others, our suppliers, transportation providers and our employees. If we fail to maintain coordination amongst various stakeholders in a synergistic manner, our business, financial condition and results of operations may be adversely affected.

Further, if we expand our distribution infrastructure too rapidly, we may encounter financial difficulties if the demand for our services falls short of our increased capacities. On the other hand, if we fail to expand our infrastructure and geographic reach at the necessary pace, we may lose potential customers and market share, or a portion of our existing customers' business to our competitors. The success of our planned expansion depends upon many factors, including our ability to optimize our distribution network, form relationships with, and manage an increasing number of, customers nationwide. If we fail to expand our business network as planned or if we are unable to compete effectively with other healthcare products distributors, our business, financial condition and results of operations may be adversely affected. Further, as our business continues to grow, we may not be able to locate desirable sites for new warehousing facilities, as we compete with other businesses for premises at certain locations or locate sites of desirable scale or quality.

Some of our newly established warehousing facilities may not generate the efficiencies and benefits we anticipate, which could adversely affect our business, results of operations, financial condition and cash flows Further, we may not be able to implement our business strategies. We aim to grow sales through our existing distribution network, pursue comprehensive marketing and distribution collaborations with healthcare product manufacturers, expand our product adjacencies, increase our customer reach, customer retention.

Our business strategies involve new risks and challenges. For instance, with an aim to grow sales, we may misjudge user demand, resulting in inventory build-up and possible inventory write-down as well as unpleasant customer experience. Furthermore, we may not have purchasing power in new categories of products and we may not be able to negotiate favorable terms with suppliers. We may need to price aggressively to gain market share or remain competitive in new categories of products. We cannot assure you that we will be able to recoup our investments made pursuant to our business strategies. We may not be able to manage our growth effectively and our business and prospects may be adversely affected.

10. ***We have experienced negative cash flows from operating, investing and financing activities in the past and may continue to do so in the future.***

We have in the past, and may in the future, experience negative cash flows from operating, investing and financing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods/years indicated:

(₹ in Lakhs)

Particulars	**Period ended September 30, 2024**	**For the year ended March 31**		
		2024	**2023**	**2022**
Net cash generated from/ (used in) operating activities	168.81	292.99	30.83	(12.99)
Net cash generated from/ (used in) investing activities	15.64	1,377.02	(8.99)	(22.87)
Net cash generated from/ (used in) financing activities	(297.17)	(285.54)	(18.98)	35.88

We had net cash outflow from operating activities primarily due to increases in trade receivables and inventories. Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 235.

11. ***Our Company is reliant on the demand from the pharmaceutical industry for a significant portion of our revenue. Any downturn in the pharmaceutical industry or an inability to increase or effectively manage our sales could have an adverse impact on our Company's business and results of operations.***

Our Company is engaged in the business of distribution of pharmaceutical products and therefore, our revenues are highly dependent on our customers from the pharmaceutical industry and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations. In the event of any new breakthrough in the development of a novel product or raw material our products may become obsolete or be substituted by such alternatives; thereby impacting our revenues and profitability adversely. It may also happen that our competitors are able to improve the efficiency of their distribution or raw materials sourcing process and thereby offer their similar or high-quality products at lower price our Company may be unable to adequately react to such developments which may affect our revenues and profitability.

12. ***We have not yet placed orders in relation to the funding Capital Expenditure towards purchase of plant and machinery which is proposed to be financed from the Issue proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the Plant and Machinery in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed Manufacturing Facility are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.***

We intend to use a part of the Net Proceeds for Funding Capital Expenditure towards purchasing the plant of machinery. Total estimated cost as per certificate dated November 20, 2024 issued by the *Crencia Concepts Design Private Limited*, Chartered Engineer in respect of Funding Capital Expenditure towards construction of proposed manufacturing facility with Plant and Machinery installation is ₹1,083.09 Lakhs. We are yet to place orders for the capital expenditure for the Proposed manufacturing facility. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Issue and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

Our Proposed manufacturing plant facility may be subject to potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facilities, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. 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.

The Proposed Manufacturing Facility will require us to obtain various approvals, which are routine in nature. For further details, see *"Objects of the Issue"* on page 87. In addition to such pending approvals, we will also need to apply for certain additional approvals required for the Proposed Manufacturing Facility. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see *"Objects of the Issue"* on page 87.

13. ***Changes in prescription drug pricing could adversely affect our operations and financial performance.***

For each of the Financial Years 2022, 2023 and 2024, and the six months ended September 30, 2024, most of our revenue from operations was attributed to revenue from distribution of healthcare products to our customers, the sale of which is tightly regulated by various laws and regulations. While we have not faced any such instances in the past, any changes to such legislation could have a material adverse impact on our business, sales and profitability.

The sale of prescription drugs, medical devices and drug prices may be affected by changes to the health care industry, including legislative or other changes that impact patient eligibility, drug product eligibility, the allowable cost of a prescription drug product, the mark-up or channel margin permitted on a given prescription drug product, the amount of professional or dispensing fees paid by third-party payers or the provision or receipt of manufacturer allowances by pharmacy and pharmacy suppliers. Moreover, any changes to the price at which we and our customers purchase pharmaceutical products is determined by the Drugs (Prices Control) Order, 2013 ("**DPCO**"), promulgated by the Government of India and administered by the National Pharmaceutical Pricing Authority ("**NPPA**"). If a given pharmaceutical product falls within the DPCO, the product's price could be significantly lower than what its market price would be without such price restriction. Any changes to these prices stipulated by the DPCO, NPPA or other similar authorities, or the inclusion of other of our pharmaceutical products not currently within the DPCO, could adversely impact purchases made by our customers, which could adversely impact our distribution business, and our operations.

14. We are subject to credit risk with respect to trade receivables.

We face credit risk in collecting trade receivables due from customers. While we monitor defaults of customers and other counterparties and incorporate this information into our credit risk controls, there can be no assurance that all amounts due to us would be settled in time, or that such amounts will not continue to increase in the future, as various factors beyond our control, including general economic conditions of the Indian healthcare industry, may affect the financial condition and likelihood of default of our customers. Set forth below are the details of our trade receivables, provision for expected credit loss and debtor days as of March 31, 2024, 2023 and 2022 and as of September 30, 2024:

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade receivables (Net of Provision) (₹ in lakhs)	2,251.83	1,110.51	873.82	799.76
Provision for expected credit loss (₹ in lakhs)	---	---	---	---
Debtor days (in numbers)	110	61	60	52

While we have not faced any material instances in the past, our performance, liquidity and profitability would be adversely affected if significant amounts due to us are not settled on time or substantial impairment is incurred. The bankruptcy or deterioration of the credit condition of any of these customers and counterparties could also materially and adversely affect our business, results of operations and financial condition.

15. Failure to maintain optimal inventory levels could increase our operating costs or lead to unfulfilled customer orders, either of which could have an adverse effect on our business, financial condition, results of operations and prospects.

We need to ensure optimal inventory levels and are exposed to inventory risk as a result of rapid changes in product life cycles, changing consumer preferences, uncertainty of product developments and launches, manufacturer back orders and other related problems as well as the general economic environment in India. There can be no assurance that we can accurately predict these trends and events and avoid over-stocking or under-stocking of products. Furthermore, we place orders for products based on demand forecast which could change significantly between the time when the products are ordered and the time when they are ready for delivery. If we overestimate customer demand, we may experience inventory surplus, which may, in turn result in obsolete and expired products if such excess inventory is not purchased by customers before the products become obsolete or expire, leading to a wastage of products and write-down in inventory. If we underestimate customer demand or if our suppliers fail to provide products to us or deliver products to our customers in a timely manner, we may experience inventory shortages, which may, in turn, result in unfulfilled customer orders, leading to an adverse effect on our customer relationships.

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Inventory (₹ in lakhs)	856.36	411.30	394.88	398.36
Inventory levels (days)	49	28	31	29
Inventory turnover ratio*	8.83	4.69	12.88	13.81
Amount of inventory written down (₹ in lakhs)	--	--	--	--
Amount of inventory written down as a percentage of total inventory (%)	--	--	--	--

**Inventory turnover ratio is computed by dividing revenue from operations (grossed up for GST) by average inventory. "Average inventory" is calculated as the average of inventory as at the end of financial year/period and inventory as at the end of previous financial year/period.*

While we have not faced any such instances in the past, our failure to maintain proper inventory levels for our business may have an adverse effect on our business, financial condition, results of operations and prospects.

16. ***We might be adversely impacted by competition and industry consolidation.***

Although the Indian pharmaceutical distribution market remains highly fragmented, with traditional local distributors. This would bring strong competition from other distributors, service merchandisers, self-warehousing chain drug stores, manufacturers engaged in direct distribution, and third-party logistics companies. We face competition not only from other service providers but also from pharmaceutical and healthcare manufacturers, who may, from time to time, decide to develop supply management capabilities for their internal needs capabilities that our business might otherwise provide. Additionally, any consolidation within the industry could result in a few large suppliers controlling a significant share of the healthcare products market. This concentration could reduce our ability to negotiate favorable terms with suppliers and increase our reliance on a smaller number of them. Such consolidation among customers, suppliers, and competitors might reduce the number of market participants, giving the remaining players greater bargaining power. This could, in turn, lead to the erosion of our profit margins, creating further competitive pressures on our healthcare products distribution business.

Consolidation could also increase counter-party credit risk, as fewer market participants would engage in credit purchases. These competitive pressures and the potential for industry consolidation could negatively impact our business operations, financial position, and results.

17. ***We are dependent on third party transportation for the delivery of products and any disruption in their operations or a decrease in the quality of their services could affect our reputation and results of operations.***

We are largely dependent on third party transportation providers to facilitate the delivery of our products from our warehouses to pharmacies, nursing home and clinics. Although our business has not experienced any significant disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. At times, these transportation facilities may not be adequate to support our existing and future operations. In addition, products being delivered through these transportation facilities may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. Further, disruptions to transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to deliver goods on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations. While there have been no past instances during the past three financial years and the six months ended September 30, 2024 where such risk materially affected our results of operations, we cannot assure you that such instances may not occur in the future.

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

The following table sets forth our contingent liabilities as derived from our Restated Financial Information;

(₹. in Lakhs)

Particulars	**For the September 30, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Contingent liabilities				
Income Tax Matters (principle amount)	28.02	28.02	28.02	28.02
Total	**28.02**	**28.02**	**28.02**	**28.02**

19. ***The objects of the Issue include funding working capital requirements of our Company, which are based on certain assumptions and estimates.***

Our business demands on working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. We intend to continue growing by expanding our business operations. This may result in increase in the quantum of our current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For details, see *"Objects of the Issue"* on page 87 of this Draft Red Herring Prospectus.

Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, 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.

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

Our business is working capital intensive. Summary of our working capital position as per our Restated Financial Information is given below: -

(₹ in Lakhs)

Particulars	**For the period ended/ year ended**			
	September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Current assets				
Current Inventories	856.36	411.30	394.88	398.36
Trade Receivables	2251.83	1110.51	873.82	799.76
Short Term Loans and Advances	205.90	71.87	249.51	168.38
Other Current Assets	0.14	0.29	0.00	0.00
Total Current Assets (I)	**3,108.18**	**1,521.81**	**1,268.70**	**1198.12**
Current Liabilities				
Trade Payables	436.93	73.10	197.08	132.74
Other Current Liabilities	23.75	20.32	15.27	16.44
Short Term Provisions	99.88	108.85	3.61	4.72
Total Current Liabilities (II)	**560.56**	**202.28**	**215.96**	**153.90**
Total WC Gap (III)= (I)-(II)	**2,753.67**	**1,391.69**	**1,302.25**	**1212.60**

We require a significant amount towards working capital requirements which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. Our working capital requirements may increase if we undertake larger or additional projects or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

21. Within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 87 of this Draft Red Herring Prospectus, our Company's management will have flexibility in applying the proceeds of the Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use the Net Proceeds of the Issue for the purposes described in the section titled *"Objects of the Issue"* on page 83. The Objects of the Issue are: 1) Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra; 2) Funding of incremental working capital requirements of our company; 3) Repayment/prepayment of all or certain of our borrowings availed of by our Company; 4) General Corporate Purposes. We intend to deploy the Net Proceeds in financial year 2025 – 26, such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled *"Objects of the Issue"* beginning on page 87 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled *"Objects of the Issue"* beginning on page 87 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue.

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

In accordance with Section 13(8) and Section 27 of the Companies Act, we cannot change the utilization of the Net Proceeds or the terms of any contract as disclosed in this Prospectus without obtaining the Shareholders' approval through a special resolution. We may not be able to obtain the Shareholders' approval in a timely manner, or at all, in the event we need to make such changes. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Further, as required under Section 27 of the Companies Act, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. The requirement to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to any changes made to the proposed utilization of the Net Proceeds, even if such change is in our interest. Further, we cannot assure you that our Promoters will have adequate resources to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see "*Objects of the Issue — Variation in Objects*" on page 87. In light of these factors, we may not be able to undertake variation of object of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

23. Certain of our Group companies have incurred losses in the past years.

Our Group Company, Revomed Private Limited and Verafin Services Private Limited have incurred losses in the following financial years for which their respective audited financial statements were available, as set forth in the table below:

Revomed Private Limited:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022*
Profit/Loss after tax	10.63	(11.15)	NA
Net Worth	0.48	(10.15)	NA

**Company was incorporated on 02/02/2022*

Verafin Services Private Limited *(Formerly known as Verafin Advisors Private Limited)*

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Profit/Loss after tax	0.02	0.67	(1.01)
Net Worth	3.55	3.53	2.86

We cannot assure you that our Group Companies will not incur losses in the future or that such losses will not adversely affect our reputation or our business. For further details, see *"Our Group Companies"* on page 253 of this Draft Red Herring Prospectus.

24. We are subject to risks associated with expansion into new markets.

Our expansion into emerging markets within India subjects us to various challenges, including those relating to identifying relevant retail space, hiring adequate staffing and manpower, managing our operations and penetrating our brand in such regions. Such risks may be higher than expected, and we may face significant competition in such emerging markets.

By expanding into new markets, we could be subject to additional risks and uncertainties associated with:

- establishing and conducting operations
- compliance with a wide range of local laws, regulations and practices
- changes in laws, regulations and practices and their interpretation
- changes in local preferences and service requirements
- stringent as well as differing local labour and other regulations
- exposure to expropriation or state government actions;
- the growth in size or scope of our business, expansion of our footprint in existing regions in which we operate and entry into new markets; and
- political, economic and social instability.

If any of these risks materialise, it could have a material adverse effect on our business, cash flows, results of operations and prospects. We cannot assure you that any future expansions by us into new markets will be successful, or that we will be able to expand at the same rates.

25. ***Our business may be adversely affected by adverse news, scandals or other incidents associated with the Indian pharmaceutical industry.***

Incidents that reflect doubt as to the quality or safety of pharmaceutical products sold by other participants in the Indian pharmaceutical industry, including by our competitors, have been, and may continue to be, subject to widespread media attention. For instance, in the past, certain chemists and druggists associations have written complaint letters to the drugs controllers of certain states about our operations. Such incidents may damage the reputation of not only the parties involved, but also the pharmaceutical industry in general, even if such parties or incidents have no relation to us, our management, our employees, our suppliers, our distributors or our retail pharmacies Any such negative publicity may indirectly and adversely affect our reputation and business operations. In addition, incidents not related to product quality or safety, or other negative publicity or scandals implicating us or our employees, regardless of merit, may also have an adverse impact on us and our reputation and corporate image.

In recent years, there has been a marked increase in the use of social media platforms in India, including blogs, social media websites and applications, and other forms of internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content that their subscribers and participants post, often without filters or checks on accuracy of the content posted. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and operating results, regardless of the informations accuracy. The damage may be immediate without affording us an opportunity for redress or correction. Other risks associated with the use of social media include negative comments about us, fraud, hoaxes or malicious exposure of false information. Such inappropriate, unverifiable or false information regarding us or our platform may be published online or on social media by third parties could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. While there have been no instances during the past three financial years and the six months ended September 30, 2024 where we have been materially affected by adverse news, scandals or other incidents associated with the Indian pharmaceutical industry, we cannot assure you that such instances may not occur in the future.

26. ***We are dependent on the continued services and performance of our key managerial personnel, senior management and other key employees, the loss of any of whom could adversely affect our business, operating results and financial condition.***

Our business operations are led by an experienced and driven team, comprised of professionals with experience in healthcare and retail industries. Our Promoters have extensive experience in our industry, they play instrumental roles in the strategic direction and growth of our business. For details relating to changes in our Key Managerial Personnel and Senior Management, see "*Our Management – Changes in the Key Managerial Personnel and Senior Management during the Last Three Years*" on page 176. Our future performance depends on the continued services and contributions of our co-founders, our senior management and other key employees to execute on our business plan and to identify and pursue new opportunities and product innovations.

The failure to properly manage succession plans and/or the loss of services of senior management or other key employees could significantly delay or prevent the achievement of our strategic objectives. The loss of the services of one or more of our senior management or other key employees for any reason could adversely affect our business, financial condition and operating results and require significant amounts of time, training and resources to find suitable replacements and integrate them within our business, and could affect our corporate culture.

27. ***A majority of the Directors on our Board do not have prior experience serving as directors of companies listed on recognized stock exchanges. Additionally, some of our Promoters lack experience in the pharmaceutical industry. As a result, they may be able to provide only limited guidance regarding the affairs of our Company after its listing."***

Our Chairman and Managing Director, Whole Time Director, Non-Executive Independent Director, and the remaining members of our Board of Directors do not have prior experience as directors of companies listed on recognized stock exchanges. Additionally, our Promoters, Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah, do not have experience in the pharmaceutical industry. However, our other Promoters, Mr. Samit Madhukar Shah, Mr. Shah Bhavin Dhirendra, and Mr. Narendra Nagindas Shah, have extensive experience in the healthcare and pharmaceutical product distribution industries. Directors of listed companies have a wide range of responsibilities, including ensuring compliance with continuing listing obligations, and monitoring and overseeing the management, operations, financial condition, and trajectory of the company. Given that our Directors do not have prior experience as directors of listed companies, we cannot assure you that they will be able to effectively manage our Company once it becomes a listed entity.

As a result, our Directors may have limited guidance in adhering to the governance standards required for listed companies, which could affect our ability to maintain and improve the effectiveness of our disclosure controls, procedures, and internal controls, as required under applicable laws for listed entities.

28. A change in population demographics could have an adverse effect on our business, operations, financial condition and results of operations.

The global aging population is a major driver of demand for pharmacy retail services. An older population is making up an increasingly larger proportion of the overall Indian population as a result of falling fertility and increasing life expectancy rates. India's increasing population, as well as the ageing of its population, may increase the patient pool and lead to growth opportunities. These trends, along with the COVID-19 pandemic, have generally resulted in an increased demand for pharmaceutical and other drugs, particularly among the elderly population. For instance, the contribution of chronic therapy to the pharmaceutical may increase, with lifestyle diseases showing higher prevalence as the age profile of the population increases. A change in any of these trends, including shorter life spans, reduced incidence of illness or reduced demand for pharmaceutical drugs, could significantly impact demand for our products and services and could adversely affect our business, operations, financial condition and results of operations.

29. We conduct our business in a highly-regulated industry and environment. Our business is dependent on approvals from relevant regulatory and health authorities. Any delay or failure to obtain or renew such required regulatory approvals, registrations or any change in the regulatory environment in relation to marketing our products in regulated markets may significantly impact our business and strategy affecting our overall profitability, and may impose significant compliance burdens on us.

We operate in a highly-regulated industry, and are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business, and are subject to various governmental regulations and licensing requirements in India. For instance, these regulations include licenses to sell, stock, exhibit or offer for sale drugs under the Drugs and Cosmetics Act, 1940 ("**DCA**") and the Drugs and Cosmetics Rules, 1945 ("**DCA Rules**"), trade, labour licences and shop and establishment permits that we require to operate, central licenses under the Food Safety and Standards Act, 2006, and environmental licenses. For details, see "*Key Industry Regulations and Policies*" on page 163. While we have not faced any material instances in the past, a failure to comply with such regulations could lead to enforced shutdowns and other sanctions imposed by the relevant authorities on. As a result, we may become involved or liable in litigation or other proceedings, incur increased costs or penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and results of operations.

Further, our warehouses may be subject to inspections, during which regulatory non-compliance may be discovered or alleged. We have not been subject to any material regulatory non-compliance in respect of our warehouses in the past. However, if we are found liable for such regulatory non-compliance in the future, we may be subject to fines, sanctions, termination of licenses or approval and reputational damage. We may continue to incur costs in complying with regulations, appealing any decision to suspend our outlets' operations, while having to continue incurring some or all of the operating costs during that period. We do not carry any insurance to cover such losses and expenses. Any of our regulatory noncompliance may therefore adversely affect our business, financial condition, and results of operation. Further, we are required by healthcare product manufacturers that we work with to adhere to certain warehousing practices and pre-determined warehousing standards. While we have not faced any such material instances in the past, if we fail to maintain the prescribed and/or requisite standards of storage at our warehouses, we could be in breach of our contractual obligations and may not be able to retain our customers, which may have an adverse impact on our business, growth prospects and our financial results.

In addition, any changes to laws, regulations and policies of the central and state governmental authorities affecting our activities, or the interpretation of such laws or regulations, including delisting of services or changes to licensing requirements relating to healthcare services, or their interpretation or application, could have a material adverse effect on our business performance, financial condition, results of operations and prospects and we could incur significant costs in the course of complying with any changes in the regulatory regime. Further, pursuant to conversion into a public limited company, the name of our Company has been changed from "M/s. Vijay Pharma (Partnership Firm)" to "VijayPD Ceutical Limited", subsequent to which we are in the process of changing the name in some our registrations and statutory approvals which are in our previous name. Any delay or failure to do so could have an adverse effect on our business and results of operations.

30. Non-compliance with existing or changes to environmental, health and safety, labor laws and other applicable regulations by us or contract manufacturers for our private label products may adversely affect our business, financial condition, results of operations and cash flows.

Our operations are subject to extensive laws and government regulations, including in relation to safety, health and environmental protection. We and our contract manufacturers for our private label products are subject to the laws and regulations governing relationships with employees in areas such as minimum wages, maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour, work permits, maintenance of regulatory and statutory records and making periodic payments.

31. Our Company logo " Vijaypdceutical LTD. Connecting Healthcare, Delivering Hope " is not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name could hamper our brand building efforts and our future growth strategy could be adversely affected.

Our Company has made an application for registration with the Registrar of Trademark for registration of logo Dated October 10, 2024. If we are unable to register the intellectual property in the future in our name or any objection on the same may require us to change our logo and hence may loose on the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our name and logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

32. Disruption or other changes in capital and credit markets might impede access to credit and increase borrowing costs for us and our customers and suppliers.

Our borrowing ability and cost of borrowing could be adversely affected due to the volatility and disruption in global capital and credit markets, including the bankruptcy or restructuring of certain financial institutions, reduced lending activity by financial institutions, or decreased liquidity and increased costs in the commercial paper market. We generally sell our products and services under short-term unsecured credit arrangements to our customers. However, an adverse change in general economic conditions or access to capital might cause our customers to reduce their purchases from us, or may lead to delays or a failure in paying amounts due to us. Suppliers might increase their prices, reduce their output or change their terms of sale due to limited availability of credit, and could be unable to make payments due to us for fees, returned products or incentives. Further, any changes in the interest rate or capital market conditions might impede our or our customers' or suppliers' ability or cost of obtaining credit. Any of these risks might have a material adverse impact on our business operations and our financial position or results of operations.

33. In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions. Further we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to change in name and conversion of company to public Company.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see *"Government and Other Approvals"* on page 253. of this Draft Red Herring Prospectus.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

34. We might be adversely impacted by changes or disruptions in product supply, which may lead to a loss of customers.

We have no control over the supply of products from manufacturers, which could be impacted due to a number of factors, including but not limited to labor disputes, unavailability of key manufacturing sites, inability of manufacturers to procure raw materials, quality control concerns, ethical sourcing issues, financial distress of manufacturers, natural disasters, civil unrest or acts of war. Our revenues and profitability could also be significantly reduced due to the changes in the healthcare industry's or our manufacturer's pricing, selling, inventory, distribution or supply policies or practices. Further, over the past three financial years, purchases of products from a generic drugs manufacturer have contributed to a material portion of our total purchases of stock- in-trade. Any dispute with the manufacturer or disruption in the supply of products by the manufacturer could impact our ability to fulfil orders from our customers.

Any of these changes or disruptions might lead to a loss of customers, and have an adverse impact on our business operations, reputation, financial condition and results of operations.

35. The success of our business depends on our ability to attract and retain senior management and employees in critical roles, and the loss of their services could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our ability to attract, engage, develop and retain qualified and experienced employees, including key executives and other talent, is essential for us to meet our objectives. To attract and retain employees, we compete with many other businesses in the healthcare products distribution sector in India. Such competition could result in increased salaries, benefits or other employee-related costs, or in our failure to recruit and retain employees. We may also experience sudden loss of key personnel due to a variety of causes, such as illness, and are required to adequately plan for succession of key management roles. Further, employees might not successfully transition into new roles. For details relating to our employees, see "*Our Business – Description of our Business – Human Resources*" on page 149.

36. We are subject to operational and logistical risks and our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject.

Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions, limitations of liability set forth in our contracts may not be enforceable in all instances or may not otherwise protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our clients, are generally not limited under those agreements. Our Company has insurance coverage which we consider reasonably sufficient to cover normal risks associated with our operations and which we believe is in accordance with industry standards. At present our insurance policies provide for standard coverage against risks including Building, Floater Cover, Stock in Trade or Goods in custody, etc, details of which are mentioned in the section titled, *"Insurance"* under the chapter titled, *"Our Business"* on page 149 of this Draft Red Herring Prospectus. Although we believe we have adequate insurance coverage but that coverage may not continue to be available on reasonable terms or to be available in sufficient amounts to cover one or more large claims, and our insurers may disclaim coverage as to any future claim. Insurance coverage may be an inadequate remedy where the loss suffered is not easily quantifiable, for example, in the event of severe damage to our reputation. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

37. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms. Our failure to obtain sufficient financing could result in delay or abandonment of our business plans and this may have an adverse effect on our growth and operations.

We may require additional funds in connection with our future business operations. In addition to the Net Proceeds of this Issue and our internal accruals, we may need other sources of funding to meet these requirements, which may include entering into new debt facilities with lending institutions. Our ability to obtain external financing in the future is subject to a variety of uncertainties. Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. If we decide to raise additional funds through the issuance of debt, our interest obligations will increase, and we may be subject to additional covenants. Such financing could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders.

We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in delay or abandonment of our business plans and this may have an adverse effect on our future growth and operations.

38. ***An inability to comply with repayment and other covenants in the financing agreements or otherwise meet our debt servicing obligations could adversely affect our business, financial condition, cash flows and credit rating.***

Our Company has entered into agreements in relation to financing arrangements with HDFC Banks for working capital facilities, term loans and bank guarantees. As of September 30, 2024, we had total outstanding borrowings of ₹ 2,013.12 Lakhs. The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from the lenders prior to undertaking certain matters including, among others, effecting a merger, amalgamation or scheme of arrangement, change in capital structure of our Company subject to the threshold prescribed for the shareholding of certain shareholders of our Company and effecting change in the constitutional documents or management of our Company. For further details, see "*Financial Indebtedness*" beginning on page 234.

As on September 30, 2024, our total secured borrowings amounted to ₹ 2,013.12 Lakhs, comprising of 100% of our total indebtedness. Under the terms of our secured borrowings, we are required to create a charge by way of hypothecation on the assets of our Company, together with cash in hand and bank accounts. As these assets are hypothecated in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted.

Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities or entering into certain transactions. Typically, restrictive covenants under our financing documents relate to obtaining prior consent of the lender for, among others, change in the capital structure, availing additional borrowings, change in ownership or management control, changes in shareholding pattern and management set-up including its constitution and composition, amalgamation, demerger, merger, acquisition, corporate or debt restructuring or similar action. Our Company has obtained the necessary consents in relation to the Issue from lenders prior to the filing of the Draft Red Herring Prospectus. Undertaking the Issue without obtaining such consent would be in contravention of the conditions contained in the financing documents and would constitute default under such financing document and we may not be able to proceed with the Issue.

There can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business. Further, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, results of operations and financial condition may be adversely affected.

39. ***Excessive dependence on HDFC Bank in respect of Loan facilities obtained by our Company.***

Our company has been sanctioned term loans and cash credit facilities by HDFC Bank. The Company is dependent on such facilities and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company

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

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the Industry Report on Pharmaceutical Sector dated November 29, 2024 prepared and issued by D&B, which has been exclusively commissioned and paid for by our Company in connection with the Issue pursuant to an engagement letter dated November 11, 2024. D&B is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. Further, D&B Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in this Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. The D&B Report uses certain methodologies for market sizing and forecasting.

Furthermore, the D&B Report is not a recommendation to invest/ disinvest in any company covered in the D&B Report. Accordingly, Investors should not place

41. ***Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.***

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled "*Financial Indebtedness*" beginning on page of this Draft Red Herring Prospectus.

42. ***If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

43. ***Conflicts of interest may arise out of common business objects between our Company and Promoter Group Entities.***

Conflicts may arise in the ordinary course of decision-making by the Promoters or the Board of Directors. Our Promoters may have interests in entities within the Promoter Group that engage in businesses similar to those of our Company. Conflicts of interest may occur when the Promoters allocate or address business opportunities and strategies between our Company and the Promoter Group entities, particularly if our respective interests diverge. In such cases, there is no assurance that the Promoters or the Promoter Group will not prioritize their own interests over those of our Company. As of the date hereof, our Company has not entered into any non-compete agreements with the Promoter Group entities. Any present or future conflicts could negatively affect our business, reputation, financial condition, and results of operations. For further details, please refer section titled *"Our Promoter and Promoter Group"* beginning on page 190 of this Draft Red Herring Prospectus.

44. ***Some of our Directors and Promoters have interests ours Group Companies engaged in businesses similar to us.***

Certain of our Directors and Promoters are associated with companies engaged in similar lines of business, in the capacity of being directors and/or shareholders on the board of our Group Companies, which may lead to conflicts of interest. Our Group Companies have common pursuits with our Company and each other. They are either engaged in or are authorized by their respective constitutional documents to engage in the same line of business as that of our Company and each other. Further, our Company and our Group Companies will adopt the necessary procedures and practices, as permitted by law, to address any conflict situation as and when they arise. For details, see "*Our Management – Interest of Directors*", "*History and Certain Corporate Matters - Common Pursuits between our Group Company and our Company*" and "*Our Promoters and Promoter Group – Interests of Promoters and Related Party Transactions*" on pages 176, 172 and 190 respectively.

45. ***We have, in the past, entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have entered into various transactions with related parties. While the related party transactions entered into by us in the past were at arm's length and in compliance with Companies Act, 2013 and other applicable laws, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Although all related party transactions that we may enter into post-listing, will be subject to the Board or Shareholders approval, as necessary under the Companies Act and the SEBI Listing Regulations, we cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. For details of the related party transactions see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Restated Financial Information – Related Party Transactions*" on pages 21 and 197, respectively.

46. ***Our Promoters, Directors, Key Management Personnel and Senior Management may have interests other than the reimbursement of expenses incurred and receipt of remuneration or benefits from our Company.***

Certain of our Promoters, Directors, Key Management Personnel and Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Directors (including our Promoters) will exercise their rights as shareholders to the benefit and best interest of our Company. Except for Directors who are also Key Managerial Personnel and to the extent that they hold equity shares in our Company, no other Key Management Personnel hold equity shares in our Company. Further, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders. For further details, see "*Our Management –Interest of Directors, –Key Managerial Personnel of our Company, –Senior Management of our Company*", and "*Summary of the Offer Document – Summary of Related Party Transactions*" on pages 176 and 21 respectively.

47. ***Our Promoters and Promoter Group will continue to retain significant control in our Company after the Issue which will allow them to influence the outcome of matters submitted to shareholders for approval. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control.***

After the completion of this Issue, our Promoters and Promoter Group will continue to hold [●]% of the equity share capital of our Company and will be in a position to exercise significant control, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other shareholders will be unable to affect the outcome of such voting. Our Promoters and Promoter Group may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender issue or otherwise attempting to obtain control of us. We cannot assure you that our Promoters and Promoter Group will act in our interest while exercising their rights in such entities, which may in turn materially and adversely affect our business and results of operations. We cannot assure you that our Promoters and Promoter Group will act to resolve any conflicts of interest in our favour. If our Promoters and Promoter Group sell a substantial number of the Equity Shares in the public market, or if there is a perception that such sale or distribution could occur, the market price of the Equity Shares could be adversely affected. No assurance can be given that such Equity Shares that are held by the Promoters will not be sold any time after the Issue, which could cause the price of the Equity Shares to decline.

48. ***We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Issue Price.***

We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Issue Price. We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Issue Price. For further details, see "*Capital Structure – Notes to Capital Structure – Share Capital History – History of Equity share capital of our Company*" on page 71.

49. ***Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders 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, see *"Dividend Policy"* on page 196 of this Draft Red Herring Prospectus.

50. ***Our employees may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances in the past, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

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

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. We make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

52. ***An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

53. ***We are exposed to the risks of malfunctions or disruptions of information technology systems.***

We depend on information technology systems and accounting systems to support our business processes, including designing, planning, execution, procurement, inventory management, quality control, product costing, human resources and finance. Although these technology initiatives are intended to increase productivity and operating efficiencies, they may not achieve such intended results. These systems may be potentially vulnerable to outages due to fire, floods, power loss, telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events. Effective response to such disruptions or malfunctions will require effort and diligence on the part of our third-party distribution partners and employees to avoid any adverse effect to our information technology systems.

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

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

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

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

EXTERNAL RISKS

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

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

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 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. ***The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the Book Running Lead Manager. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including those described under *"Basis for Issue Price"* on page 103 of this Draft Red Herring Prospectus, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange. The price of our Equity Shares upon listing on the Stock Exchange will be determined by the market and may be influenced by many factors outside of our control.

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

The Issue Price of our Equity Shares shall be determined by book building method. The price is based on numerous factors (For further information, please refer chapter titled *"Basis for Issue Price"* beginning on page 103 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue.

The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- changes in revenue or earnings estimates or publication of research reports by analysts;
- results of operations that vary from those of our competitors;
- speculation in the press or investment community;
- new laws and governmental regulations applicable to our industry;
- future sales of the Equity Shares by our shareholders;
- general market conditions; and
- domestic and international economic, legal and regulatory factors unrelated to our performance.

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

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

61. An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

62. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge Platform 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.

63. Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

64. 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.

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

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

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

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

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. The Government of India had announced the union budget for financial year 2024 and the Finance Act, 2023 received assent from the President of India on March 31, 2023. There is no certainty on the impact that the Finance Act, 2023 may have on our business and operations or in the industry we operate in.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager have appointed 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.

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

Under the exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the Reserve Bank of India. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the approval of the Reserve Bank of India will be required for such transaction to be valid.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion) and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Neither the Consolidated FDI Policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change may differ in practice, which may have an adverse effect on our ability to raise foreign capital. We cannot assure you that any required approval from the Reserve Bank of India or any other governmental agency can be obtained on any particular terms or at all.

69. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

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

71. Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 31, 2023, and has been enacted as the Finance Act, 2023. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

72. Our business is substantially affected by prevailing economic, political and other conditions.

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation;

- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our supply chain, distribution network in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

73. ***Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

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

75. ***The ability of Indian companies to raise foreign capital may be constrained by Indian law***.

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

SECTION III – INTRODUCTION

THE ISSUE

PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Issued (1)(2)	Up to 53,00,000*, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs.
Out of which:	
Issue Reserved for the Market Maker (3)	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs.
Net Issue to the Public (4)	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs.
Out of which*	
A. QIB Portion (5) (6)	Not more than [●] Equity Shares aggregating up to ₹[●] Lakhs.
Of which:	
i) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
ii) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares aggregating to ₹[●] Lakhs
Of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity shares outstanding prior to the Issue	1,40,28,686 Equity Shares of face value of ₹10/- each fully paid-up
Equity shares outstanding after the Issue	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled "*Objects of the Issue*" beginning on page 87 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.*

Notes:

(1) The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.

(2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on November 21, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on November 22, 2024.

(3) Our company, in consultation with the BRLM, shall allocate at least 5% of the Issue to the Designated Market Maker under the Market Maker Reservation Portion as per the Regulation 261(4) of the SEBI ICDR Regulations.

(4) The allocation in the Net Issue to the public shall be made as per the Regulation 253(1) of the SEBI ICDR Regulations.

(5) 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, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.

(6) Our Company, in consultation with the BRLM, 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 Anchor Investors Allocation Price. In the event of undersubscription 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 Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the 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 QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investors shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non- Institutional Investors shall not be less than the ₹2,00,000, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Bidders applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information for the period ended September 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Financial Information referred to above are presented under "Financial Information" beginning on page 197. The summary of financial information presented below should be read in conjunction with the "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 197 and 235, respectively.

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RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars		Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I.	**EQUITY AND LIABILITIES**					
	Shareholders' funds					
	Share capital	3	701.43	-	-	-
	Partner's capital	3	-	659.12	493.15	422.96
	Reserves and Surplus	4	2,340.58	-	-	-
			3,042.01	**659.12**	**493.15**	**422.96**
	Non-current liabilities					
	Long-Term Borrowings	5	83.50	78.78	78.14	162.86
	Deferred Tax Liabilities (Net)	6	1.54	-	-	-
	Long-Term Provisions	7	8.29	21.30	21.42	13.38
			93.33	**100.08**	**99.56**	**176.23**
	Current liabilities					
	Short-Term Borrowings	8	1,929.62	2,365.96	2,477.41	2,227.93
	Trade Payables					
	1. total outstanding dues of micro and small enterprises	9	18.79	4.35	6.27	14.56
	2. total outstanding dues of creditors other than micro and small enterprises	9	418.14	68.76	190.81	118.18
	Other current liabilities	10	23.75	20.32	15.27	16.44
	Short-Term Provisions	11	99.88	108.85	3.61	4.72
			2,490.18	**2,568.24**	**2,693.37**	**2,381.83**
	TOTAL EQUITY AND LIABILITIES		**5,625.52**	**3,327.45**	**3,286.08**	**2,981.03**
II.	**ASSETS**					
	Non-current assets					
	Property, Plant and Equipment and Intangible Assets					
	1. Property, Plant and Equipment	12	425.46	242.92	272.92	313.71
	2. Intangible assets	12	390.13	0.13	0.24	-
	Non-current investments	13	25.00	15.00	16.16	15.90
	Deferred Tax Assets (Net)	14	-	6.36	10.80	7.98
	Long-term loans and advances	15	190.16	76.77	1,458.35	1,270.56
	Other non-current assets	16	1.50	0.52	2.09	1.92
			1,032.24	**341.71**	**1,760.56**	**1,610.08**
	Current assets					
	Inventories	17	856.36	411.30	394.88	398.36
	Trade Receivables	18	2,251.83	1,110.51	873.82	799.76
	Cash and Cash Equivalents	19	1,279.05	1,391.77	7.31	4.45
	Short-term loans and advances	20	205.90	71.87	249.51	168.38
	Other current assets	21	0.14	0.29	-	-
			4,593.28	**2,985.74**	**1,525.51**	**1,370.95**
	TOTAL ASSETS		**5,625.52**	**3,327.45**	**3,286.08**	**2,981.03**

RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars	**Note**	**Half year ended September 30, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
INCOME					
Revenue From Operations	22	5,598.21	5,920.93	5,109.39	5,431.45
Other Income	23	0.73	1.12	182.33	168.99
Total Income		**5,598.94**	**5,922.06**	**5,291.72**	**5,600.44**
EXPENSES					
Purchases of Stock In Trade	24	5,183.12	5,214.75	4,652.73	4,927.36
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(445.06)	(16.42)	(3.48)	(9.85)
Employee Benefits Expense	26	55.71	81.34	83.66	82.29
Finance costs	27	117.34	175.69	235.77	269.59
Depreciation and Amortisation Expense	28	34.17	34.55	42.70	44.55
Other Expenses	29	235.64	154.27	237.86	281.22
Total Expenses		**5,180.92**	**5,644.18**	**5,256.20**	**5,595.15**
Profit before tax		**418.02**	**277.87**	**35.53**	**5.28**
TAX EXPENSES					
Current Tax	30	103.55	108.42	20.18	0.90
Net Adjustments related to earlier years	30	1.99	-	-	-
Deferred Tax	30	7.90	4.43	-2.82	-7.98
PROFIT FOR THE YEAR		**304.58**	**165.02**	**18.16**	**12.36**
EARNINGS PER EQUITY SHARE					
Basic (Face value of Rs.10 each)	31	2.78	8.25	0.91	0.62
Diluted (Face value of Rs.10 each)	31	2.78	8.25	0.91	0.62

RESTATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars		For the Period/ Year Ended 31st March			
		30.09.2024	2024	2023	2022
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit before tax	418.02	277.87	35.53	5.28
	Adjustments for :				
	Interest income	(0.01)	(0.00)	(181.21)	(168.57)
	Gain/Loss on sale or disposal of Property, Plant and Equipment [Net]	-	1.28	-	-
	Interest expense	117.34	175.69	235.77	269.59
	Depreciation and Amortization Expense	34.17	34.55	42.70	44.55
	Bad Debts written off	-	-	28.57	44.22
	Operating Profit Before Working Capital Changes	**569.53**	**489.40**	**161.36**	**195.06**
	Increase / (Decrease) in Trade Payables	297.55	(123.98)	64.34	(9.57)
	Increase / (Decrease) in Other liabilities	5.97	5.05	(1.17)	2.53
	Increase / (Decrease) in Provisions	(123.21)	(2.33)	6.93	3.46
	Decrease / (Increase) in Inventories	(131.57)	(16.42)	3.48	(9.85)
	Decrease / (Increase) in Trade Receivables	(358.48)	(236.69)	(102.63)	(103.99)
	Decrease / (Increase) in loans and advances	(74.02)	177.64	(81.13)	(90.52)
	Decrease / (Increase) in Other assets	0.03	1.28	(0.17)	0.80
	Cash generated from / (used in) Operations	**185.80**	**293.95**	**51.01**	**(12.09)**
	Income taxes paid	(16.99)	(0.96)	(20.18)	(0.90)
	Net Cash generated from / (used in) Operating Activities	**168.81**	**292.99**	**30.83**	**(12.99)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment and Intangible Assets	(1.01)	(5.72)	(2.15)	(21.49)
	Purchase of Non-current investments	-	-	(0.26)	-
	Realisation of Non-current investments	-	1.16	-	2.25
	Long-term Loans Given	-	-	(187.79)	(172.20)
	Long-term Loans Realised	16.64	1,381.58	-	
	Interest received	0.01	0.00	181.21	168.57
	Net Cash generated from / (used in) Investing Activities	**15.64**	**1,377.02**	**(8.99)**	**(22.87)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from issue of Share capital / partner's capital	6.66	0.95	52.02	45.33
	Proceeds from Long-Term Borrowings	-	0.64	-	-
	Repayment of Long-Term Borrowings	(73.19)	-	(84.72)	(139.46)
	Proceeds from Short-Term Borrowings	-	-	249.48	399.60
	Repayment of Short-Term Borrowings	(113.30)	(111.45)	-	-
	Interest paid	(117.34)	(175.69)	(235.77)	(269.59)
	Dividend paid	-	-	-	-
	Net Cash generated from / (used in) Financing Activities	**(297.17)**	**(285.54)**	**(18.98)**	**35.88**
	Net Increase / (Decrease) In Cash and Cash Equivalents	**(112.72)**	**1,384.46**	**2.86**	**0.03**
	Cash and Cash Equivalents at the Beginning	1,391.77	7.31	4.45	4.43
	Cash and Cash Equivalents at the End	**1,279.05**	**1,391.77**	**7.31**	**4.45**

GENERAL INFORMATION

Registered Office of Our Company

VijayPD Ceutical Limited
A/1, 1st Floor, Devraj Premises CHSL,
Goregaon West, Mumbai – 400062,
Maharashtra, India.
Tel No: +91 9820917040
Email: investors@vijaypdceutical.com
Website: www.vijaypdceutical.com
CIN: U21001MH2024PLC421713
Registration Number: 421713

For further details and details of changes in the registered office of our company, please refer to the chapter titled "*History and Certain Corporate Matters*" beginning on page 172 of this Draft Red Herring Prospectus.

Registrar of Companies

Registrar of Companies, Mumbai
Ministry of Corporate Affairs, 100,
Everest, Marine Drive, Mumbai –
400 002, Maharashtra, India
Tel No: 022 – 2281 2627
Fax: 022 - 2281 1977
Email: roc.mumbai@mca.gov.in
Website: www.mca.gov.in

Board of Directors

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Samit Madhukar Shah	Chairman & Managing Director	09634053	Karma Kshetra, D-1 Wing, 3rd Floor, Flat No. 34, Harbanslal Marg, Kings Circle, Shanmukhananda Hall, Sion (East), Mumbai - 400037, Maharashtra, India.
Mr. Bhavin Dhirendra Shah	Whole Time Director	09839989	9 -Duru Mahal, 2nd Floor, 84, Shree Patan Jain Mandal Marg, Marine Drive, Kalbadevi, Mumbai - 400002, Maharashtra, India.
Mr. Viraaj Kirti Shah	Executive Director	07901660	Flat No 158, 6th Floor, Samrat Ashok CHSL, R.R Thakker Marg, Malabar Hill, Walkeshwar, Mumbai-400006, Maharashtra, India.
Mr. Narendra Nagindas Shah	Non-Executive Director	09634043	A-802, Tulsi Tower, M.G. Road, Behind City Centre, Goregaon West, Motilal Nagar, Mumbai- 400104, Maharashtra, India.
Ms. Nikita H Pedhdiya	Non-Executive Independent Director	10797108	A-801, Krishiv Heritage, Dattapada Road, Near Platform, Near Platform No 1 Subway, Borivali East, Mumbai 400066, Maharashtra, India
Mr. Pulkit Gopal Prasad Agrawal	Non-Executive Independent Director	10134480	557, Gurudev Palace, B Wing, Block No 501, Adarsh Park Road, Bhiwandi, Thane- 421308 Maharashtra, India.

For detailed profile of our Board of Directors, please see chapter titled "*Our Management*" beginning on page 176 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer

Ms. Purvi Kishor Surti, is our Company Secretary and Compliance Officer. Her contact details are as follows:

Ms. Purvi Kishor Surti
A/1, 1st Floor, Devraj Premises CHSL,
Goregaon West, Mumbai – 400062,
Maharashtra, India.
Tel No: +91 9820917040
Email: cs@vijaypdceutical.com
Investor Grievance E-mail: investors@vijaypdceutical.com
Website: www.vijaypdceutical.com

Investor grievances:

Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post- Issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM.

All issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

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

Book Running Lead Manager

Smart Horizon Capital Advisors Private Limited
(Formerly Known as Shreni Capital Advisors Private Limited)
B/908, Western Edge II, Kanakia Space, Behind Metro Mall,
Off Western Express Highway, Magathane, Borivali East,
Mumbai - 400066, Maharashtra, India.
Tel No: 022 - 28706822
Investor Grievance E-mail: investor@shcapl.com
Email: director@shcapl.com
Website: www.shcapl.com
Contact Person: Mr. Parth Shah
SEBI Registration No.: INM000013183

Registrar to the Issue

Kfin Technologies Limited
Selenium Tower-B Plot No. 31 & 32 Gachibowli,
Financial District, Nanakramguda Serilingampally,
Hyderabad - 500032, Telangana, India.
Tel: +91 40 6716 2222
Email: vcl.ipo@kfintech.com
Website: www.kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Contact person: Mr. M. Murali Krishna
SEBI registration no.: INR000000221

Legal Advisor to the Issue

Asha Agarwal & Associates
118, Shila Vihar, Gokulpura,
Kalwar Road, Jhotwara,
Jaipur – 302 012, Rajasthan, India
Tel No: +91 99509 33137
Email: ashaagarwalassociates@gmail.com
Contact Person: Ms. Asha Agarwal

Statutory & Peer Reviewed Auditors of Our Company

M/s. J D Shah Associates, Chartered Accountant
401, Purva Plaza CHS Ltd, Shimpoli Road,
Opp. Adani Electricity, Borivali West,
Mumbai – 400092, Maharashtra, India.
Tel No.: +91 022 28983664 / 28983556
Email: jdshah_lt@yahoo.in
Website: www.cajdshah.com
Contact Person: CA Jayesh D. Shah
Membership No.: 042167
Firm Registration No.: 190601W
Peer Review Registration No.: 016841

M/s. J D Shah Associates, *Chartered Accountants hold a peer review certificate dated May 16, 2024 issued by the Institute of Chartered Accountants of India.*

Bankers to the Company

HDFC Bank Limited
Ground Floor, Shop No. 2, Divyajot
CHSL, S.V. Road, Goregaon West, Mumbai
- 400104, Maharashtra, India.
Tel No: +91 9773568588
Email: Krunal.choksi@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Krunal Choksi

Bankers to the Issue/ Escrow Collection Bank, Refund Bank and Public Issue Bank

[●]*

Syndicate Member

[●]*

**The Banker to the Issue and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the ROC.*

Inter-Se allocation of responsibilities of the Book Running Lead Manager

Smart Horizon Capital Advisors Private Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI, for the ASBA process is available at (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes updated from time to time or at such other websites as may be prescribed by SEBI from time to time, (ii) A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through

Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, read with other applicable UPI Circulars, UPI Bidders, bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchange at https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

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 the SEBI ICDR Regulations, there is no requirement of appointing an IPO Grading agency.

Debenture Trustees

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

Monitoring Agency

Since our Issue size does not exceed ₹ 10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, 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.

Green Shoe Option

No green shoe option is contemplated under the Issue.

Changes in Auditors

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

Particulars	Date of Change	Reason for Change
M/s. Khushalani & Co., Chartered Accountants 110 - 111, Vardhaman Industrial Complex, Near United 21, Gokul Nagar, Thane West, Thane – 400601, Maharashtra, India. **Telephone:** (022) 2172 1278/79/ 80 **E-mail:** khushalaniandco@gmail.com **Firm registration number:** 134816W	September 20, 2024	Resignation due to Pre - Occupation in other Assignments
M/s. J D Shah Associates, Chartered Accountant 401, Purva Plaza CHS Ltd, Shimpoli Road, Opp. Adani Electricity, Borivali West, Mumbai – 400092, Maharashtra, India. **Tel No.:** +91 022 28983664 / 28983556 **Email:** jdshah_lt@yahoo.in **Firm Registration No**.: 190601W	September 21, 2024	Appointed in case of casual vacancy

Experts to the Issue

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

Our Company has received written consent from Peer Reviewed Auditor namely, M/s. J D Shah Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated Novembre 21, 2024 and the Statement of Possible Tax Benefits dated November 27, 2024 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated November 20, 2024 from Crencia Concepts Design Private Limited, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and their capacity as independent chartered engineer in respect of details in relation to capacity and capacity utilization of manufacturing unit of our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Filing of the Draft Red Herring Prospectus

The Draft Red Herring Prospectus shall be filed through the NSE NEAPS portal at https://neaps.nseindia.com/NEWLISTINGCORP/ and will also be filed with SME Platform of NSE (**"NSE Emerge"**), Situated at National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block Bandra – Kurla Complex, Bandra (E), Mumbai – 400051, Maharashtra, India.

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 Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Mumbai through the electronic portal at http://www.mca.gov.in, at least (3) three working days prior from the date of opening of the Issue.

Type of Issue

The present Issue is considered to be 100% Book-Building Issue.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our company in consultation with the Book Running Lead Manager, and will be advertised in [●], all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] all editions of the Marathi daily newspaper (Marathi being the regional language of Maharashtra , where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website. The Issue price shall be determined by our company in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date. For details, see "*Issue Procedure*" beginning on page 288 of this Draft Red Herring Prospectus.

All Bidders (other than Anchor Investors) shall participate in this Issue mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIB Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5.00 Lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Issue through the ASBA process. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 5.00 Lakhs shall use the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s)or lower the size of their Bid(s) (in terms of the number of 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. Further, Anchor Investors in the Anchor Investor Portion cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non – Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

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

For further details, see "*Terms of the Issue*", "*Issue Structure*" and "*Issue Procedure*" beginning on pages 275, 284 and 288 of this Draft Red Herring Prospectus, respectively.

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

Bidders should note that, the Issue is also subject to obtaining: The final approval of the RoC after the Prospectus is filed with the RoC; and (Final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

Underwriting Agreement

This Issue is 100% Underwritten by Smart Horizon Capital Advisors Private Limited *(Formerly Known as Shreni Capital Advisors Private Limited)* in the capacity of underwriter to the Issue. The underwriting agreement is dated [●]. Pursuant to the terms of the underwriting Agreement, the obligations of the underwriters are several and are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

(₹ in Lakhs)

Details of the Underwriter	No. of Equity Shares Underwritten*	Amount Underwritten	% of total Issue size underwritten
Smart Horizon Capital Advisors Private Limited *(Formerly Known as Shreni Capital Advisors Private Limited)* B/908, Western Edge II, Kanakia Space, Behind Metro Mall, Off Western Express Highway, Magathane, Borivali East, Mumbai - 400066, Maharashtra, India. **Tel No:** 022 - 28706822 **Investor Grievance E-mail:** investor@shcapl.com **Email:** director@shcapl.com **Website:** www.shcapl.com **Contact Person:** Mr. Parth Shah **SEBI Registration No.:** INM000013183	Up to 53,00,000*	[●]	100.00%

**Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

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

Market Maker

Shreni Shares Limited
No. 217, Hive 67 Icon, Poisar Gymkhana Road,
Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall,
Kandivali West, Mumbai – 400067, Maharashtra, India.
Tel No: 022 – 20897022
Email: shrenisharespvtltd@yahoo.in
Website: www.shreni.in
Contact Person: Mr. Hitesh Punjani
SEBI Registration No.: INZ000268538
NSE Clearing No.: 14109

Details of the Market Making Agreement

In accordance with Regulation 261 of the SEBI ICDR Regulations, we shall enter into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issue.

Shreni Shares Limited registered with SME Platform of NSE (**"NSE Emerge")** will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.

2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements 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 Issue their holding to the Market Maker(s) (individually or jointly) 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. Based on the IPO price of ₹ [●]/- per share the minimum application lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.

4. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.

6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

7. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

9. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.

10. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

11. The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. 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 BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM 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 particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

12. **Risk containment measures and monitoring for Market Maker:** NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

13. **Punitive Action in case of default by Market Makers:** The 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 security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (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.

14. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to ₹250 Crores, the applicable price bands for the first day shall be:

* 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.

* 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.

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 following spread will be applicable on the NSE Emerge:

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	5
4.	Above 100	5

15. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker during market making process has been made applicable, based on the offer size and as follows:

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

16. 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.

17. 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

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to this Issue, is set forth below:

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price*
A.	**Authorized Share Capital** [1]		
	Equity Shares comprising:		
	2,00,00,000 Equity Shares of face value of ₹10/- each	2,000.00	-
B.	**Issued, Subscribed and Paid-Up Equity Capital before the Issue**		
	1,40,28,686 Equity Shares of face value of ₹10/- each	1,402.87	-
C.	**Present Issue in Terms of this Draft Red Herring Prospectus**		
	Issue of up to 53,00,000 Equity Shares of face value of ₹10/- each aggregating up to ₹[●] Lakhs [1][2]	[●]	[●]
	Which Includes:		
	Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] /- per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net offer to Public of Up to [●] Equity Shares of ₹10/- each at a price of ₹ [●]/- per Equity Share to the Public	[●]	[●]
	Of Which		
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
D.	**Issued, Subscribed and Paid-Up Capital After the Issue***		
	Up to [●] Equity Shares of face value of ₹10/- each	[●]	-
E.	**Securities Premium Account**		
	Before the Issue [3]	2,067.73	
	After the Issue	[●]	

**To be included upon finalisation of Issue Price.*

[1] *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 311.*

[2] *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on November 21, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on November 22, 2024.*

[3] *Securities Premium before the Issue as on September 30, 2024.*

Class of Shares

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

Notes to the Capital Structure

1. **Share Capital History**

(1) Changes in the authorised share capital of our Company:

Authorized Share Capital of our company is ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each. For details of the changes to the authorised share capital of our Company in the past 10 years, see *"History and Certain Corporate Matters- Amendments to our Memorandum of Association"* on page 172.

(2) Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)
Upon Incorporation	10,00,000	10/-	10/-	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	Subscription to MOA(i)	10,00,000	1,00,00,000
June 25, 2024	46,00,693	10/-	44.38/-	Other than Cash✷	Conversion of Loan to Equity Shares(ii)	56,00,693	5,60,06,930
July 29, 2024	14,13,650	10/-	44.38/-	Other than Cash	Pursuant to Business Takeover of M/s. PD Doshi, Partnership firm via Business Transfer Agreement dated April 01, 2024 (iii)	70,14,343	7,01,43,430
October 29, 2024	70,14,343	10/-	Nil	Other than Cash©	Bonus Issue (iv)	1,40,28,686	14,02,86,860

* *Conversion of Partners Fixed Capital in to Equity Share Capital Due to the Conversion of M/s. Vijay Pharma, into a Public Limited Company "VijayPD Ceutical Limited" Pursuant to Chapter XXI of the Companies Act, 2013.*

✷ *Pursuant to conversion of loan into equity shares, the company has allotted 46,00,693 Equity shares to Promoters which were valued at ₹ 44.38/- per share as per Share Valuation Report issued by ValuGenuis Advisors LLP, Registered Valuer Dated March 26, 2024.*

© *The Bonus Issue has been approved by our shareholders vide Extra - Ordinary General meeting held on October 28, 2024.*

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr. No	Name	No of Equity Shares
1.	Ms. Vasanti Dhirendra Shah	250,000
2.	Mr. Narendra Nagindas Shah	1,80,000
3.	Mr. Jigar Narendra Shah	1,50,000
4.	Mr. Hemanti Jitendra Shah	1,30,000
5.	Mr. Bhavin Dhirendra Shah	90,000
6.	Mr. Samit Madhukar Shah	90,000
7.	Ms. Dina Madhukar Shah	80,000
8.	Mr. Rahul Jitendra Shah	30,000
	Total	**10,00,000**

(ii) Allotment of 46,00,693 Equity Shares of face value of ₹10/- at a price of ₹44.38/- each, pursuant to conversion of loan into equity shares:

Sr. No	Name	No. of Equity Shares
1.	Ms. Dina Madhukar Shah	15,60,353

Sr. No	Name	No. of Equity Shares
2.	Ms. Vasanti Dhirendra Shah	13,28,865
3.	Mr. Bhavin Dhirendra Shah	6,29,091
4.	Mr. Jigar Narendra Shah	5,13,593
5.	Mr. Narendra Nagindas Shah	2,98,799
6.	Mr. Hemanti Jitendra Shah	1,12,914
7.	Mr. Samit Madhukar Shah	96,979
8.	Mr. Rahul Jitendra Shah	60,099
	Total	**46,00,693**

(iii) Further Allotment of 14,13,650 Equity Shares of face value of ₹10/- at a price of ₹44.38/- each, for the discharging of purchase consideration for Business Takeover of M/s PD Doshi Firm.

Sr. No	Name	No. of Equity Shares
1.	Mr. Samit Madhukar Shah	2,54,457
2.	Mr. Dhirendra Chimanlal Shah*	2,54,457
3.	Ms. Nila Narendra Shah	2,54,457
4.	Mr. Rahul Jitendra Shah	1,97,910
5.	Mr. Jigar Narendra Shah	3,53,413
6.	Mr. Bhavin Dhirendra Shah	98,956
	Total	**14,13,650**

* *Mr. Dhirendra Chimanlal Shah Jointly with Mr. Samit Madhukar Shah and Mr. Jigar Narendra Shah*

(iv) Bonus Issue of 70,14,343 Equity Shares of face value of ₹10/- each in the ratio of 1:1 i.e., 1 Bonus equity shares for 1 Equity Shares held:

Sr. No	Name	No. of Equity Shares
1.	Ms. Dina Madhukar Shah	16,40,353
2.	Ms. Vasanti Dhirendra Shah	15,78,865
3.	Mr. Bhavin Dhirendra Shah	8,18,047
4.	Mr. Jigar Narendra Shah	5,37,006
5.	Mr. Viraaj Kirti Shah	4,80,000
6.	Mr. Narendra Nagindas Shah	4,78,799
7.	Mr. Samit Madhukar Shah	4,41,436
8.	Mr. Rahul Jitendra Shah	2,88,009
9.	Mr. Dhirendra Chimanlal Shah*	2,54,457
10.	Ms. Nila Narendra Shah	2,54,457
11.	Ms. Hemanti Jitendra Shah	2,42,914
	Total	**70,14,343**

* *Mr. Dhirendra Chimanlal Shah Jointly with Mr. Samit Madhukar Shah and Mr. Jigar Narendra Shah*

(3) Preference Share Capital History of our Company

Our Company has not issued any preference shares since incorporation

2. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
Upon Incorporation	10,00,000	10/-	10/-	Cash - against the outstanding Credit Balance of respective	Conversion of Erstwhile Partnership Firm to Company	Ms. Vasanti Dhirendra Shah	250,000
						Mr. Narendra Nagindas Shah	1,80,000
						Mr. Jigar Narendra Shah	1,50,000
						Mr. Hemanti Jitendra Shah	1,30,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
				Individual Partner's Fixed Capital Account	under Chapter XXI of the Companies Act, 2013	Mr. Bhavin Dhirendra Shah	90,000
						Mr. Samit Madhukar Shah	90,000
						Ms. Dina Madhukar Shah	80,000
						Mr. Rahul Jitendra Shah	30,000
June 25, 2024	46,00,693	10/-	44.38	Conversion of Loan into Equity	The Company reduce its Debt Levels.	Ms. Dina Madhukar Shah	15,60,353
						Ms. Vasanti Dhirendra Shah	13,28,865
						Mr. Bhavin Dhirendra Shah	6,29,091
						Mr. Jigar Narendra Shah	5,13,593
						Mr. Narendra Nagindas Shah	2,98,799
						Mr. Hemanti Jitendra Shah	1,12,914
						Mr. Samit Madhukar Shah	96,979
						Mr. Rahul Jitendra Shah	60,099
July 29, 2024	14,13,650	10/-	44.38	Pursuant to Business Takeover of M/s. PD Doshi, Partnership firm via Business Transfer Agreement dated April 01, 2024	Expansion of Companies Business	Mr. Samit Madhukar Shah	2,54,457
						Mr. Dhirendra Chimanlal Shah	2,54,457
						Ms. Nila Narendra Shah	2,54,457
						Mr. Rahul Jitendra Shah	1,97,910
						Mr. Jigar Narendra Shah	3,53,413
						Mr. Bhavin Dhirendra Shah	98,956
October 29, 2024	70,14,343	10/-	--	Issue of bonus shares in the ratio of 1:1	Increase of Paid-up Capital by way Capitalization of Reserve & Surplus	Ms. Dina Madhukar Shah	16,40,353
						Ms. Vasanti Dhirendra Shah	15,78,865
						Mr. Bhavin Dhirendra Shah	8,18,047
						Mr. Jigar Narendra Shah	5,37,006
						Mr. Viraaj Kirti Shah	4,80,000
						Mr. Narendra Nagindas Shah	4,78,799
						Mr. Samit Madhukar Shah	4,41,436
						Mr. Rahul Jitendra Shah	2,88,009
						Mr. Dhirendra Chimanlal Shah	2,54,457
						Ms. Nila Narendra Shah	2,54,457
						Ms. Hemanti Jitendra Shah	2,42,914

3. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.

4. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.

6. Except as disclosed below, Our Company has not issued any Equity Shares at price below Issue price within last one year from the date of this Draft Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
	10,00,000	10/-	10/-			Ms. Vasanti Dhirendra Shah	250,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
Upon Incorporation				Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	Conversion of Erstwhile Partnership Firm to Company under Chapter XXI of the Companies Act, 2013	Mr. Narendra Nagindas Shah	1,80,000
						Mr. Jigar Narendra Shah	1,50,000
						Mr. Hemanti Jitendra Shah	1,30,000
						Mr. Bhavin Dhirendra Shah	90,000
						Mr. Samit Madhukar Shah	90,000
						Ms. Dina Madhukar Shah	80,000
						Mr. Rahul Jitendra Shah	30,000
October 29, 2024	70,14,343	10/-	--	Issue of bonus shares in the ratio of 1:1	Increase of Paid-up Capital by way Capitalization of Reserve & Surplus	Ms. Dina Madhukar Shah	16,40,353
						Ms. Vasanti Dhirendra Shah	15,78,865
						Mr. Bhavin Dhirendra Shah	8,18,047
						Mr. Jigar Narendra Shah	5,37,006
						Mr. Viraaj Kirti Shah	4,80,000
						Mr. Narendra Nagindas Shah	4,78,799
						Mr. Samit Madhukar Shah	4,41,436
						Mr. Rahul Jitendra Shah	2,88,009
						Mr. Dhirendra Chimanlal Shah	2,54,457
						Ms. Nila Narendra Shah	2,54,457
						Ms. Hemanti Jitendra Shah	2,42,914

7. Shareholding Pattern of our Company

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

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 Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full 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)							
								Class-Equity	Class	Total				No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
A	Promoters & Promoter group	10	1,05,00,686	-	-	1,05,00,686	74.85	1,05,00,686	-	1,05,00,686	74.85	-	74.85	-	-	-	-	1,05,00,686
B	Public	35	35,28,000	-	-	35,28,000	25.15	35,28,000	-	35,28,000	25.15	-	25.15	-	-	-	-	35,28,000
C	Non - Promote	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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 Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full 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)	
								Class-Equity	Class	Total								
	rs Non - Public																	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**45**	**1,40,28,686**	-	-	**1,40,28,686**	**100.00**	**1,40,28,686**	-	**1,40,28,686**	**100.00**	-	**100.00**	-	-	-	-	**1,40,28,686**

Notes:

(1) *As on date of this Draft Red Herring Prospectus One Equity share holds One vote. We have only one class of Equity Shares of face value of ₹10/- each. We have entered into tripartite agreement with CDSL and NSDL.*

(2) *Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the stock exchanges before commencement of trading of such Equity Shares.*

8. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre – Issue Equity Share Capital (%)
1.	Ms. Vasanti Dhirendra Shah	32,16,644	22.93%
2.	Ms. Dina Madhukar Shah	16,78,706	11.97%
3.	Mr. Bhavin Dhirendra Shah	16,36,094	11.66%
4.	Mr. Narendra Nagindas Shah	15,90,610	11.34%
5.	Ms. Hemanti Jitendra Shah	10,61,846	7.57%
6.	Mr. Viraaj Kirti Shah	9,84,000	7.01%
7.	Mr. Samit Madhukar Shah	8,82,872	6.29%
8.	Mr. Chandresh Karsondas Shah	3,33,000	2.37%
9.	Mr. Jignesh Mahendrabhai Ajmera	3,27,000	2.33%
10.	Mr. Paras Kishor Ajmera	2,76,000	1.97%
11.	Ms. Kusum Jitendra Shah	2,34,000	1.67%
12.	Mr. Jain Folamathu Sripal	1,92,000	1.37%
13.	Mr. Dinesh Soni	1,83,000	1.30%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre – Issue Equity Share Capital (%)
14.	Ms. Nina Vijay Shah	1,68,000	1.20%
	Total	**1,27,63,772**	**90.98%**

9. None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Draft Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.

10. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Draft Red Herring Prospectus*:

* *Not Applicable as the status of our company was "Partnership Firm" two years prior to the date of filing of this Draft Red Herring Prospectus. Our Company has been converted from Partnership Firm namely M/s. Vijay Pharma to Public Limited Company "VijayPD Ceutical Limited" with effect from March 19, 2024.*

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus*:

* *Not Applicable as the status of our company was "Partnership Firm" two years prior to the date of filing of this Draft Red Herring Prospectus. Our Company has been converted from Partnership Firm namely M/s. Vijay Pharma to Public Limited Company "VijayPD Ceutical Limited" with effect from March 19, 2024.*

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre – Issue Equity Share Capital (%)
1.	Ms. Vasanti Dhirendra Shah	32,16,644	22.93%
2.	Ms. Dina Madhukar Shah	16,78,706	11.97%
3.	Mr. Bhavin Dhirendra Shah	16,36,094	11.66%
4.	Mr. Narendra Nagindas Shah	15,90,610	11.34%
5.	Ms. Hemanti Jitendra Shah	10,61,846	7.57%
6.	Mr. Viraaj Kirti Shah	9,84,000	7.01%
7.	Mr. Samit Madhukar Shah	8,82,872	6.29%
8.	Mr. Chandresh Karsondas Shah	3,33,000	2.37%
9.	Mr. Jignesh Mahendrabhai Ajmera	3,27,000	2.33%
10.	Mr. Paras Kishor Ajmera	2,76,000	1.97%
11.	Ms. Kusum Jitendra Shah	2,34,000	1.67%
12.	Mr. Jain Folamathu Sripal	1,92,000	1.37%
13.	Mr. Dinesh Soni	1,83,000	1.30%
14.	Ms. Nina Vijay Shah	1,68,000	1.20%
	Total	**1,27,63,772**	**90.98%**

13. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Draft Red Herring Prospectus.

14. 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 of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the issue, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

15. Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold Equity Shares, representing 64.18% of the pre-Issue, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

1. Mr. Samit Madhukar Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
March 19, 2024	Subscription to MOA	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	90,000	10/-	10/-	0.64%	[●]%
June 25, 2024	Conversion of Loan to Equity Shares	Other than Cash	96,979	10/-	44.38/-	0.69%	[●]%
July 29, 2024	Issuance of equity shares on Preferential basis for discharging Purchase Consideration for Business Takeover of M/s PD Doshi Firm	Other than Cash	2,54,457	10/-	44.38/-	1.81%	[●]%
October 29, 2024	Bonus Issue	Other than Cash	4,41,436	10/-	Nil	3.15%	[●]%
Total			**8,82,872**			**6.29%**	**[●]%**

2. Mr. Bhavin Dhirendra Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
19.03.2024	Subscription to MOA	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	90,000	10/-	10/-	0.64%	[●]%
25.06.2024	Conversion of Loan to Equity Shares	Other Than Cash	6,29,091	10/-	44.38/-	4.48%	[●]%
29.07.2024	Issuance of equity shares on Preferential basis for discharging Purchase Consideration for Business Takeover of M/s PD Doshi Firm	Other Than Cash	98,956	10/-	44.38/-	0.71%	[●]%

2. Mr. Bhavin Dhirendra Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
29.10.2024	Bonus Issue	Other Than Cash	8,18,047	10/-	Nil	5.83%	[●]%
Total			**16,36,094**			**11.66%**	[●]%

3. Mr. Narendra Nagindas Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital**
March 19, 2024	Subscription to MOA	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	1,80,000	10/-	10/-	1.28%	[●]%
June 25, 2024	Conversion of Loan to Equity Shares	Other Than Cash	2,98,799	10/-	44.38/-	2.13%	[●]%
October 29, 2024	Bonus Issue	Other Than Cash	4,78,799	10/-	--	3.41%	[●]%
November 21, 2024	Transfer from Mr. Jigar Narendra Shah	Cash	6,33,012	10/-	41/-	4.51%	[●]%
Total			**15,90,610**			**11.34%**	**[●]%**

4. Ms. Dina Madhukar Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
March 19, 2024	Subscription to MOA	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	80,000	10/-	10/-	0.57%	[●]%
June 25, 2024	Conversion of loan to Equity Shares	Other Than Cash	15,60,353	10/-	44.38/-	11.12%	[●]%
October 29, 2024	Bonus Issue	Other Than Cash	16,40,353	10/-	Nil	11.69%	[●]%
November 18, 2024	Transfer to Mr. Chandresh Karsondas Shah	Cash	(3,33,000)	10/-	41.35	(2.37%)	[●]%
November 18, 2024	Transfer to Mr. Paras Kishor Ajmera	Cash	(2,76,000)	10/-	41.67	(1.97%)	[●]%
November 18, 2024	Transfer to Mr. Dinesh Soni	Cash	(1,83,000)	10/-	40.00	(1.30%)	[●]%

4. Ms. Dina Madhukar Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
November 18, 2024	Transfer to Mr. Sagar Bipin Shah	Cash	(96,000)	10/-	41.67	(0.68%)	[●]%
November 18, 2024	Transfer to Mr. Rasila Ramesh Doshi	Cash	(75,000)	10/-	40.00	(0.53%)	[●]%
November 18, 2024	Transfer to Ms. Chandrika Dilipkumar Shah	Cash	(69,000)	10/-	42.00	(0.49%)	[●]%
November 18, 2024	Transfer to Ms. Hrishita Monil Parekh	Cash	(69,000)	10/-	41.67	(0.49%)	[●]%
November 18, 2024	Transfer to Ms. Kinjal Bhavesh Gandhi	Cash	(63,000)	10/-	39.68	(0.45%)	[●]%
November 18, 2024	Transfer to Mr. Parul Chandresh Shah	Cash	(48,000)	10/-	41.91	(0.34%)	[●]%
November 18, 2024	Transfer to Mr. Hemal Shah HUF	Cash	(24,000)	10/-	41.67	(0.17%)	[●]%
November 18, 2024	Transfer to Ms. Seema Pari	Cash	(15,000)	10/-	41.00	(0.11%)	[●]%
November 18, 2024	Transfer to Mr. Hitesh Suresh Shah	Cash	(12,000)	10/-	41.67	(0.09%)	[●]%
November 18, 2024	Transfer to Mr. Akash Suresh Shah	Cash	(12,000)	10/-	41.67	(0.09%)	[●]%
November 22, 2024	Transfer to Mr. Jignesh Mahendrabhai Ajmera	Cash	(3,27,000)	10/-	41.10	(2.33%)	[●]%
Total			**16,78,706**			**11.97%**	[●]%

5. Ms. Vasanti Dhirendra Shah							
Date of Allotment / Transfer	**Nature of Issue / Transaction**	**Nature of Consideration**	**No. of Equity Shares**	**FV (₹)**	**Issue Price /Acquisition / Transfer Price (₹)**	**% of Pre - Issue Equity Share Capital**	**% of Post Issue Equity Share Capital***
March 19, 2024	Subscription to MOA	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	250,000	10/-	10/-	1.78%	[●]%
June 25, 2024	Conversion of Loan to Equity	Other than Cash	13,28,865	10/-	44.38/-	9.47%	[●]%
October 29, 2024	Bonus Issue	Other than Cash	15,78,865	10/-	Nil	11.25%	[●]%
November 13, 2024	Transfer to Ms. Kusum Jitendra Shah	Cash	(2,34,000)	10/-	41.00/-	(1.67%)	[●]%
November 13, 2024	Transfer from Mr. Dhirendra Chimanlal Shah	Cash	2,92,914	10/-	41.00/-	2.09%	[●]%
Total			**32,16,644**			**22.93%**	**[●]%**

Note: *All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.*

16. Pre-Issue and Post-Issue Shareholding of our Promoters, Promoter Group:

Category of Promoter	Pre-Issue		Post-Issue*	
	No. of Shares	% of pre-Issue Capital	No. of Shares	% of pre-Issue Capital
Promoters				
Ms. Vasanti Dhirendra Shah	32,16,644	22.93%	[●]	[●]
Ms. Dina Madhukar Shah	16,78,706	11.97%	[●]	[●]
Mr. Bhavin Dhirendra Shah	16,36,094	11.66%	[●]	[●]
Mr. Narendra Nagindas Shah	15,90,610	11.34%	[●]	[●]
Mr. Samit Madhukar Shah	882,872	6.29%	[●]	[●]
Promoter Group				
Mr. Hemanti Jitendra Shah	10,61,846	7.57%	[●]	[●]
Ms. Kusum Jitendra Shah	2,34,000	1.67%	[●]	[●]
Ms. Nila Narendra Shah	91,914	0.66%	[●]	[●]
Ms. Chandrika Dilipkumar Shah	69,000	0.49%	[●]	[●]
Mr. Saroj Narendra Shah	39,000	0.28%	[●]	[●]
Total	**1,05,00,686**	**74.85%**	[●]	[●]

17. Except as disclosed below, there was no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives and partners of our body corporate promoter during last six months from the date of this Draft Red Herring Prospectus.

Sr. No	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Viraaj Kirti Shah	September 19, 2024	Executive Director	140,280	-	Transfer from Mr. Jigar Narendra Shah
		September 26, 2024		339,720	-	
		November 11, 2024		24,000	-	
2.	Mr. Narendra Nagindas Shah	November 21, 2024	Promoter	6,33,012	-	Transfer from Mr. Jigar Narendra Shah
3.	Ms. Dina Madhukar Shah	November 22, 2024	Promoter	-	3,27,000	Transfer to Mr. Jignesh Mahendrabhai Ajmera
4.		November 18, 2024		-	3,33,000	Transfer to Mr. Chandresh Karsondas Shah
5.		November 18, 2024		-	2,76,000	Transfer to Mr. Paras Kishor Ajmera
6.		November 18, 2024		-	1,83,000	Transfer to Mr. Dinesh Soni
7.		November 18, 2024		-	96,000	Transfer to Mr. Sagar Bipin Shah
8.		November 19, 2024		-	75,000	Transfer to Ms. Rasila Ramesh Doshi
9.		November 18, 2024		-	69,000	Transfer to Ms. Chandrika Dilipkumar Shah
10.		November 18, 2024		-	69,000	Transfer to Ms. Hrishita Monil Parekh
11.		November 18, 2024		-	63,000	Transfer to Ms. Kinjal Bhavesh Gandhi

Sr. No	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
12.		November 18, 2024		-	48,000	Transfer to Ms. Parul Chandresh Shah
13.		November 18, 2024		-	24,000	Transfer to Hemal Shah HUF
14.		November 18, 2024		-	15,000	Transfer to Ms. Seema Pari
15.		November 18, 2024		-	12,000	Transfer to Mr. Hitesh Suresh Shah
16.		November 18, 2024		-	12,000	Transfer to Mr. Akash Suresh Shah
17.	Ms. Vasanti Dhirendra Shah	November 13, 2024	Promoter	-	2,34,000	Transfer to Ms. Kusum Jitendra Shah
18.				2,92,914	-	Transfer from Mr. Dhirendra Chimanlal Shah
19.	Ms. Hemanti Jitendra Shah	November 11, 2024	Promoter Group	5,76,018	-	Transfer from Mr. Rahul Jitendra Shah
20.	Ms. Chandrika Dilipkumar Shah	November 18, 2024	Promoter Group	69,000	-	Transfer from Ms. Dina Madhukar Shah
21.	Ms. Saroj Narendra Shah	November 18, 2024	Promoter Group	39,000	-	Transfer from Ms. Nila Narendra Shah
22.	Ms. Kusum Jitendra Shah	November 13, 2024	Promoter Group	2,34,000	-	Transfer from Ms. Vasanti Dhirendra Shah
23.	Ms. Nila Narendra Shah	November 18, 2024	Promoter Group	-	36,000	Transfer to Mr. Narendra Nemchand Shah
24.				-	1,68,000	Transfer to Mr. Nina Vijay Shah
25.				-	24,000	Transfer to Ms. Parul Manisha Jhaveri
26.				-	39,000	Transfer to Ms. Priti Biren Gandhi
27.				-	39,000	Transfer to Mr. Saroj Narendra Shah
28.				-	72,000	Transfer to Ms. Urmila Vinod Jhaveri
29.				-	39,000	Transfer to Mr. Vijay Kantilal Shah
30.	Mr. Dhirendra Chimanlal Shah	November 13, 2024	Promoter Group	-	2,92,914	Transfer to Ms. Vasanti Dhirendra Shah
31.	Mr. Dhirendra Chimanlal Shah	November 18, 2024	Promoter Group	-	33,000	Transfer to Mr. Manish Vinodchandra Jhaveri
32.				-	1,05,000	Transfer to Mr. Sunil Shah
33.				-	78,000	Transfer to Mr. Kalpesh Harkisondas Shah
34.	Mr. Jigar Narendra Shah	September 19, 2024	Promoter Group	-	140,280	Transfer to Mr. Viraaj Kirti Shah
35.		September 26, 2024		-	339,720	
36.		November 11, 2024		-	24,000	
37.		November 21, 2024		-	3,000	Transfer to Mr. Danesh Mahendra Shah

Sr. No	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
38.		November 18, 2024		-	12,000	Transfer to Mr. Hitesh Lalit Kumar Shah
39.		November 21, 2024		-	12,000	Transfer to Mr. Samir Bhupen Shah
40.		November 18, 2024		-	12,000	Transfer to Ms. Saloni Yash Vora
41.		November 18, 2024		-	12,000	Transfer to Mr. Hasmukh Champaklal Shah
42.		November 21, 2024		-	27,000	Transfer to Ms. Neepa Rakesh Gandhi
43.		November 18, 2024		-	27,000	Transfer to Ms. Neha Bipin Shah
44.		November 21, 2024		-	51,000	Transfer to Ms. Manjula Pedhia
45.		November 21, 2024		-	1,92,000	Transfer to Mr. Jain Folamathu Sripal
46.		November 18, 2024		-	21,000	Transfer to Mr. Jaykumar D Shah (HUF)
47.		November 18, 2024		-	24,000	Transfer to Ms. Jagruti H Shah
48.		November 18, 2024		-	24,000	Transfer to Mr. Shrikant Mehta
49.		November 21, 2024		-	6,33,012	Transfer to Mr. Narendra Nagindas Shah
50.	Ms. Chandrika Dilipkumar Shah	November 18, 2024	Promoter Group	69,000	-	Transfer from Ms. Dina Madhukar Shah
51.	Ms. Saroj Narendra Shah	November 18, 2024	Promoter Group	39,000	-	Transfer from Ms. Nila Narendra Shah
52.	Ms. Kusum Jitendra Shah	November 13, 2024	Promoter Group	2,34,000	-	Transfer from Ms. Vasanti Dhirendra Shah

18. None of our Promoters, Promoter Group, Directors and their relatives and partners of our body corporate promoter has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

19. None of our Directors or Key Managerial Personnel or senior management hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held	% of pre-issue paid up capital	% of post issue paid up capital
Mr. Samit Madhukar Shah	Managing Director	8,82,872	6.29%	[●]%
Mr. Bhavin Shah Dhirendra	Whole Time Director	16,36,094	11.66%	[●]%
Mr. Viraaj Kirti Shah	Executive Director	984,000	7.01%	[●]%
Mr. Narendra Nagindas Shah	Non-Executive Director	1,590,610	11.34%	[●]%

20. Promoters' Contribution and Lock-in details

Details of Promoter's Contribution locked-in for three (3) years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post Issue capital held by our Promoters shall be considered as Promoter's Contribution **("Promoters Contribution")** and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Issue. The Lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on date of this Draft Red Herring Prospectus, our Promoters holds 90,04,926 Equity Shares constituting 64.19% of the pre-Issue, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

Our Promoters, Mr. Samit Madhukar Shah, Mr. Bhavin Shah Dhirendra, Mr. Narendra Nagindas Shah, and Ms. Vasanti Dhirendra Shah have given written consent to include Upto 39,00,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.29 % of the Post Issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Name of Promoter	Date of Allotment/ Transfer and made fully Paid Up	No of Equity Shares	No of Equity Shares Locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Mr. Samit Madhukar Shah	[●]	[●]	[●]	10/-	[●]	[●]	[●]	[●]
Mr. Bhavin Dhirendra Shah	[●]	[●]	[●]	10/-	[●]	[●]	[●]	[●]
Mr. Narendra Nagindas Shah	[●]	[●]	[●]	10/-	[●]	[●]	[●]	[●]
Ms. Vasanti Dhirendra Shah	[●]	[●]	[●]	10/-	[●]	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.

- The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in this offer is not part of the minimum promoter's contribution.

- The Equity Shares held by the promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.

- Specific written consent has been obtained from the Promoters for inclusion of Upto 39,00,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.29% of post Issue paid-up Equity Share Capital from the date of allotment in the public offer.

- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations.

- We further confirm that our Promoters' contribution of minimum 20% of the post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

Equity Shares locked-in for one year other than Minimum Promoters' Contribution

- Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue 1,01,28,686 Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

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

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

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

(a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;

(b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

Transferability of Locked in Equity Shares

1. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

2. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

21. Neither the Company, nor it's Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.

22. All Equity Shares Issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this 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.

23. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the SEBI MB Regulations 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

24. As on date of this Draft Red Herring Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

25. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 288 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the offer shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.

26. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post issue paid up capital after the offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

27. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

28. We have 45 (Forty-Five) Shareholders as on the date of filing of the Draft Red Herring Prospectus.

29. The Equity Shares of our company are in the dematerialization form.

30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.

31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

32. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.

33. None of our Promoters or the members of our Promoter Group are offering their Equity shares in the Offer for Sale:

34. There are no safety net arrangements for this Public Issue.

35. Except as disclosed below, Our Company has not undertaken any arrangements (acquisition, amalgamation and merger, slump sale, existing or proposed both) in the last 5 financial years:

Our Company has acquired the ongoing business of M/s. P.D. Doshi, a partnership firm, on a going concern basis, as per the Business Transfer Agreement (BTA) dated April 1, 2024, entered into between Mr. Samit Madhukar Shah, Mr. Rahul Jitendra Shah, Mr. Jigar Narendra Shah, Mr. Bhavin Dhirendra Shah, Mr. Dhirendra Chimanlal Shah, and Mrs. Nila Narendra Shah, on behalf of M/s. P.D. Doshi, and our Company.

As part of the transaction, 14,13,650 equity shares of the Company, with a face value of ₹10 each, were allotted at a price of ₹44.38 per share, in discharge of the purchase consideration for the business takeover of M/s. P.D. Doshi.

36. Our Company has not issued any Compulsory Convertible Preference Share.

37. Our Company is in compliance with the provisions of The Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Draft Red Herring Prospectus.

38. None of the public shareholders/investors of our Company is directly/indirectly related with our Book Running Lead Manager or their associates.

39. The Book Running Lead Manager is not Associate with our Company within the meaning of Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations.

SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

This Issue comprises of Fresh Issue of up to 53,00,000 Equity Shares by our Company aggregating to ₹ [●] Lakhs. For details, see "*Summary of the Offer Document – Size of Issue*" and "*The Issue*" on pages 21 and 56, respectively

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

1. Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra;

2. Funding our incremental working capital requirement**s**

3. Repayment/prepayment of all or certain of our borrowings availed of by our Company;

4. General corporate purposes.

(Collectively, referred to herein as the ***"Objects of the Issue"***)

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

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 in the Fresh Issue.

Issue Proceeds

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in Lakhs)

Particulars	**Amount**
Gross Proceeds of the Issue	[●]
Less: Issue related Expenses*	[●]
Net Proceeds of the Issue	[●]

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in Lakhs)

Sr. No	**Particulars**	**Estimated Amount***	**% of Gross Proceeds**	**% of Net Proceeds**
1.	Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra	1083.09	[●]	[●]
2.	Funding our incremental working capital requirements;	750.00	[●]	[●]
3.	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	147.22		
4.	General corporate purposes#	[●]	[●]	[●]
	Total*	**[●]**	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.
**To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Object of the Issue	Amount proposed to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F.Y. 2025 - 2026
1.	Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra.	1083.09	1083.09
2.	Funding our incremental working capital requirements;	750.00	750.00
3.	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	147.22	147.22
4.	General corporate purposes#	[●]	[●]
	Total	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.
**To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, contractual terms and conditions and negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds. For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled *"Risk Factors"* on page 30.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2025-26. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws.

Means of Finance

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net worth and existing debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

Details of the Objects of the Issue

1. **Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/ Intermediates and Chemicals manufacturing plant and purchase of machineries in MIDC – Shrirampur, Ahmednagar, Maharashtra.**

Our Board in its meeting dated November 29, 2024, took note that an amount of ₹ 1,083.09 Lakhs is proposed to be utilised for Funding of capital expenditure requirements of our company towards the construction of Pharmaceutical API/

Intermediates and Chemicals manufacturing unit at MIDC Shrirampur, Tal - Shrirampur, Dist. – Ahmednagar, Maharashtra, from the net proceeds.

We aim to expand our business operations through diversification into the manufacturing of Active Pharmaceutical Ingredients (**APIs**), intermediates, and pharmaceutical excipients. This is part of our organic growth strategy. An API is the active ingredient used in medicines. It serves as a raw material in the manufacturing of pharmaceuticals. Excipients, on the other hand, are non-active ingredients used alongside the API in drug formulations. Since APIs cannot be administered directly to patients, excipients are added to stabilize the mixture. The combination of the API and excipients forms the final pharmaceutical product, which can be delivered in various forms, such as tablets, syrups, or injections.

Market Demand:

India's pharmaceutical industry has long faced challenges in securing a stable supply of Active Pharmaceutical Ingredients (**APIs**) or bulk drugs, with a significant reliance on imports. Despite being one of the largest and most successful global pharmaceutical markets, India depends on imports for nearly USD 3.6 billion worth of APIs annually, of this, about two-thirds are sourced from China, highlighting the overwhelming dependence on Chinese manufacturers.

This dependency poses several risks, particularly in the context of disruptions in the supply chain. India imports over 100,000 tons of API annually, especially for the production of antibiotics, but the domestic API industry has struggled to keep up. While the growth of India's formulation segment would typically indicate a growing demand for bulk drugs, local manufacturers have been unable to compete with the low prices offered by Chinese suppliers. The economic advantage for Chinese manufacturers arises from subsidies and government support, allowing them to produce APIs at a lower cost and sell them at competitive prices. This has led Indian formulation makers to increasingly rely on Chinese imports instead of sourcing from domestic manufacturers.

In response to this issue, the Indian government has implemented policies to strengthen domestic API manufacturing. The Product Linked Incentive (PLI) scheme and the Bulk Drug Park scheme are two key initiatives aimed at reducing dependency on imports. These schemes are designed to incentivize the establishment of API manufacturing facilities in India, reduce costs, and improve production capacities. The goal is to make India's pharmaceutical supply chain more resilient and reduce vulnerability to external shocks, like the supply chain disruptions witnessed during the COVID-19 pandemic.

These measures are part of India's broader effort to secure its pharmaceutical industry and ensure the availability of essential medicines, even in times of global uncertainty. If successful, these initiatives could help India become more self-reliant in API manufacturing, lessening its dependence on imports, particularly from China. *(Source: D&B Report)*

The Government of India launched the **Production Linked Incentive (PLI) scheme** on **July 21, 2020**, with the aim of boosting domestic production of **Key Starting Materials (KSMs)**, **Drug Intermediates (DIs)**, **Active Pharmaceutical Ingredients (APIs)**, and **pharmaceutical formulations**. This initiative is crucial as India, despite being a global leader in pharmaceutical manufacturing, is heavily reliant on imports for raw materials, particularly APIs, with **63%** of India's pharmaceutical imports in FY 2019 being APIs. Over **80%** of the raw material demand is fulfilled through imports, with most of these supplies coming from **China**, increasing vulnerability to supply disruptions. The PLI scheme addresses this issue by offering **financial incentives** to domestic manufacturers, making local production more cost-competitive and reducing India's dependence on foreign sources. It aligns with the **Atmanirbhar Bharat** initiative, aiming for greater **self-sufficiency** in the pharmaceutical sector. By promoting innovation, scaling production, and ensuring long-term investment, the scheme intends to strengthen India's position as the **pharmacy of the world** while creating a more resilient supply chain. The expected outcomes include reduced import dependency, increased domestic production, and improved global competitiveness, though challenges such as infrastructure investment and technological advancements may require continued support. *(Source: D&B Report)*

To ensure a successful and sustainable diversification strategy, several key factors and considerations should be addressed:

Understanding API and Excipients Manufacturing:

- **Active Pharmaceutical Ingredients (APIs):** These are the core components in pharmaceutical products that produce the intended therapeutic effect. APIs are often synthesized through chemical processes or extracted from biological sources, requiring strict quality control, regulatory compliance, and technical expertise. Company will need favourable manufacturing processes and research & development (R&D) capabilities for the safe, efficient, and scalable production of APIs.

- **Pharmaceutical Excipients:** Excipients are essential for ensuring that APIs are properly delivered to the body. They help in the formulation of tablets, capsules, injectables, and other drug forms, ensuring the drug's stability, absorption, and shelf-life. The excipients market has a significant role in the formulation and design of drug delivery systems and requires manufacturing processes that maintain their integrity, compatibility, and safety.

- **Intermediates:** These are compounds that are produced during the chemical synthesis of APIs and are necessary for the creation of the final API. Developing expertise in manufacturing intermediates allows manufacturer to control more of the production process, which can improve efficiency and cost-effectiveness.

Objectives of Capital Expenditure towards construction of Manufacturing Facility:

- **Entering into Manufacturing Segment:** To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to enter into manufacturing of Pharmaceutical Products along with the intermediates and other related chemicals on campaign basis at a single point of time based on the market demand.

- **Establishing Production Capacity:** To build a manufacturing plant capable of producing pharmaceutical products in large volumes, ensuring that the company can meet current and future market demands. This can help expand market share and ensure the availability of key products to customers.

- **Compliance with Regulatory Standards:** To design and construct a facility that meets the regulatory requirements set by local and international bodies. Ensures that the facility can obtain necessary certifications, such as Good Manufacturing Practice (GMP), which is crucial for the pharmaceutical industry.

- **Ensuring Product Quality:** To construct a facility that integrates advanced technology and adheres to stringent quality control standards. Helps maintain high standards for product safety, efficacy, and consistency, which is vital in the pharmaceutical industry.

Benefits of Diversification into APIs and Excipients Manufacturing:

- **Increased Control over the Supply Chain:** By producing Our own APIs and excipients, we can reduce reliance on third-party suppliers and ensure the quality and consistency of raw materials. This control can also help mitigate risks related to supply disruptions or regulatory changes in raw material sourcing.

- **Higher Profit Margins:** The manufacturing of APIs and excipients typically yields higher margins compared to simply selling finished pharmaceutical products. These raw materials are critical components in the production of drugs, and companies that control this segment can command a premium price, especially for high-quality or specialized ingredients.

- **Better Market Positioning:** By having a comprehensive product range (APIs, intermediates, and excipients), our company will be better positioned to serve pharmaceutical manufacturers with a full suite of services. This can open up new business relationships and partnerships with drug developers, contract manufacturers, and end-users.

- **Regulatory Compliance and Industry Reputation:** Manufacturing APIs and excipients involves complying with rigorous international standards such as GMP (current Good Manufacturing Practices). This can enhance our company’s reputation in the pharmaceutical industry, need our company to meet the highest standards of quality and safety.

Land and Utilities:

<u>Land:</u>

Our proposed manufacturing facility will cover an area of approximately 6,000 square meters, encompassing Plot Nos. D-88, D-89, D-94, and D-95. The project has been approved by the Maharashtra Industrial Development Corporation (MIDC), as per the approval letter - **MIDC/RO(AHILYANAGAR)/Shrirampur/LMS-733/DIS-81858/2024** dated November 8, 2024. The facility is planned to be a medium-scale manufacturing unit, for the production of Pharmaceutical API and Bulk Drug.

<u>Water Supply:</u>

The Maharashtra Industrial Development Corporation (MIDC) provides water infrastructure based on a standard allocation of 25 cubic meters per hectare per day for our proposed manufacturing plant. The charge for additional water consumption is ₹15,000 per cubic meter per day, or the applicable capital contribution rate of the water supply scheme in the industrial area, whichever is higher.

Power Supply:

MIDC has no objections to providing a power connection for an applied load of up to 100 horsepower (HP), as per the requirements outlined in our project report.

Schedule of implementation of the Proposed Expansion:

Based on management estimates, the activities with respect to the implementation of Proposed Expansion is scheduled to be completed on or before March 31, 2026. For risks associated with Proposed Expansion, please refer *"Risk Factors – We may face several risks associated with the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition"* on page 30.

Estimated cost for the proposed manufacturing facility:

The cost of setting up of the proposed manufacturing facility includes expenditure towards civil and structural work, equipment, plant and machinery for production, quality control, and utility. The total estimated cost for the Proposed Expansion is ₹1,083.09 lakhs comprising of cost of ₹438.42 lakhs towards civil structural work and cost of ₹644.67 lakhs towards equipment, plant and machinery, as certified by *Crencia Concepts Design Private Limited, Chartered Engineer* vide certificate dated November 20, 2024 and on the basis of quotation received for equipment, plant and machinery from vendors, respectively. The fund requirements, the deployment of funds and the intended use of the Net Proceeds for the Proposed Expansion, as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers/vendors, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations, delay in regulatory approvals and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management subject to applicable laws.

We have not placed orders for any of the equipment, plant and machinery required for the Proposed Expansion. We have procured quotations from vendors and will be placing the orders with vendors based on the competitive cost and proposed delivery schedule of the equipment, plant and machinery. The machineries may have a longer delivery schedule and accordingly we have to place orders for the same in advance to avoid any time and cost over-runs in implementation of the Proposed Expansion. For further details see *"Risk Factors - We have not yet placed orders in relation to the funding Capital Expenditure towards purchase of plant and machinery which is proposed to be financed from the Issue proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the Plant and Machinery in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed Manufacturing Facility are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns." on page 87.*

The total estimated cost for the Proposed Expansion comprises the following:

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost*	Amount proposed to be funded from the Net Proceeds
1.	Civil Structural Work	438.42(1)(2)	438.42
2.	Equipment, Plant and Machinery	644.67(1) (2)	644.67
	Total	**1,083.09**	**1,083.09**

(1) Total estimated cost as per the certificate by Chartered Engineer vide certificate dated November 20, 2024.
(2) On the basis of quotations received from vendors.

Note: *As on date, Company has not deployed any fund towards intended objects.*

Break-up of the estimated cost for the Proposed Expansion

The total estimated cost for the Proposed Expansion includes the following:

Civil and structural work:

The civil and structural work for the proposed expansion includes several key components. This includes the construction of a 7-foot high compound wall, extending over 1,050 linear feet (RFT), with excavation and an MS gate. Additionally, the project includes the construction of an office building with a total area of 5,395 sq. ft. for the ground floor and first floor (GF+FF), which will involve RCC structure, brickwork, plastering, tiling, plumbing, electrical work, and painting. The production plant building, covering a slab area of 5,286 sq. ft. on the ground floor, will also feature RCC structure and fabrication work. A separate ground floor fabrication area of 7,492 sq. ft. is included, along with a production plant structure and Pre-Engineered Building (PEB) works covering 10,572 sq. ft., with a total steel weight of 2,19,570 kg. The total estimated cost for the civil and construction work for the proposed expansion is ₹438.42 lakhs, excluding GST. The detailed break-up of the Construction area, cost per Square Meter and total cost is set out as below;

Sr. No.	Particulars	Quantity/ Unit	Rate per Unit	Amount (₹ in Lakhs)	Supplier	Date of Quotation**
1.	Compound wall 7 feet height with excavation (Including MS Gate)	1,050 (RFT)	2,450/-	25.73	Saksham Construction	October 10, 2024
2.	Office Building with material rate (Including – RCC, Brickwork, Plaster, Tile, Plumbing, Electric, Paint) GF+FF	5,395 Sq.ft.	1,820/-	98.19		
3.	Production Plant Building with material rates slab area and fabrication. (Including RCC Structure and Ground Floor Slab Area)	5,286 Sq.ft.	1,300/-	68.72		
	Ground Floor Fabrication Area	7,492 Sq.ft.	350/-	26.22		
4.	Production Plant Structure + PEB Works (10572 Sq.ft.)	2,19,570 Kg	100/-	219.57		
	Sub Total			**438.43**		

**GST or any other applicable tax shall be paid from our internal accruals. The quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid out of Internal Accruals.*
***This Quotation is Valid for 6 Months*

Equipment, Plant and Machinery

Equipment required for the Proposed Expansion include equipment, plant and machineries for Production, quality control and utilities. The cost breakup of the machineries for production, quality control and utilities on the basis of the quotations received is ₹644.66 lakhs, is set forth as below:

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;

(₹ in Lakhs)

Sr. No.	Plant Machinery and Equipments	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
1.	Glass Line Reactor – Capacity – 3 KL	1	11.79	11.79	Mechchem Sales and Services	November 17, 2024
2.	Glass Line Reactor – Capacity – 4 KL	1	14.38	14.38		
3.	Glass Line Reactor – Capacity – 6 KL	1	21.30	21.30		
4.	Glass Line Reactor – Capacity – 0.5 KL	1	5.13	5.13		
5.	SS316 Reactor –Capacity – 6 KL	1	17.94	17.94		
6.	SS316 Reactor –Capacity – 5 KL, 02 Nos.	2	14.55	29.10		
7.	SS316 Reactor –Capacity – 10 KL	1	23.40	23.40		
8.	SS316 Reactor –Capacity – 2 KL	1	9.90	9.90		
9.	Glass line Double condenser/column/receiver 100L for 5 GLR,	5	6.68	33.40		
10.	SS316 Double condenser/column/ receiver 100L for 7 SSR	7	4.23	29.61		

Sr. No.	Plant Machinery and Equipments	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
11.	Storage tank 20 KL MOC PPE	2	4.85	9.70		
12.	Storage Tank 10 KL MOC SS	1	10.78	10.78		
13.	Tray Drier GMP Model (48 Tray) with condenser and Column	1	27.85	27.85		
14.	SS316 Centrifuge 36" GMP Model including/ hydraulic 10HP Motor with pulley system	1	16.60	16.60		
15.	SS Sparkler Filter capacity 25Kg GMP Model (10*12 Trays Model)	1	4.25	4.25		
16.	SS Octagonal Blender Capacity-100Kg/350Lit GMP Model	1	3.50	3.50		
17.	SS Multimill GMP Model with controlled pannel Capacity -100 Kg	1	4.15	4.15		
18.	Oil Fired Steam Generator (1MT) with 18M Chimney, Water Feed and Condensate recovery tank, Pannel	1	11.18	11.18		
19.	Boiler/Thermo fluid (2MT) with supply and installation electrical control pannel, excluding insulation	1	14.47	14.47		
20.	Chiller 40 TR /-15DC with supply and installation electrical control pannel, excluding insulation	1	15.89	15.89		
21.	High Vacuum Pump GMP Model: - Dry seal pump	1	13.42	13.42		
22.	SS316 150 NB COLUMN 20MTR	1	5.27	5.27		
23.	SS316 300 NBCOLUMN 20MTR	1	7.20	7.20		
24.	Air Compressor (Suitable for above plant operation)	1	9.92	9.92		
25.	Insulation of Reactor and Piping Hot/Cold	4500 Sq. Ft.	0.0015	6.75		
26.	Steel For Fabrication, support etc	2000 Kg	0.0009	1.80		
27.	Steel pipe for Utility and operation etc (15mm to 100mm MS B/c Class)	9500 Kg	0.0009	9.03		
28.	Steel pipe fittings for Utility piping (15mm to 100mm MS B/c Class)	1 Lot	1.50	1.50		
29.	Stainless Steel pipe with fittings (25mm)	300 Mtr.	0.005	1.50		
30.	Control Valves And other Equipments (B/F valve, NRV, ARV, Show Glass, Sensor)	1	8.50	8.50		
ETP						
31.	Primary ETP Plant - ZLD, 10M.Cub/Day Capacity	1	44.75	44.75		
32.	P.P.FRP Scrubber- Two Stage System with Blower	3	6.53	19.59		
33.	100 TR Cooling Tower without basin	1	1.76	1.76		
34.	200 TR Cooling Tower without basin – 2Nos.	2	3.34	6.68		
35.	300 TR Cooling Tower without basin	1	5.01	5.01		
Electrical Work with Material						
36.	Electrical Main Control Pannel 150 HP with DG changeover	1	8.70	8.70		
37.	Connection & Supply of Motors for all SSR	7	0.05	0.35		

Sr. No.	Plant Machinery and Equipments	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
38.	Connection & Supply of Motors for all GLR	5	0.05	0.25		
39.	Supply & Installation of Motors 10 HP with cable for cooling Tower Pump	1	0.63	0.63		
40.	Supply & Installation of Motors 7.5 HP with cable for cooling Tower Pump	2	0.57	1.14		
41.	Supply & Installation of Motors 5 HP with cable for cooling Tower Pump	1	0.54	0.54		
42.	Supply & Installation of Motors 5 HP with cable for 3 cooling Tower Fan	3	0.47	1.41		
43.	Supply & Installation of Motors 5 HP with cable for Thermic fluid Heater	1	0.64	0.64		
44.	Supply & Installation of Motors 3 HP with cable for Thermic Fluid	2	0.36	0.72		
45.	Supply & Installation of Motors 2 HP with cable for Thermic Heater	1	0.36	0.36		
46.	Supply & Installation of Motors 3 HP with cable for Steam Generator	1	0.36	0.36		
47.	Supply & Installation of Flameproof lights with cable	12	0.09	1.08		
48.	Supply & Installation of FLP Temperature indicator with Cable and Sensors	10	0.14	1.40		
49.	Supply & Installation of Junction Box with cable	5	0.06	0.30		
50.	Supply & Installation of FLP Push Button with Cable	10	0.09	0.90		
51.	Supply & Installation of Motors 15 Hp with cable for vacuum pump	1	0.75	0.75		
52.	Supply & Installation of ATS Panel 100 HP with Cable	1	1.06	1.06		
53.	Supply & Installation of Boiler panel with cable	1	1.04	1.04		
54.	Supply & Installation of Thermic Fluid Panel with cable	2	0.95	1.90		
55.	Supply & Installation of Chiller Panel 40 TR with cable	1	1.37	1.37		
56.	Supply & Installation of GI Cable tray 100 Mtr with MS support / Bracket	10	0.85	8.50		
57.	Supply & Installation of Motors 3HP with cable for softener	1	0.39	0.39		
58.	Supply & Installation of Motors 3HP with cable for RO water	1	0.58	0.58		
59.	Supply & Installation of Cable For transformer & Main Panel (200 Sq. mm/ 40 Mtr.	1	0.73	0.73		
60.	Supply & Installation of APFC Panel 150 HP with Cable	1	1.75	1.75		
61.	DG SET (100KVA)	1	12.75	12.75		
62.	Administration/Lab/Plant Interior, Partition and Furniture with AC Set for Lab area 18360 Sq.ft.	1	19.75	19.75		
Lab Equipments						
63.	Gas Chromatography -21CFR GMP Model Make -Agilent, Model-7890B	1	45.00	45.00		

Sr. No.	Plant Machinery and Equipments	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
64.	HPLC (VWD) GMP Model Make-Agilent, Model-1260 Series	1	25.00	25.00		
65.	Melting Point Apparatus Make- Lab India, Model-VI S	1	4.23	4.23		
66.	PH Meter Make-Lab India, Model-Pro+	1	0.51	0.51		
67.	Karlfisher Apparatus Make - Metrohm, Tritrundo 890	1	7.48	7.48		
68.	UV - Cabinet Biotechnics India - BTI - 49	1	0.07	0.07		
69.	Analytical Balance (220 gm) Mettler Tolendo - XPE205 DR	1	1.84	1.84		
70.	Weighing Balance 100Kg Make - Standard	1	0.16	0.16		
71.	Weighing Balance 500Kg Make - Standard	1	0.28	0.28		
72.	PH Meter GMP Model, 5 Point Calibration Make-Lab India, Model-Pro+	1	0.51	0.51		
73.	TLC Chamber/UV Cabinet Make-Biotechnics India, Model- BTI-49	1	0.07	0.07		
	Sub Total			**611.50**		

**GST or any other applicable tax shall be paid from our internal accruals. The quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid out of Internal Accruals.*
***This Quotation is Valid for 6 Months*

(₹ in Lakhs)

Sr. No	Particulars	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
A	**Fire Pump House**				Jai Bajrang Fire Service	November 14, 2024
1.	SITC of Main Fire Pump Diesel Set Capacity 2280 LPM	1	4.23	4.23		
2.	SITC of Main Fire Pump Set Capacity 2280 LPM	1	2.05	2.05		
3.	SITC of Jockey Fire Pump 180 LPM	1	0.64	0.64		
4.	SITC of Auto Panel for Fire Pump	1	1.80	1.80		
5.	Supply for Laying of the Cables	1	0.38	0.38		
6.	**SITC of the Piping Specials- Butterfly Valves**					
	Butterfly Valve 150 mm Dia.	4	0.09	0.36		
	Butterfly Valve 100 mm Dia.	2	0.06	0.12		
	Butterfly Valve 80 mm Dia.	1	0.04	0.04		
7.	**SITC of Piping Specials- Non-Return Valves**					
	Non-Return Valve (NRV) 80 mm Dia.	2	0.07	0.14		
	Non-Return Valve (NRV) 100 mm Dia.	1	0.10	0.10		
8.	**SITC of the Piping Specials-Foot Valves/ Srainers**					
	Foot Valves 150 mm Dia.	2	0.13	0.26		
	Foot Valve 80 mm Dia	1	0.07	0.07		
9.	**SITC of the Piping Specials-Air Release Valve**	2	0.01	0.02		
10.	SITC of MS C Class Pipe					
	MS C Class 200 MM Dia pipe.	12 Mtr	0.03	0.36		
	MS C Class 150 MM Dia pipe.	12 Mtr	0.02	0.24		

Sr. No	Particulars	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**
	MS C Class 100 MM Dia pipe.	12 Mtr	0.02	0.24		
11.	SITC Of the Pressure Switch	3	0.01	0.03		
12.	SITC Of the Pressure Gauge	5	0.01	0.05		
13.	SITC Of Support Fabrication	50 Kg	0.01	0.50		
14.	SITC Of Miscellaneous Items	1	0.25	0.25		
15.	SITC Of Priming Tank Connections for pump House	1	0.23	0.23		
16.	SITC Of Air Vessel Tank for pump House	1	0.09	0.09		
B.	**Court Yard and Riser Hydrant System**					
1.	SITC of GI C Class Pipe - Heavy Grade					
	GI C Class 150 MM Dia pipe	160 Mtr.	0.02	3.20		
	GI C Class 100 MM Dia pipe	140 Mtr.	0.02	2.80		
	GI C Class 80 MM Dia pipe	18 Mtr.	0.01	0.18		
	GI C Class 50 MM Dia pipe	72 Mtr.	0.01	0.72		
	GI C Class 25 MM Dia pipe	36 Mtr.	0.004	0.14		
2.	SITC of Fire Escape Hydrant - Fire Hydrant Valve	10	0.05	0.50		
3.	SITC of Fire Escape Hydrant - Fire Hose Box Double Door	10	0.03	0.30		
4.	SITC of Fire Escape Hydrant - RRL Hose Pipe	20	0.04	0.80		
5.	SITC of Fire Escape Hydrant - Short Branch Pipe	10	0.02	0.20		
6.	SITC of Fire Escape Hydrant - Fire Hose Reel Drum	8	0.06	0.48		
7.	SITC Of the Piping Specials- Ball Valve 25mm Dia.	11	0.004	0.04		
8.	SITC Of 04 Way Fire Brigade Inlet	1	0.05	0.05		
9.	SITC Of Support Fabrication	200 Kg	0.0008	0.16		
C.	**Fire Alarm System**					
1.	SITC of Fire Alarm Control 06 Zone	1	0.38	0.38		
2.	SITC of Smoke Detectors	15	0.01	0.15		
3.	SITC of the Manual Call Point	8	0.01	0.07		
4.	SITC of Electronic Hooters	8	0.01	0.07		
5.	SITC Of Armoad Cable	800 Mtr.	0.001	0.72		
6.	SITC of Hardware Material and Miscellaneous Items	1	0.08	0.08		
D.	**Fire Extinguishers**					
1.	SITC of Fire Extinguishers	6	0.02	0.12		
2.	SITC of Fire Extinguishers	12	0.03	0.36		
3.	SITC of Fire Extinguishers	2	0.10	0.20		
4	Final NOC Consultancy and Documentation Charges	1	0.50	0.50		
	Total			**24.82**		

**GST or any other applicable tax shall be paid from our internal accruals. The quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid out of Internal Accruals.*
***This Quotation is Valid for 6 Months*

Power Transformer:

(₹ in Lakhs)

Sr. No	Particulars	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**	Usage
1.	200 KVA Distribution Transformer	1	2.46	2.46			

Sr. No	Particulars	Unit	Rate per Unit	Total Amount	Supplier	Date of Quotation**	Usage
2.	MS DP Structure	1	0.80	0.80	Sunita Products	November 07, 2024	
3.	Two span with Pole for 11 KV HT Line	1	0.75	0.75			
4.	Quotation 1.3% DDF Scheme	-	0.10	0.10			
5.	Load Demand in HP	140 HP	0.034	4.76			
6.	MSEB Sanction Work	-	0.40	0.40			
	Total			**9.27**			

**GST or any other applicable tax shall be paid from our internal accruals. The quotations are subject to additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid out of Internal Accruals.*
***This Quotation is Valid for 6 Months*

We have not entered into definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. For further details, see *"Risk Factors – We have not yet placed orders in relation to the funding Capital Expenditure towards purchase of plant and machinery which is proposed to be financed from the Issue proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the Plant and Machinery in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed Manufacturing Facility are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns. on page no. 30.*

2. Full or part repayment and/or prepayment of certain outstanding secured borrowings availed by our Company.

Our Company has entered into financing arrangements to avail terms loans and working capital loans. For details, see *"Financial Indebtedness"* on page 234.

As on November 30, 2024, the amount outstanding under our loan facilities from financial institutions was ₹1,573.42 Lakhs. We propose to utilise an estimated amount of ₹147.22 lakhs from the Net Proceeds towards re-payment or pre-payment of borrowings, availed by our Company in full or in part. The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favourable debt-equity ratio and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds or capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of certain borrowings, in part or in full, would not exceed ₹147.22 lakhs. For details, see "*Our Business – Strategies - Improve cost management and operational efficiencies along with focus on rationalizing our indebtedness*" on page 149.

(₹ in Lakhs)

Sr. No.	Name of lender	Nature of Borrowings	Rate of Interest %	Tenure	Amount Sanction	Outstanding as at November 30, 2024	Prepayment penalty	Purpose
1.	HDFC Bank Ltd.	Term Loan - I	9.65%	Repayable in 24 EMI	65.00	58.36	Nil	Working Capital
2.	HDFC Bank Ltd.	Term Loan – II	9.65%	Repayable in 24 EMI	7.14	6.49		Working Capital
3.	HDFC Bank Ltd.	Term Loan – III	9.65%	Repayable in 24 EMI	62.82	56.18		Working Capital
4.	HDFC Bank Ltd.	Term Loan - IV	9.65%	Repayable in 24 EMI	28.49	26.19		Working Capital
	Total					**147.22**		

**In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditor of our M/s. J D Shah Associates, Chartered Accountant, Chartered Accountants, pursuant to their certificate dated November 30, 2024 have certified the utilization of the above-mentioned borrowings for the purposes for which such borrowings were availed.*

3. Funding our incremental working capital requirements;

We fund a majority of our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and non-banking financial companies. The requirement is proportionate and variable in nature with the growth of the company. As on September 30, 2024, our Company has a total sanctioned limit of working capital facilities of ₹ 2,203.45 Lakhs, including fund-based and non-fund based sub-limits. For details, see '*Financial Indebtedness*' on page 234.

Basis of estimation of incremental working capital requirement:

Our Company proposes to utilize ₹750.00 Lakhs of the Net Proceeds in Fiscal 2025 – 2026 respectively towards our Company's working capital requirements. The balance portion of our Company's working capital requirement shall be met from the working capital facilities availed from banks, financial institutions and internal accruals.

The incremental and proposed working capital requirements, as approved by the Board pursuant to a resolution dated November 30, 2024 and key assumptions with respect to the determination of the same are mentioned below. Our Company's composition of working capital as on September 30, 2024 and as at March 31, 2024, March 31, 2023 and March 31, 2022 on the basis of restated financial statements and expected working capital requirements for Fiscal 2025-2026 are as set out in the table below: *

(₹ in Lakhs)

Sr. No.	Particulars	Audited	Audited	Audited	Audited	Provisional	Projected
		FY 21-22	**FY 22-23**	**FY 23-24**	**30.09.2024**	**FY 24-25**	**FY 25-26**
I	**Current Assets**						
	Inventories	398.36	394.88	411.30	856.36	1,065.32	1,453.69
	Trade Receivables	799.76	873.82	1,110.51	2,251.83	2,809.85	3,040.55
	Short Term Loans and Advances	168.38	249.51	71.87	205.90	271.64	602.00
	Other Current Assets	---	---	0.29	0.14	---	---
	Total (A)	**1,366.50**	**1,518.21**	**1,593.97**	**3,314.23**	**4,146.81**	**5,096.23**
II	**Current Liabilities**						
	Trade payables	132.74	197.08	73.10	436.93	488.60	576.50
	Other Current Liabilities	16.44	15.27	20.32	23.75	27.00	30.00
	Short term provisions	4.72	3.61	108.85	99.88	85.00	89.00
	Total (B)	**153.90**	**215.96**	**202.28**	**560.56**	**600.60**	**695.50**
III	**Total Working Capital Gap (A-B)**	**1,212.60**	**1,302.25**	**1,391.69**	**2,753.67**	**3,546.21**	**4,400.73**
IV	**Funding Pattern:**						
	Short Term Borrowings and Internal Accruals	1,212.60	1,302.25	1,391.69	2,753.67	3,546.21	3,650.73
	IPO Proceeds	---	---	---	---	---	**750.00**

**As certified by our statutory auditor, M/s. J D Shah Associates, Chartered Accountant, pursuant to their certificate dated November 27, 2024.*

The table below sets forth the details of holding levels (in days) for Fiscal 2022, Fiscal 2023, Fiscal 2024 and for the period ended September 30, 2024, as well as provisional for Fiscal 2025 and projected for Fiscal 2026: *

Particulars	Audited	Audited	Audited	Audited	Provisional	Projected
	FY 21-22	**FY 22-23**	**FY 23-24**	**30.09.2024**	**FY 24-25**	**FY 25-26**
Inventory Holding Days	29	31	28	49	29	40
Debtor Holding Days	52	60	61	110	65	80
Creditor Holding Days	10	13	9	20	11	17

**As certified by our statutory auditor, M/s. J D Shah Associates, Chartered Accountant, pursuant to their certificate dated November 27, 2024.*

Key Justifications:

Inventory	For the fiscal year 2024, the company's inventory days stood at approximately 28 days, and this is projected to remain consistent in fiscal 2025. However, as part of our growth strategy, we anticipate this figure increasing to around 40 days in fiscal year 2026. This increase is primarily driven by our decision to offer extended credit terms to customers, which is expected to result in a higher volume of orders. To support this higher demand, the company will need to maintain a larger inventory, enabling it to meet customer orders in a timely manner. Our company business model relies heavily on the ability to deliver orders promptly, which is only achievable by maintaining sufficient stock levels. As we expand, our plan includes diversifying both our product offerings and our supplier network. Offering a wider variety of products will necessitate maintaining higher levels of inventory to meet the varying needs of our customers. Additionally, customers are increasingly seeking faster delivery times, so higher stock levels will be essential to ensure prompt fulfillment. By maintaining adequate inventory levels, our company will be able to provide uninterrupted supply, capture new customers, and strengthen its position as a one-stop solution provider for pharmaceutical products. This strategy will not only help in catering to a larger customer base but also enhance revenue from existing clients by improving customer satisfaction.
Trade Receivable Days	In fiscal year 2024, the company's trade receivable days were approximately 60-61 days, and this is estimated to rise to 65 days in fiscal year 2025. However, we expect this to increase further to around 80 days in fiscal year 2026. The extended receivable days are a result of our strategy to offer flexible credit terms to our customers. In the pharmaceutical industry, offering extended credit terms, such as 90-day credit, is essential for customer retention and competitive positioning. Longer credit periods encourage larger order sizes and foster customer loyalty, both of which are critical for sustained growth. Although extending credit terms will increase trade receivables and require additional working capital, this approach is necessary to ensure that the company remains competitive. Reducing trade receivable days might preserve margins, but it would likely result in a margin loss of 2%-3%, which exceeds the cost of the increased working capital. Therefore, we plan to set the credit period at 80 days, which is slightly shorter than the industry standard, in order to manage bad debt risk while still maintaining customer satisfaction. Flexible credit terms also promote long-term customer relationships, enable greater market penetration, and create upselling opportunities for higher-value products. Furthermore, regular orders driven by these terms will allow us to better forecast procurement needs, improving supply chain efficiency and overall business planning.
Trade Payables	In fiscal year 2024, the company's trade payable days stood at 9 days, with an estimated increase to 10-11 days in fiscal year 2025. This is expected to rise further to approximately 20 days in fiscal year 2026. Currently, the company is required to make upfront payments or is offered very short credit terms by suppliers. However, as the company's order volumes grow, it will be in a better position to negotiate more favorable credit terms with suppliers. By maintaining a consistent and reliable payment schedule, even with extended terms, the company can build a reputation as a steady customer and negotiate better terms in future contracts. By extending payment terms with suppliers, the company can free up cash that can be reinvested into business expansion, asset acquisitions, or inorganic growth opportunities, such as acquisitions. This will reduce the need for short-term borrowing, strengthening the company's financial position and improving its overall bottom line.
Short term loans and Advances	Short-term loans and advances primarily consist of advances to suppliers, prepaid expenses, and similar items. In the pharmaceutical industry, suppliers often require upfront payments against purchase orders. As the company plans to expand its operations and increase its supplier network, the need for advance payments will rise, which will contribute to an increase in short-term loans and advances. This growth in advances and prepaid expenses is consistent with the anticipated scale of our operations.

Other current Liabilities	Other current liabilities consist of statutory dues, taxes payable, employee dues, and similar obligations. As the company's business expands, these liabilities are expected to grow in proportion to the increased scale of operations.
Short term Provisions	Short-term provisions include amounts set aside for gratuity, taxation, and other operational expenses. With the anticipated growth of the company's business, these liabilities will also increase in line with the scaling of operations and the expansion of the workforce.

4. General corporate purposes;

Our management will have flexibility to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals. We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue.

Estimated Issue Related Expenses

The total expenses of the Issue are estimated to be approximately [●] Lakhs. The expenses of the Issue include, amongst others, listing fees, selling commission, fees payable to the BRLM, fees payable to legal counsels, fees payable to the Registrar to the Issue, Bankers to the Issue, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing and trading of the Equity Shares on the Stock Exchanges.

The details of the estimated issue related expenses are tabulated below:

(₹ in lakhs)

Particulars	**Estimated expenses (Rs. In Lakhs) ****	**As a % of total estimated Issue related expenses***	**As a % of the total Issue size***
Book Running Lead Manager Fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling, commission and upload fees	[●]	[●]	[●]
Registrar to the issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and Marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others, if any (market making, depositories, marketing fees, secretarial, peer review etc.)	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

**The fund deployed out of internal accruals up to November 30, 2024 is ₹ 18.00 Lakhs towards issue expenses vide certificate dated November 30, 2024, as certified by M/s. J D Shah Associates, Chartered Accountant, and the same will be recouped out of Issue expenses.*
***Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus with the RoC. Issue expenses are estimates and are subject to change.*

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

1) *SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.*

2) *Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.*

3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*

4) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

5) *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

Bridge Loans

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 of the Issue.

Monitoring of 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 LODR 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 Daft 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 LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly 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.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

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.

Other Confirmations / Payment to Promoters and Promoter's Group from the IPO Proceeds

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Managerial Personnel or Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, in consultation with the Book Running Lead Managers on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read the following basis with the section titled "Risk Factors" and chapters titled "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Our Business" beginning on page 30, 197, 235 and 149 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are;

- Strengthen our market position by increasing the long-term relationship with the clients;
- Comprehensive product portfolio;
- Streamlined supply chain management;
- Experienced management team with proven execution capabilities.

Quantitative Factors

The information presented in this chapter is derived from company's Restated Financial Statements for the period ended September 30, 2024 and the financial year ended March 31 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations. For more details on financial information, investors please refer the chapter titled *"Restated Financial Information"* beginning on page 197 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

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

1. Basic and Diluted Earnings / (Loss) Per Share ("EPS"), as adjusted for changes in capital

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	8.25	3
March 31, 2023	0.91	2
March 31, 2022	0.62	1
Weighted Average		**4.53**
For the period ended September 30, 2024*		2.78

**Figures for the period is not annualised*

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*
2. *Earnings per Equity Share = Profit for the period/year / Weighted average number of equity shares outstanding during the period/year.*
3. *Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.*
4. *The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the bonus issue.*
5. *The face value of each Equity Share is ₹10/-.*

2. Basic and Diluted Earnings / (Loss) Per Share ("EPS") Considering Actual Partners Capital

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	2.50	3
March 31, 2023	0.37	2
March 31, 2022	0.29	1
Weighted Average		**1.42**
For the period ended September 30, 2024*		2.78

**Figures for the period is not annualised*

3. Price Earnings Ratio ("P/E") in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	P/E) Ratio at the Cap Price (no. of times)
Based on Restated Financial Statements		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]	[●]

** To be updated at the price band stage.*
***Note:** P/E ratio has been computed dividing the price per share by Earnings per Equity Share.*

4. Industry P/E Ratio

Particulars	P/E Ratio
Highest	990.76
Lowest	127.26
Industry Composite	559.01

Notes:

1. *The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.*
2. *P/E Ratio has been computed based on the closing market price of equity shares on BSE & NSE on November 29, 2024 divided by the diluted earnings per share as of September 30, 2024.*
3. *All the financial information for listed industry peers mentioned above is taken as is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.*

5. Return on Net worth (RoNW)

As per Restated Financial Statements – Post Bonus

Particulars	RONW (%)	Weights
March 31, 2024	25.04	3
March 31, 2023	3.68	2
March 31, 2022	2.92	1
Weighted Average		**14.23**
For the period ended September 30, 2024*		10.01

**Figures for the period is not annualised*
***Note:** Return on Net Worth (%) = Profit for the period/ year / Average Net Worth at the end of the period/year.*

6. Net Asset Value (NAV)

As per Restated Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2024	32.96
March 31, 2023	24.66
March 31, 2022	21.15
For the period ended September 30, 2024*	27.81

Financial Year	NAV (₹)
Net Asset Value per Equity Share after the Issue at Floor Price	[●]
Net Asset Value per Equity Share after the Issue at Cap Price	[●]
Issue Price#	[●]

**Figures for the period is not annualised*
#Issue Price shall be updated in the Prospectus prior to opening the Issue.
Notes:
1. *Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year.*
2. *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*

7. Net Asset Value (NAV) Considering Actual Partners Capital

As per Restated Financial Statements – Post Bonus

Financial Year	NAV (₹)
March 31, 2024	10.00
March 31, 2023	10.00
March 31, 2022	10.00
For the period ended September 30, 2024*	27.81
Net Asset Value per Equity Share after the Issue at Floor Price	[●]
Net Asset Value per Equity Share after the Issue at Cap Price	[●]
Issue Price#	[●]

**Figures for the period is not annualised*
 # Issue Price shall be updated in the Prospectus prior to opening the Issue.
Notes:
(1) Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Number of equity shares outstanding at the end of the period/year.
(2) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

8. Comparison of accounting ratios with listed industry peers

Name of Company	CMP (₹)	Face Value (₹)	Basic & Diluted EPS (₹)	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
VijayPD Ceutical Limited	[●]	10	8.25	[●]	25.04	32.96
Peer Group						
MedPlus Health Services Limited	782.70	2	0.79	990.76	0.82	98.10
Entero Healthcare Solutions Limited	1,352.80	10	10.63	127.26	2.36	373.94

Source: *www.bseindia.com, www.nseindia.com,*

Notes:
1. *The figures for our company are based on Restated Financial Statements for the year ended September 30, 2024 after considering the bonus issue.*
2. *P/E Ratio has been computed based on their respective closing market price on November 29, 2024, as divided by the Basic EPS as on September 30, 2024.*
3. *Restated Profit for the year attributable to equity shareholders divided by Net Worth of our Company.*
4. *Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equities shares outstanding at the end of the year.*
5. *Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share.*
6. *The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value.*

Investor should read the above-mentioned information along with the section titled *"Risk Factors"* beginning on page 30 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled *"Restated Financial Information"* beginning on page 197 of this Draft Red Herring Prospectus.

9. Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 30, 2024, and the members of the Audit

Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our Peer review Auditors, M/s. JD Shah & Associates, Chartered Accountants by their certificate dated November 27, 2024.

The KPIs of our Company have been disclosed in the chapters titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*" on pages 149 and 235 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 1 of this Draft Red Herring Prospectus.

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 Issue as per the disclosure made in the chapter titled "*Objects of the Issue*", whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a) Key Performance Indicators of our Company*

As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (1)	5,598.21	5,920.93	5,109.39	5,431.45
EBITDA (2)	568.81	486.99	131.66	150.43
EBITDA Margin (%) (3)	10.16%	8.22%	2.58%	2.77%
PAT (4)	304.58	165.02	18.16	12.36
PAT Margin (%) (5)	5.44%	2.79%	0.36%	0.23%
Return on equity (%) (6)	16.46%	28.64%	3.96%	3.14%
Debt-Equity Ratio (times) (7)	0.66	3.71	5.18	5.65
Current Ratio (times) (8)	1.84	1.16	0.57	0.58
Return on capital employed (%) (9)	11.47%	14.61%	8.90%	9.77%
Net fixed asset turnover ratio (times) (10)	13.16	24.37	18.72	17.31
Number of customers (11)	1,451	1,295	1,205	1,098

**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

Note:

1) *Revenue from operation means revenue from sales and other operating revenues*
2) *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income*
3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
4) *PAT is calculated as Profit before tax – Tax Expenses*
5) *PAT Margin is calculated as PAT for the year divided by revenue from operations*
6) *Return on Equity is ratio of Profit after Tax and Average Shareholder fund*
7) *Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity*
8) *Current Ratio is calculated by dividing Current Assets to Current Liabilities*
9) *Return on capital employed is calculated by profit before tax + finance cost divided by Shareholders' funds + Long Term Borrowings + Short Term Borrowings + Deferred Tax Liabilities (Net) - Intangible assets - Intangible Assets under development*
10) *Net Fixed Asset Turnover ratio is calculated Sale of products divided by tangible fixed assets*
11) *Number of customers are computed based on the sales registered*

b) Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

Explanations for the certain financial data based on Restated Financial Statements

Key Financial Performance	Explanations
Financial KPIs	
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	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 the business
Return on equity (%)	Return on equity (ROE) is a measure of financial performance
Return on capital employed (%)	Return on capital employed is a financial ratio that measures our company's profitability in terms of all of its capital
Debt-Equity Ratio (times)	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio (times)	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year
Net fixed asset turnover ratio (times)	Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations
Net profit ratio (%)	Net Profit Margin *(also known as "Profit Margin" or "Net Profit Margin Ratio")* is a financial ratio used to calculate the percentage of profit our company produces from its total revenue

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 149 and 235, respectively, respectively.

c) Comparison of key performance indicators with listed Peer Companies

As on September 30, 2024:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	VijayPD Ceutical Limited	Medplus Health Services Limited	Entero Healthcare Solutions Limited
Revenue from Operations (1)	5,598.21	33,455.20	23,521.60
EBITDA (2)	568.81	3,525.40	(792.40)
EBITDA Margin (%) (3)	10.16%	10.54%	(3.37%)
PAT	304.58	1,698.30	3,620.40
PAT Margin (%) (4)	5.44%	5.08%	15.39%
Return on Equity (5)	16.46%	1.42%	2.20%
Return on Capital Employed (%) (6)	11.47%	2.11%	2.94%
Debt to Equity (7)	0.66	0.00	0.00
Net fixed asset turnover ratio (times) (8)	13.16	3.24	14.57
Current Ratio (9)	1.84	4.06	14.07

As on March 31, 2024:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	VijayPD Ceutical Limited	Medplus Health Services Limited	Entero Healthcare Solutions Limited
Revenue from Operations (1)	5,920.93	46,703.00	31,816.10

Key Financial Performance	VijayPD Ceutical Limited	Medplus Health Services Limited	Entero Healthcare Solutions Limited
EBITDA (2)	486.99	3,218.20	(3,449.40)
EBITDA Margin (%) (3)	8.22%	6.89%	(10.84%)
PAT	165.02	944.00	3,844.00
PAT Margin (%) (4)	2.79%	2.02%	12.08%
Return on Equity (5)	28.64%	0.81%	3.48%
Return on Capital Employed (%) (6)	14.61%	1.30%	2.88%
Debt to Equity (7)	3.71	0.00	0.00
Net fixed asset turnover ratio (times) (8)	24.37	4.28	18.51
Current Ratio (9)	1.16	4.82	12.99

As on March 31, 2023:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	VijayPD Ceutical Limited	Medplus Health Services Limited	Entero Healthcare Solutions Limited
Revenue from Operations (1)	5,109.39	21,392.60	17,769.00
EBITDA (2)	131.66	1,319.90	(4,391.60)
EBITDA Margin (%) (3)	2.58%	6.17%	(24.71%)
PAT	18.16	554.40	(1,245.50)
PAT Margin (%) (4)	0.36%	2.59%	(7.01%)
Return on Equity (5)	3.96%	0.49%	(2.19%)
Return on Capital Employed (%) (6)	8.90%	1.24%	(0.17%)
Debt to Equity (7)	5.18	0.00	0.16
Net fixed asset turnover ratio (times) (8)	18.72	2.29	4.82
Current Ratio (9)	0.57	3.14	4.99

As on March 31, 2022:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	VijayPD Ceutical Limited	Medplus Health Services Limited	Entero Healthcare Solutions Limited
Revenue from Operations (1)	5,431.45	14,571.40	13,728.60
EBITDA (2)	150.43	330.10	(5,371.60)
EBITDA Margin (%) (3)	2.77%	2.27%	(39.13%)
PAT	12.36	557.90	4,084.70
PAT Margin (%) (4)	0.23%	3.83%	29.75%
Return on Equity (5)	3.14%	0.68%	7.87%
Return on Capital Employed (%) (6)	9.77%	0.74%	(6.16%)
Debt to Equity (7)	5.65	0.00	0.05
Net fixed asset turnover ratio (times) (8)	17.31	3.74	2.91
Current Ratio (9)	0.58	20.37	6.97

Note:

1) *Revenue from operation means revenue from sale of our products*
2) *EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income*
3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
4) *PAT Margin is calculated as PAT for the period/year divided by revenue from operations*
5) *Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity*
6) *Earnings before interest and taxes (EBIT) / Capital employed*
7) *Debt to Equity ratio is calculated as Total Debt divided by equity*
8) *Net Fixed Asset Turnover ratio is calculated as Revenue from operation divided by Net fixed Asset*
9) *Current Ratio is calculated by dividing Current Assets to Current Liabilities.*
10) *Financial information for VijayPD Ceutical Limited is derived from the Restated Financial Statements.*
11) *All the financial information for listed industry peers mentioned above is on a standalone basis and is sourced from the annual reports as available of the respective company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and unaudited financial results for period ended September 30, 2024 submitted to stock exchanges*

10. Justification for Basis for Issue price

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

Except as mentioned below, there have been no primary issuances of Equity Shares or convertible securities, excluding shares issued under employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid - up share capital of the 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.

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Amount (₹. in lakhs)
Upon Incorporation	10,00,000	10/-	10/-	Cash - against the outstanding Credit Balance of respective Individual Partner's Fixed Capital Account	Subscription to MOA	100.00
June 25, 2024	46,00,693	10/-	44.38/-	Other than Cash	Conversion of Loan to Equity Shares	2,041.79
July 29, 2024	14,13,650	10/-	44.38/-	Other than Cash	Pursuant to Business Takeover of M/s. PD Doshi, Partnership firm	627.38
Weighted Average cost of Primary Transactions						**39.48**

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity shares)

Except as mentioned below, there have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the 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 Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre- issue share 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.

Sr. No	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Acquisition Price	Amount (₹. in lakhs)
1.	Mr. Narendra Nagindas Shah	November 21, 2024	Promoter	6,33,012	41.00	**259.53**
2.	Ms. Hemanti Jitendra Shah	November 11, 2024	Promoter Group	5,76,018	41.00	**236.17**
3.	Ms. Vasanti Dhirendra Shah	November 13, 2024	Promoter	2,92,914	41.00	**120.09**
4.	Ms. Chandrika Dilipkumar Shah	November 18, 2024	Promoter Group	69,000	41.67	**28.75**
5.	Ms. Saroj Narendra Shah	November 18, 2024	Promoter Group	39,000	39.62	**15.45**
6.	Ms. Kusum Jitendra Shah	November 13, 2024	Promoter Group	2,34,000	41.00	**95.94**
Weighted Average Cost of Acquisition for Secondary Transactions						**41.00**

c) Since there is an eligible transaction of our Company reported in (a) & (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities or Shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction) not older than three years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of transactions, has not been computed.

d) Weighted average cost of acquisition, Issue Price

Weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

Types 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 an employee stock option plan/ employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, 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	39.48	NA	NA
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities 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 Draft Red Herring Prospectus, 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*	41.00	NA	NA

** To be updated in the Prospectus prior to filing with RoC.*
***As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 28, 2024.*

e) Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2024, 2023 and 2022.

[●]*

**To be included on finalisation of Price Band.*

f) The Issue Price is [●] times of the face value of the equity shares

The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled *"Risk Factors"* beginning on page 30 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled *"Restated Financial Information"* beginning on page 197 of this Draft Red Herring Prospectus

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
VijayPD Ceutical Limited
A1, 1st Floor, Devraj Building,
SV Road, Goregaon West,
Mumbai – 400104, Maharashtra, India.

Dear Sirs,

Sub: Statement of Tax Benefits ('The Statement') available to VijayPD Ceutical Limited (formerly known as M/s Vijay Pharma) ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

We hereby report that the enclosed annexure prepared by the management of VijayPD Ceutical Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the 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 fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of the enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; 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. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("**the Issue**") by the Company.

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.

The contents of the enclosed statement 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.

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:

Under the Income Tax Act, 1961 ("the Act")

Special tax benefits available to the Company

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

NOTES:

1) The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2) The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

3) The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4) In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

5) Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum.

6) Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

   In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

   - Deduction under the provisions of Section 10AA.
   - Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
   - Deduction under section 32AD or Section 33AB or Section 33ABA
   - Deduction under section 35AD or Section 35CCC
   - Deduction under section 80G

   Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

   The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2024-25 and onwards.

7) This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

8) 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 changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For J D Shah Associates
Chartered Accountants
FRN: 109601W

Jayesh D. Shah
Partner
M.No. 042167
UDIN: 24042167BKHDFF5578

Place: Mumbai
Date: 27/11/2024

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

GLOBAL MACROECONOMIC SCENARIO

The global economy, which grew by 3.3% in 2023, is expected to record a sluggish growth of 3.2% in 2024 before rising modestly to 3.3% in 2025. Between 2021 – 2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

While China, the largest manufacturing hub of world, was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese Government took several steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

Global headline inflation is set to fall from an estimated 6.8% in CY 2023 to 5.8% in CY 2024 and to 4.4% in CY 2025. This fall is swifter than anticipated across various areas, amid the resolution of supply-related problems and tight monetary policies. Reduced inflation mirrors the diminishing impact of price shocks, particularly in energy, and their subsequent influence on core inflation. This decrease also stems from a relaxation in labour market pressure, characterized by fewer job openings, a slight uptick in unemployment, and increased labour availability, occasionally due to a significant influx of immigrants.

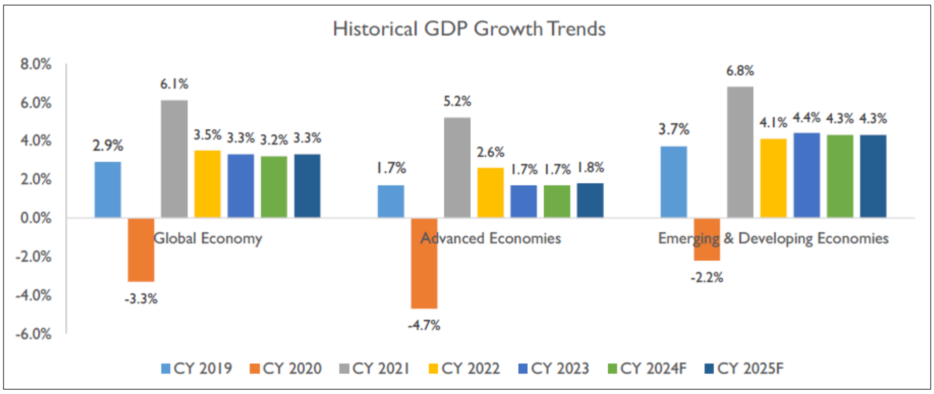
Global GDP Growth Scenario

The global economy started to rise from its lowest levels after countries started to lift the lockdown in 2020 and 2021. The lockdown was a key factor as it affected economic activities resulting in a recession in the year CY 2020, as the GDP growth touched -3.3%.

In CY 2021 disruption in the supply chain affected most of the advanced economies as well as low-income developing economies. The rapid spread of Delta and the threat of new variants in mid of CY 2021 further increased uncertainty in the global economic environment.

Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades, seen in 2022, which forced most of the central banks to tighten their fiscal policies. Russia’s invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living.

Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather conditions. As a result, global growth declined from 3.5% in CY 2022 to 3.3% in CY 2023.

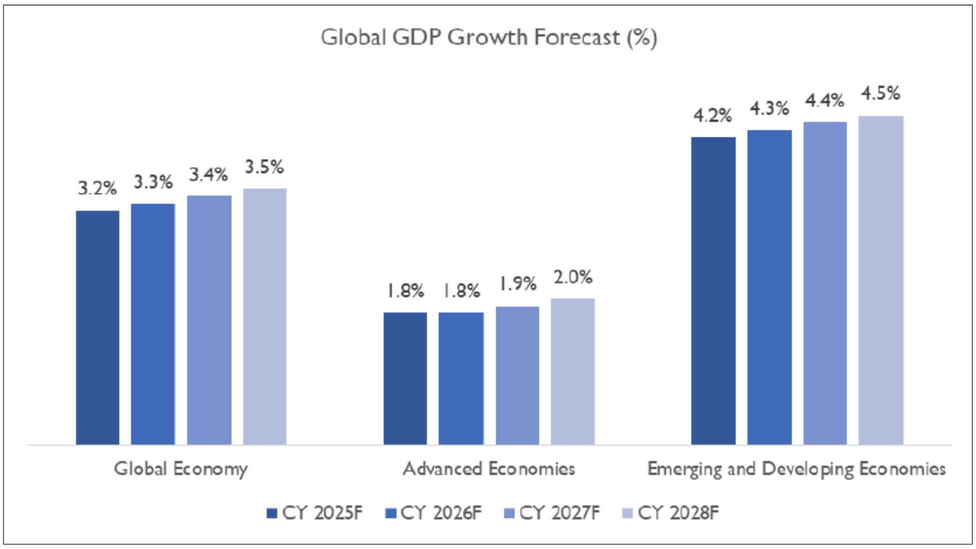


Source – IMF Global GDP Forecast Release July 2024

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

In the current scenario, global GDP growth is estimated to have recorded a moderate growth of 3.3% in CY 2023 as compared to 3.5% growth in CY 2022. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption.

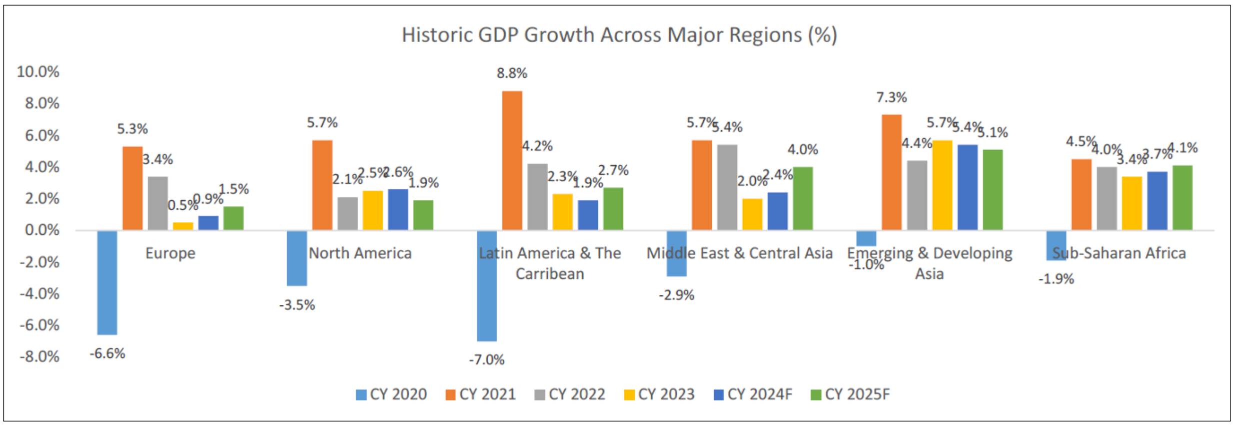
Slow growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record a flat growth of 3.2% in CY 2024. The crisis in the housing sector, bank lending, and industrial sectors are affecting the growth of global GDP. After touching the peak in 2022, inflationary pressures slowly eased out in 2023. This environment weighs in for interest rate cuts by many monetary authorities.



Source – IMF Global GDP Forecast Release 2024, D&B Estimates

GDP Growth Across Major Regions

GDP growth of major regions including Europe, Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia etc.) is expected to decrease from 5.4% in CY 2023 to 5.2% in CY 2024, while in the United States, it is expected to decrease from 2.5% in CY 2023 to 2.1% in CY 2024.

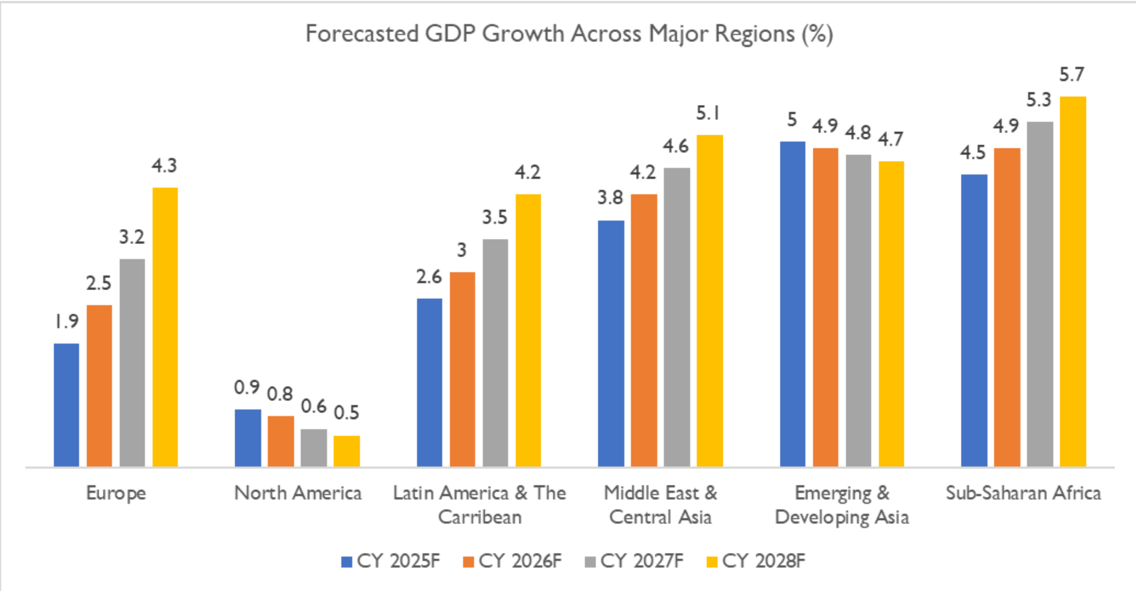


Source-IMF World Economic Outlook July 2024 update.

Except for Emerging and Developing Asia, Latin America & The Caribbean and the United States, all other regions are expected to record an increase in GDP growth rate in CY 2024 as compared to CY 2023. GDP growth in Latin America &

The Caribbean is expected to decline due to negative growth in Argentina. Further, growth in the United States is expected to come down at 2.1% in CY 2024 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

Although Europe experienced a less robust performance in 2023, the recovery in 2024 is expected to be driven by increased household consumption as the impact of energy price shocks diminishes and inflation decreases, thereby bolstering real income growth. Meanwhile, India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.



Source-IMF, OECD, and World Bank, D&B Estimates

Global Economic Outlook

At the midpoint of the year, so far in 2024 we have seen divergence in outcomes and prospects around the world in terms of economic growth, inflation, and policy responses. On balance, global short-term economic prospects have improved over the course of the year. We expect this momentum to continue through the second half of 2024 and into 2025 as inflation eases further and monetary policy continues to loosen, supporting steady growth. Macroeconomic risks, in our view, have become more balanced.

The U.S. has performed better than other developed economies, particularly those in Europe where the consumer sentiment has been relatively weak – though the picture in Europe has been varied. A sustained recovery in tourism this year has boosted the economies of Greece and Spain, whereas Germany, France, and Italy have been held back by the slower recovery of manufacturing. Nonetheless, the European Central Bank (ECB) lowered the three key interest rates in June – for the first time since September 2019 – which will support stronger regional growth.

Growth in the Chinese Mainland has held up well so far this year despite challenges from the property market amid ongoing rebalancing, and the export cycle is supporting growth in the rest of Asia. In Latin America, larger economies, such as Brazil and Mexico, tend to be performing more moderately than smaller economies, such as Chile and Peru, indicating slower regional growth overall.

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Globally, industrial production has been relatively sluggish because of restrictive trade policies, persistent supply chain disruptions, high interest rates, and anaemic growth. We expect industrial production to gather steam later this year and into 2025 on the back of a gradual recovery in global trade, stimulated by stronger domestic demand for goods.

Policy responses have diverged so far this year and are set to remain so in the near term. Central banks have begun rate cutting cycles in several developed economies, including the Eurozone, Canada, Sweden, and Switzerland. However not every economy has followed suit. Disinflation has not been as predictable as it was in 2023, and underlying price pressures mean inflation is likely to remain bumpy this year – hence, policy will remain more restrictive than was anticipated at the start of the year. With relatively stronger economic growth and stickier inflation, the timing of the first interest rate cut by the U.S. Federal Reserve (the Fed) and the onward path of interest rates remains ambiguous.

The global economy is showing signs of stabilizing, yet growth will remain subdued this year before picking up pace in 2025. We forecast global growth of around 2.5% in 2024, half a percentage point softer than in the decade following the financial crisis. The weaker outlook reflects fiscal consolidation, lagged tight monetary policy, restrictive trade policies, and elevated levels of geopolitical uncertainty. Looking ahead to 2025, global growth is likely to pick up slightly to 2.8% as the impact of these factors declines and stronger growth becomes more entrenched.

Emerging economies look set for softer growth in general this year. On a regional basis, growth is likely to be markedly slower in Eastern Europe, but only slightly softer in Asia Pacific and Latin America, with growth only moderately slower in key economies such as the Chinese Mainland, India, and Brazil. Outcomes in developed economies are also mixed but largely remain subdued because of tight policy settings.

(Source: D&B Report)

INDIA MACROECONOMIC ANALYSIS

GDP Growth Scenario

Growth in the Chinese Mainland has held up well so far this year despite challenges from the property market amid ongoing rebalancing, and the export cycle is supporting growth in the rest of Asia. In Latin America, larger economies, such as Brazil and Mexico, tend to be performing more moderately than smaller economies, such as Chile and Peru, indicating slower regional growth overall.

Country	**Real GDP Growth (CY 2023)**	**Projected GDP Growth (CY 2024)**	**Projected GDP Growth (CY 2025)**
India	8.20%	7.00%	6.50%
China	5.20%	5.00%	4.50%
Russia	3.60%	3.20%	1.50%
Brazil	2.90%	2.10%	2.40%
United States	2.50%	2.60%	1.90%
Japan	1.90%	0.70%	1.00%
Canada	1.20%	1.30%	2.40%
Italy	0.90%	0.70%	0.90%
France	1.10%	0.90%	1.30%
South Africa	0.70%	0.90%	1.20%
United Kingdom	0.10%	0.70%	1.50%
Germany	-0.20%	0.20%	1.30%

Source: World Economic Outlook, July 2024

Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South) Countries have been arranged in descending order of GDP growth in 2023).

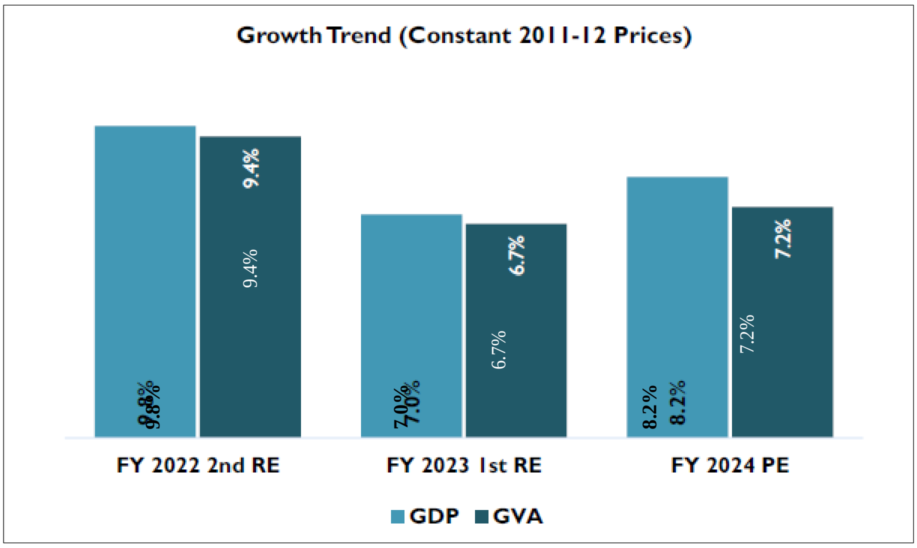
There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the

Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of the central government increased by 37.4% increase in capital expenditure (budget estimates), to the tune of INR 10 trillion in the Union Budget 2023-2024. The announcement also included a 30% increase in financial assistance to states at INR 1.3 trillion for capex. The improvement was accentuated further as the Budget 2024-2025 announced an 11.1% increase in the capital expenditure outlay at INR 11.11trillion, constituting 3.4% of the GDP. This has provided much-needed confidence to the private sector, and in turn, attracted private investment.

On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from the corporate sector to fund the next round of expansion plans. The banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to the micro, small, and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the fiscal year 2024 grew by 14% to INR 10.31 trillion compared to INR 9.02 trillion as on 24 March 2023. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

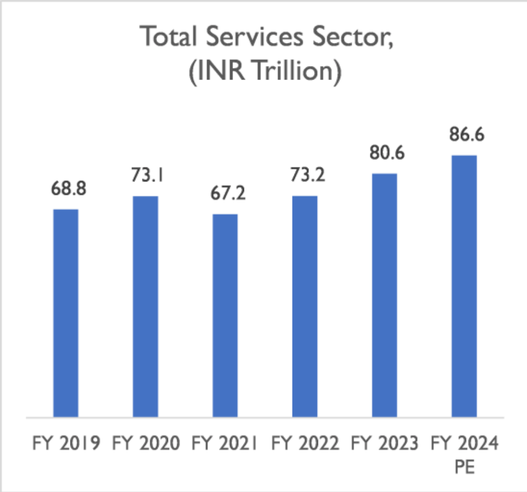
As per the provisional estimates 2023-24, India’s GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.

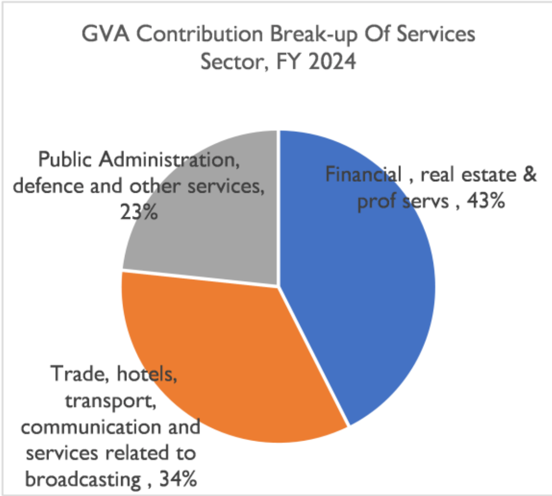


Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24 RE stands for Revised Estimates, SAE stands for Second Advance Estimates

Services sector is a major contributor to the country’s overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services sector is a major contributor to the country’s overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services

India's HSBC Services Purchasing Managers' Index, an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

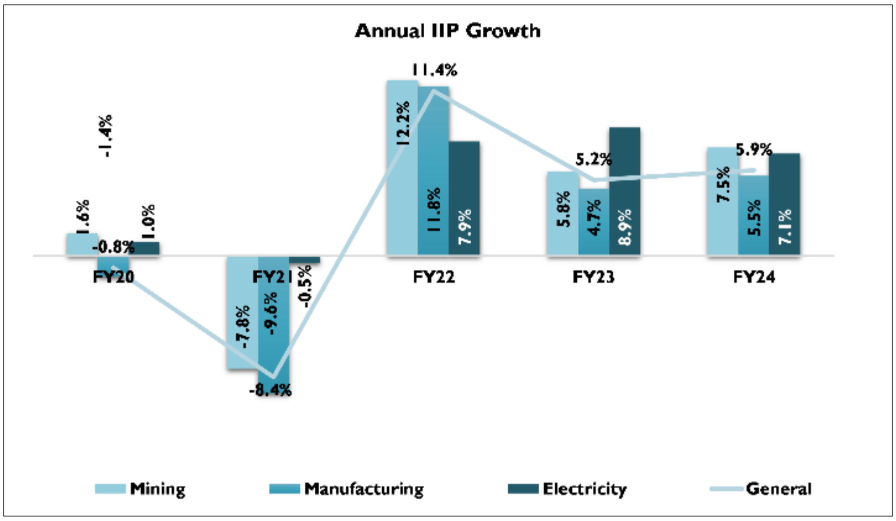


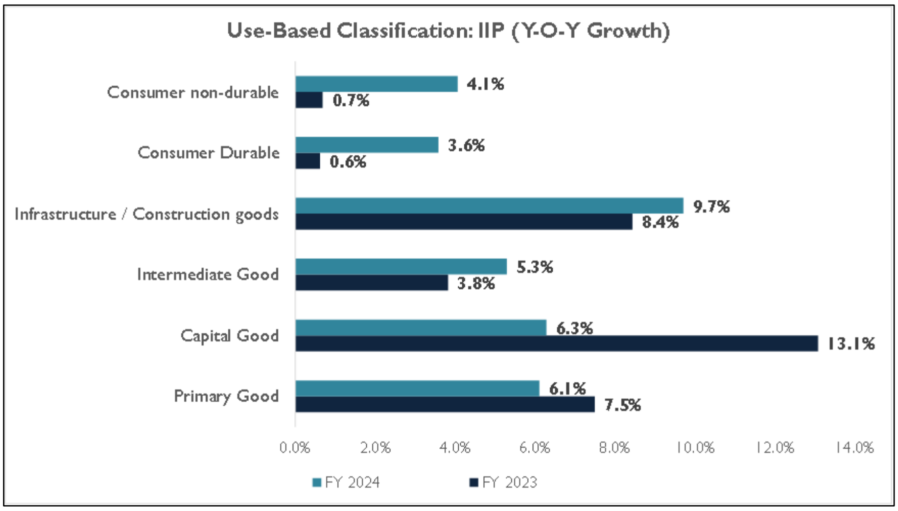


Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates

IIP Growth

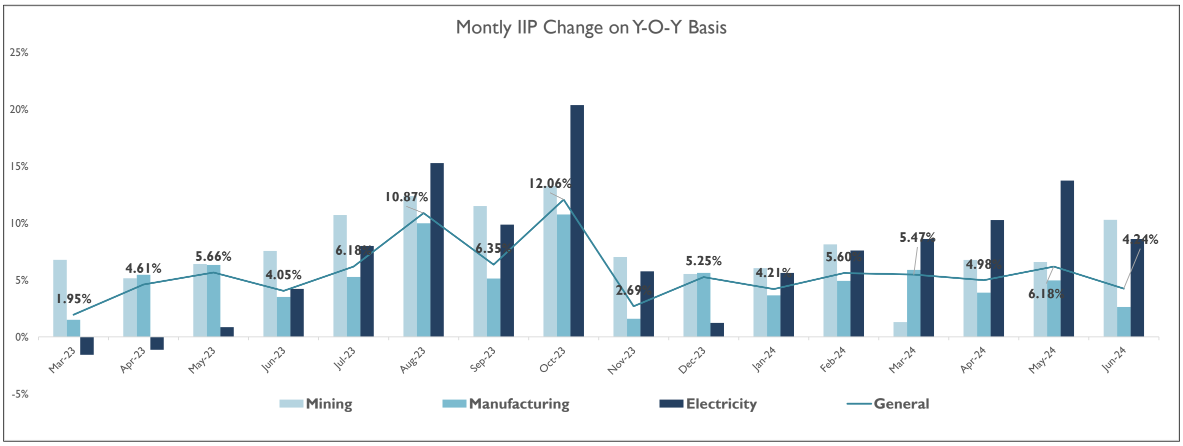
Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2023 against 4.7% y-o-y growth in FY 2022 while mining sector index too grew by 7.5% against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% against 8.9% in the previous year.





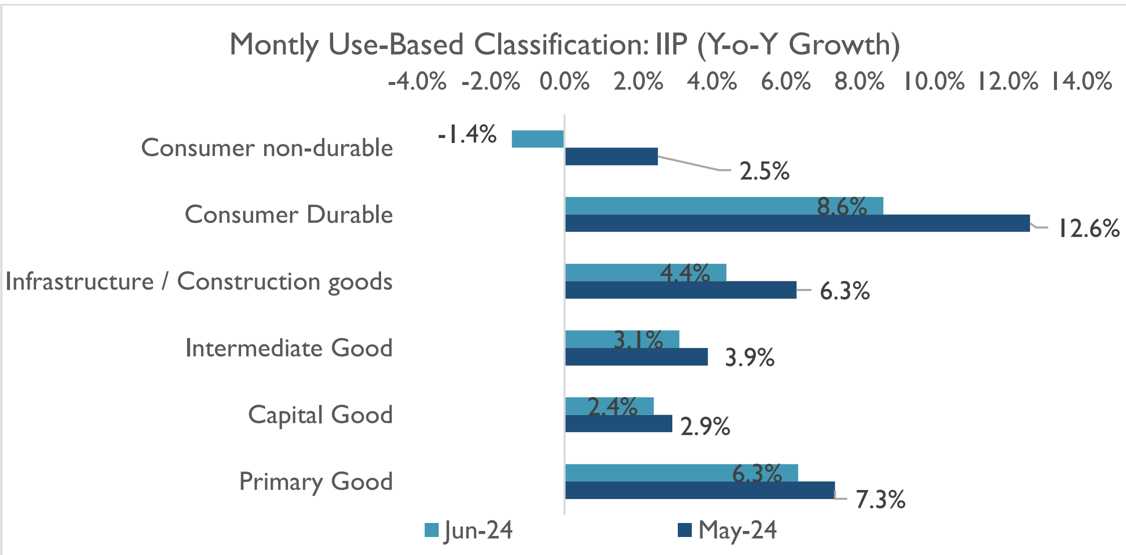
As per the use-based classification, most of the segments has shown growth for FY 2024 as compared to FY 2023. Capital good and primary goods were segments which faced less growth as compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

Monthly IIP Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last fiscal. However, the IIP index slowed to a 5-month low and just grew by 4.24% y-o-y in June against 6.18% in the previous month on the back of slowing growth in the manufacturing section. In June 2024, the manufacturing index growth slowed to 2.6% against 6.3% y-o-y growth in June 2023 and 5% in May 2023 while the electricity sector index and mining index exhibited substantial improvement and they grew by 8.6% and 10.3% in June 2024 against 0.9% and 6.4% growth in April 2023, respectively.

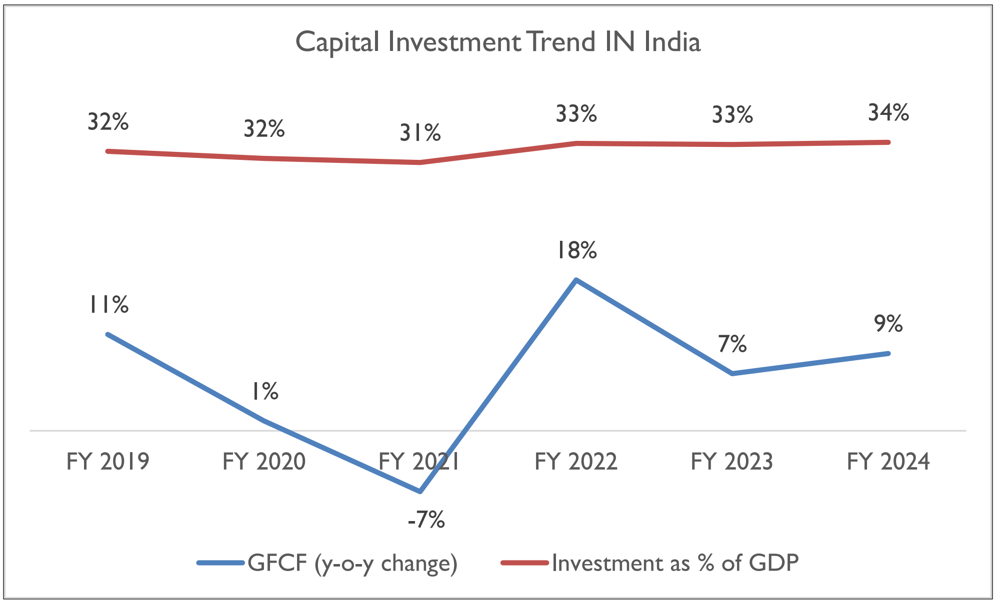


Sources: MOSPI

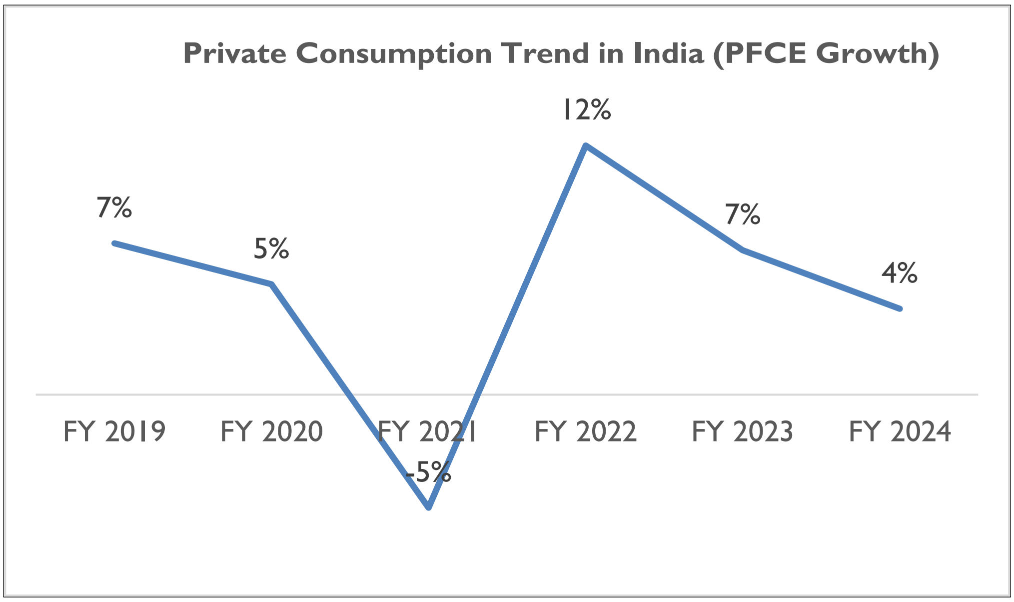
As per the use-based classification, growth in all segments slowed in June 2024 as compared to the previous month. Consumer non-durable declined by 1.4% in June 2024 against 2.5% increase in the previous month. In May 2024, all segments showed a substantial increase in growth.

Investment & Consumption Scenario

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, gained strength during FY 2024 as it grew by 9% on a y-o-y basis against 7% yearly growth in the previous fiscal, while GFCF to GDP ratio measured an all-time high settled higher at 34%.



Sources: MOSPI



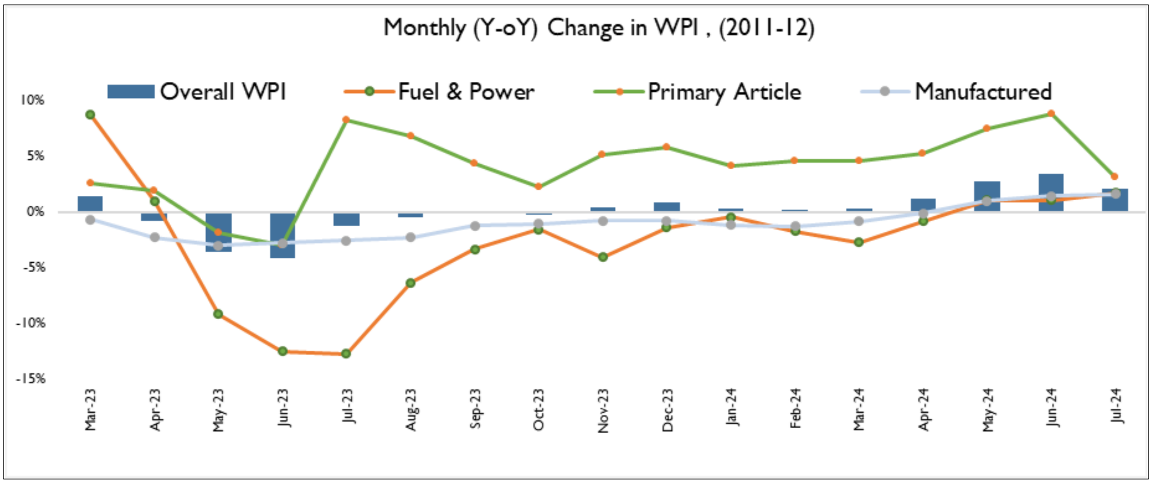
Sources: MOSPI

Private Final Expenditure (PFCE) a realistic proxy to gauge household spending, observed decelerated and registered 4% y-o-y growth in FY 2024 against 7% in FY 2023.

Inflation Scenario

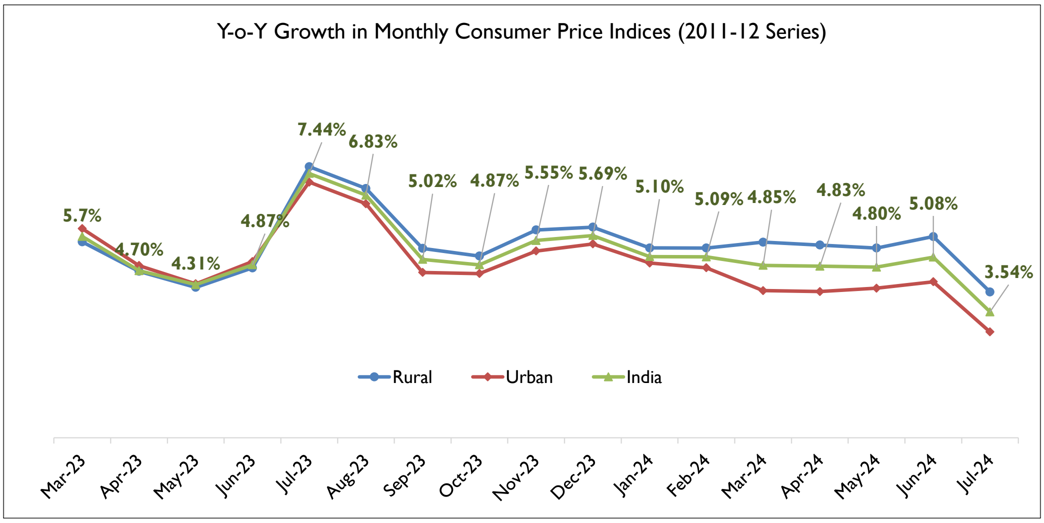
The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from March 2023 to July 2024. Overall WPI saw a sharp decline to -1.2% in July 2023, primarily driven by steep drops in Fuel & Power and Manufactured Products, reflecting reduced global demand and falling input costs. However, a recovery was noted by June 2024, with WPI reaching 3.4%, supported by a strong rise in Primary Articles and a rebound in Fuel & Power prices. By July 2024, while Primary Articles growth moderated to 3.1%, the WPI remained positive at 2.0%, indicating stabilization in the market after earlier volatility.

(Source: D&B Report)



Source: MOSPI, Office of Economic Advisor.

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between March 2023 and July 2024. Rural CPI inflation peaked at 7.63% in July 2023, before declining to 4.10% in July 2024. Urban CPI inflation followed a similar trend, rising to 7.20% in July 2023 and then dropping to 2.98% in July 2024. Overall, the national CPI inflation rate increased to 7.44% in July 2023 but moderated to 3.54% by July 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas over the period. CPI measured below 6% tolerance limit of the central bank since September 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.



Source: CMIE Economic Outlook

India's Growth Outlook

India's economy has exceeded expectations, registering an 8.2% growth in FY24. High-frequency indicators such as automobile sales, e-way bills, cargo traffic, and exports signal sustained growth momentum into Q2 FY25. However, the rural demand outlook is tied to the monsoon, where inconsistent rainfall could impact the agriculture sector and inflation. The government is proactively boosting grain storage capacity to mitigate these risks. On the credit front, the Reserve Bank of India (RBI) has kept the policy rate unchanged, with inflation expected to average around 5% in FY25. Despite stable policy rates, lending rates may rise due to the incomplete transmission of earlier hikes, while strong credit growth in the private sector suggests potential capacity expansion. Supply-side challenges persist, particularly in food storage infrastructure. The government has launched a massive initiative to enhance grain storage capacity by 70 million tonnes over the next five years. The recent long-term agreement for operating Iran's Chabahar Port is also set to bolster trade and supply chain resilience.

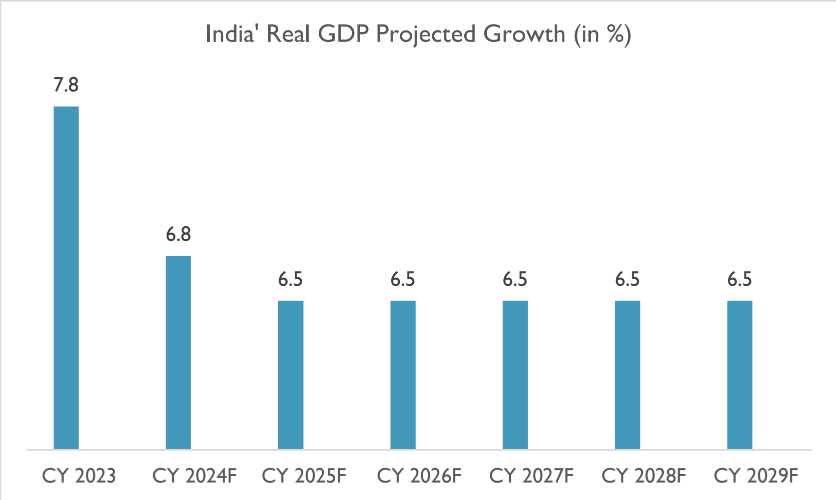
In terms of trade, India's recent agreements, particularly with the European Free Trade Association (EFTA) and Oman, are opening new markets and opportunities for exports. The proposed mega-distribution hub in the UAE by 2025 will further support India's global trade ambitions, particularly in Africa, Europe, and the US.

Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. The external environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability.

Overall, India's short-term growth outlook remains positive, underpinned by strong domestic demand, proactive government measures, and expanding global trade relationships, despite some challenges in the rural economy and supply chain infrastructure.

India's Projected Economic Growth

Looking ahead to 2024, India's projected GDP growth of 6.8% in 2024 stands out as the fastest among major emerging markets, significantly outpacing China's 4.6%, and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2029, reflecting strong economic fundamentals and continued momentum.



Source: IMF

This decent growth momentum in near term (CY 2024) is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow. Additionally, there are positive signs of improvement in net external demand, as reflected in the narrowing merchandise trade deficit. Despite the supply disruptions, exports clocked positive y-o-y growth in December 2023 and January 2024.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on1st Feb 2024. Noteworthy positives in the budget include achieving a lower-than-targeted fiscal deficit for FY2024 and setting a lower-than expected fiscal deficit target for FY2025, proposing dedicated commodity corridors and port connectivity corridors, providing long-term financing at low or nil interest rates to the private sector to step up R&D (Research & Development) in the sunrise sectors.

Achieving a reduced fiscal deficit of 5.8% in FY2024 and projecting a lower than-anticipated fiscal deficit of 4.9% as announced in the interim budget in July 2024 for the current fiscal year (FY 2025) are positive credit outcomes for India. This showcases the country's capability to pursue a high-growth trajectory while adhering to the fiscal glide path. There has been a significant boost to capital expenditure for two consecutive years; capital expenditure – which is budgeted at 3.4% of GDP (INR 11.1 trillion/USD 134 billion) for fiscal year 2024-25 – is at a 21-year high (3.3% of GDP in fiscal year 2023-24. The enhancement of port connectivity, coupled with the establishment of dedicated commodity corridors (energy, mineral and cement), is poised to enhance manufacturing competitiveness. This strategic move aims to fulfil India's export targets and reduce logistics costs.

India's optimistic economic outlook is underpinned by its demographic dividend, which brings a substantial workforce that boosts labor participation and productivity. The burgeoning middle class and urbanization contribute to increased domestic consumption, driven by rising incomes and purchasing power. Extensive investments in infrastructure, encompassing roads, railways, ports, and digital connectivity, are enhancing productivity and efficiency, with government initiatives like the Smart Cities Mission and PM Gati Shakti creating a conducive growth environment. This digital transformation, catalyzed by initiatives such as Digital India, is fostering a tech-driven economy marked by enhanced internet penetration, digital payments, and e-governance, thereby fueling growth in sectors like fintech, e-commerce, and digital services. The push to position India as a global manufacturing hub through Make in India and PLI (Production Linked Incentive) schemes is further boosting industrial output, exports, and domestic production capabilities. Compared to other major emerging markets facing demographic and economic challenges, India's combination of demographic strengths, policy reforms, and strategic initiatives positions it as a standout performer and a significant driver of global economic growth in the foreseeable future.

(Source: D&B Report)

Some of the key factors that would propel India's economic growth.

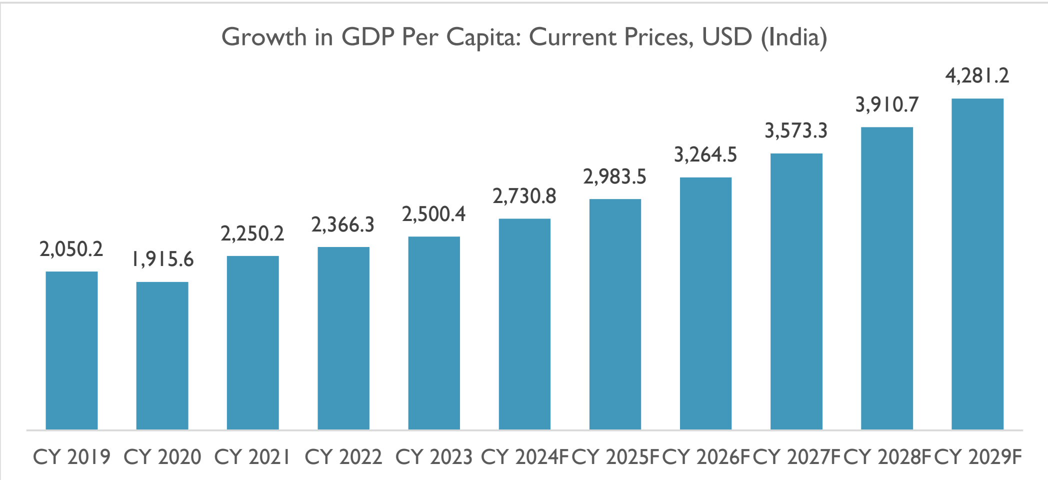
Strong Domestic Demand

Domestic demand has traditionally been one of the strong drivers of Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by Reserve Bank / other institutions points to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. PFCE as a percentage of GDP increased to 58% during FY 2022 and FY 2023 while in FY 2024 it settled at 56%. There are two factors that are driving this domestic demand: One the large pool of consumers and second the improvement in purchasing power. As per National Statistics Office (NSO), India's per capita net national income (at constant prices) stood at INR 1.06 lakhs in FY 2024 against 99,404 in FY 2023 and 87,623 in FY 2018. This increase in per capita income has impacted the purchasing pattern as well as disposable spending pattern in the country. Consumer driven domestic demand is majorly fueled by this growth in per capita income.

India's Per capita GDP trends

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot. This growth is bolstered by a surge in foreign investments and a wave of new trade agreements with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

To achieve its vision of becoming the world's third-largest economy by 2027-28, India will need to implement transformative industrial and governmental policies. These policies will be crucial for sustaining the consistent growth of the nation's per capita GDP over the long term.



From CY 2024-29, India’s per capita GDP is projected to grow at a compound annual growth rate of 9.4%. This growth will be driven by the service sector, which now accounts for over 50% of India's GDP, marking a significant shift from agriculture to services.

Digitization Reforms

Ongoing digitization reforms and the resultant efficiency gains accrued would be a key economic growth driver in India in the medium to long term. Development of digital platforms has helped in the seamless roll out of initiatives like UPI (Unified Payments Interface), Aadhaar based benefit transfer programs, and streamlining of GST (Goods and Services Tax) collections. All of these have contributed to improving the economic output in the country. Some of the key factors that have supported the digitization reforms include – the growth in internet penetration in India together with drop in data tariffs, growth in smartphone penetration, favorable demographic pattern (with higher percentage of tech savvy youth population) and India’s strong IT (Information Technology) sector which was leveraged to put in place the digital ecosystem. All these factors are expected to remain supportive and continue to propel the digitization reforms in India.

Increased adoption of digital technology and innovation, inclusive and sustainable practices, business-friendly and transparent regulations, and heightened corporate research and development (R&D) investments will further bolster the country’s growth. These factors will collectively support employment growth across both private and public sectors, including micro, small, and medium enterprises (MSMEs).

(Source: D&B Report)

INDIAN PHARMACEUTICAL INDUSTRY

Indian pharmaceutical industry is ranked as the third largest in the world, in terms of volumes of drugs manufactured and thirteenth largest, in terms of value. The Country is also the world’s largest supplier of cost-effective generic drugs, and accounts for nearly one fifth of the global trade in generic drugs. India has achieved an enviable position in global generic drug market on the back of its strength in organic chemical synthesis and process engineering.

Indian pharmaceutical industry, which followed process patent structure for close to 30 years -till the amendment of Patent Act in 2005- was favorable for generic drug manufacturers. The process patent structure allowed industry to launch low-cost alternatives to innovator drugs, if the manufacturing process was different. India with its technically skilled labor force was able to reverse engineer patented drugs, and hence became one of the largest and most developed generic drug markets in the world.

The strong generic drug manufacturing infrastructure developed during the process patent regime helped India to become the leading exporter of generic drugs. Additionally, heavy investments in the manufacturing infrastructure which includes the highest number of US FDA certified facilities (outside the US), also ensured Indian drug manufacturers to meet the quality standards mandated by regulated drug markets like the US and EU.

Today India accounts for nearly 60% of the global vaccine production. This includes nearly 70% of WHO demand for vaccines to combat Diphtheria, Tetanus, Pertussis and BCG vaccine as well as nearly 90% of measles vaccine demand. Nearly 80% of the antiretrovirals drugs used to combat AIDS used globally is supplied by Indian pharmaceutical companies.

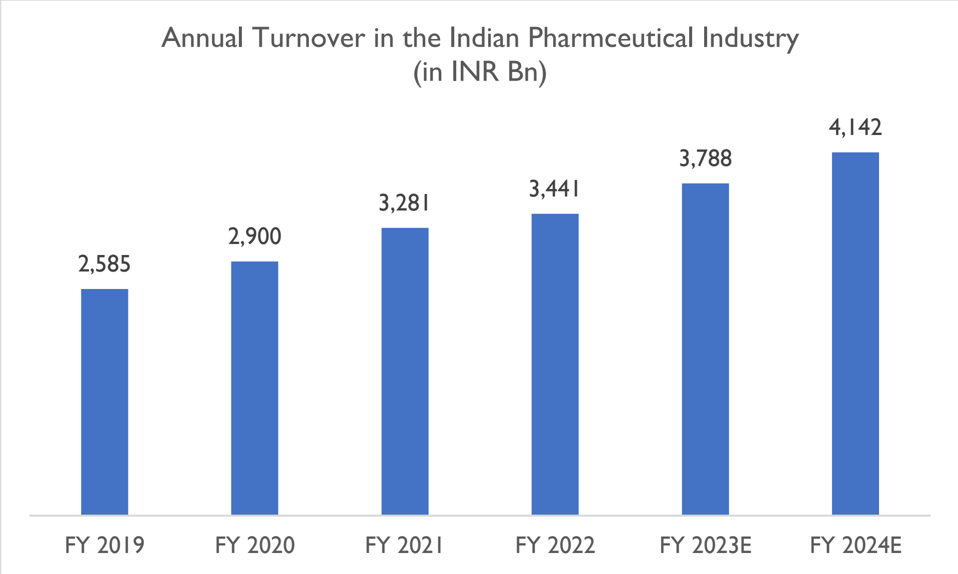
The change in pharmaceutical patent regime have resulted in increased focus on Research & Development initiatives. Today, in the field of innovator drugs as well as biologics, Indian pharmaceutical industry is considered a leader among developing economies.

Key segments in Indian pharmaceutical industry are:

- Active Pharmaceutical Ingredient / Bulk Drug Manufacturers
- Formulation Manufacturers
- Contract Research and Manufacturing Service Companies
- Biotechnology Companies

Market Scenario

India's strong position in generic drug manufacturing has been a major growth driver for the pharmaceutical industry. With patents expiring on several blockbuster drugs globally, Indian pharmaceutical companies have capitalized on the opportunity to produce and export cost-effective generic alternatives, boosting turnover. Between FY 2019 – FY 2024, annual turnover in the Indian Pharmaceutical Industry increased at a CAGR of 9.9%, growing from INR 2,585 Bn in FY 2019 to and estimated INR 4,142 Bn in FY 2024.



Source: Annual Report, Department of Pharmaceuticals, Dun & Bradstreet Estimates

Additionally, the pharma companies have been expanding their footprint in global markets. Strategic acquisitions, partnerships, and compliance with international quality standards have enabled Indian firms to increase their exports, thereby enhancing their revenue streams. Increased investment in research and development (R&D), innovation in drug formulations, and the development of new therapeutic segments have also driven industry growth. The focus on biopharmaceuticals, vaccines, and biosimilars has opened new revenue channels.

The COVID-19 pandemic significantly impacted the pharmaceutical industry, with increased demand for medications, vaccines, and healthcare products. Indian pharmaceutical companies played a crucial role in global vaccine supply, and the surge in demand for COVID-19-related treatments and healthcare products contributed to higher turnover during FY 2021, with a year-on-year growth of 13%.

Furthermore, efforts to enhance the supply chain infrastructure, reduce dependency on raw material imports, and increase domestic production of Active Pharmaceutical Ingredients have bolstered industry growth. Government initiatives like the Production Linked Incentive scheme for promoting domestic manufacturing of critical APIs and key starting materials have provided a significant boost

Key Demand Drivers

The domestic demand for drugs & pharmaceuticals is driven by increasing number of old populations, higher spending on healthcare, penetration of health insurance products, as well as rise in incidence of diseases. Exports also plays a large part in shaping the demand scenario in the industry, as India is the largest exporter of generic medicines in the world.

Domestic Demand Scenario: Key Factors

Aging Population: Demand for healthcare products & services is highest among people aged 60 and above. Hence the size of this population segment has a significant impact on demand. According to population census conducted in 2011 there were 104 million people falling in the said age bracket, making up to nearly 8.6% of total population. By 2026 this population segment is expected to reach nearly 173 million.

Improvement in Affordability: The per capita income level in India has gone up substantially, as the industrial growth created hundreds of thousands of jobs. The disposable income level among Indians, particularly among urban population has improved considerably. This has directly resulted in increasing the pool of people who can access healthcare products and services.

Nutraceuticals: Nutraceuticals, functional foods or dietary supplements, have emerged as a pivotal force driving the growth of the Indian pharmaceutical industry. As consumers increasingly prioritize health and wellness, the demand for these products has surged, creating a lucrative market for pharmaceutical companies. Nutraceuticals offer a unique blend of nutrition and pharmaceutical benefits, addressing a wide range of health concerns, from immunity and digestive health to cognitive function and weight management. This growing demand has spurred pharmaceutical companies to invest in research and development, expand their product portfolios, and establish a strong presence in the nutraceutical market. As a result, the Indian pharmaceutical industry has witnessed a significant increase in revenue, exports, and employment opportunities. Moreover, the rising demand for nutraceuticals has also led to a corresponding increase in the demand for Active Pharmaceutical Ingredients (APIs), the essential building blocks of these products. This has created a positive ripple effect throughout the pharmaceutical value chain, benefiting API manufacturers, suppliers, and distributors.

The Indian nutraceutical market is projected to grow at a CAGR of 10-12% over the next few years. This growth is expected to drive a corresponding increase in the demand for APIs used in nutraceutical production. The Indian government has also recognized the potential of the nutraceutical industry and has implemented various policies and initiatives to promote its growth. These measures include tax incentives, research and development support, and quality control regulations.

Personal Care Products

Personal care products, encompassing a wide range of items from skincare and haircare to cosmetics and toiletries, have become an integral part of modern lifestyles. The increasing emphasis on personal grooming and well-being has fueled a surge in demand for these products, driving growth within the Indian pharmaceutical industry. Pharmaceutical companies have capitalized on this trend by expanding their product lines to include personal care items, leveraging their expertise in formulation, quality control, and distribution. The demand for personal care products has created a significant market for Active Pharmaceutical Ingredients (APIs), which are used in the production of various personal care formulations. As consumers seek products with natural and therapeutic properties, there is a growing preference for APIs derived from herbal and botanical sources. This has led to increased demand for herbal extracts, essential oils, and other natural ingredients, stimulating growth in the API market.

In addition to driving demand for APIs, personal care products also contribute to the growth of the pharmaceutical industry in other ways. For example, many personal care companies are investing in research and development to develop new products that combine elements of personal care and pharmaceuticals. These products, often referred to as "cosmeceuticals," offer consumers a range of benefits, including improved skin health, hair growth, and overall well-being.

Veterinary products

The Indian pharmaceutical industry is significantly driven by the demand for veterinary products. The country's vast livestock population, coupled with rising awareness of animal health and increasing disposable incomes, has created a robust market for veterinary pharmaceuticals. This demand for veterinary products, in turn, drives the demand for Active Pharmaceutical Ingredients (APIs), the essential building blocks of these medications.

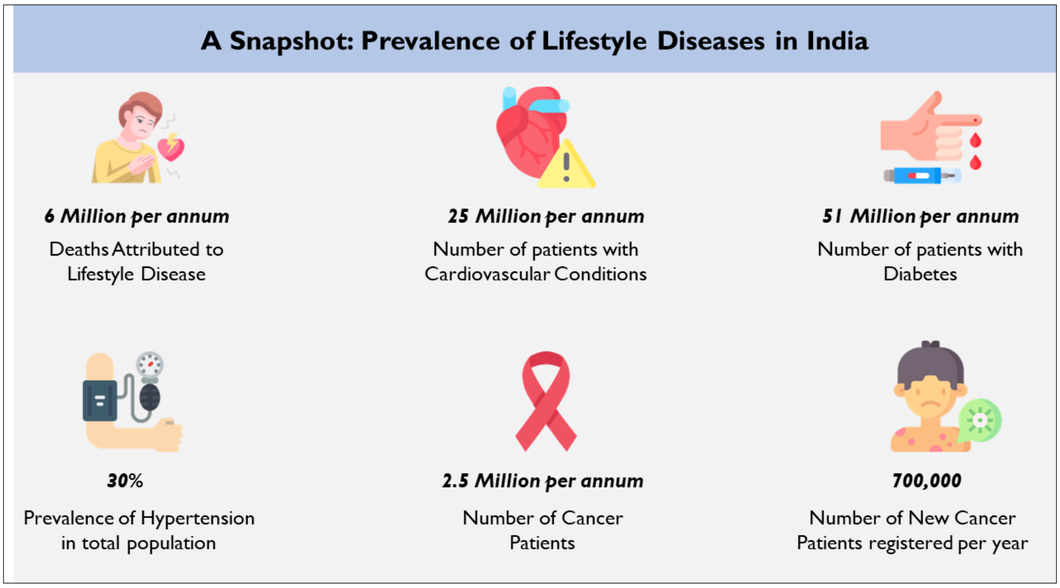
Veterinary pharmaceuticals encompass a wide range of products, including vaccines, anthelmintics, antibiotics, and other treatments for various animal diseases. As the livestock sector expands and becomes more sophisticated, the demand for these products is expected to grow steadily. Indian pharmaceutical companies have been quick to capitalize on this opportunity, investing in research and development to develop innovative veterinary solutions.

Penetration of Health Insurance Products: It is estimated that nearly 70% of healthcare cost in India is met through out-of-pocket expenditure, creating a dent in the financial health of Indians. The health insurance penetration in India is estimated to be abysmally low at 20%. This high out of pocket expenditure is restricting a sizable segment of patients from accessing pharmaceutical products.

The recent move by the Government of India to launch National Health Protection Mission is expected to increase the health insurance penetration. The target of the program is to provide a health cover of INR 5 lakh per family, to about 10.7 crore families belonging to poor & vulnerable population segment. This would significantly improve the number of patients who can access healthcare products.

Higher Incidences of Lifestyle Diseases: As per a study by Confederation of Indian Industry (CII), approximately 5.8 million Indians die every year from heart disease, stroke, cancer, and diabetes. These medical conditions which are collectively labeled as a lifestyle disease, as their origin is often associated with changes in lifestyle to a consumption-oriented unhealthy lifestyle.

WHO puts the number of diabetes patients in India at 51 million, making it the diabetes capital of the world. The number of patients suffering from cardiovascular diseases is estimated at 25 million, accounting for 60% of total cardiovascular patients in the world.



Source: Dun & Bradstreet Research

These lifestyle diseases, which was once confined to older people is increasingly affecting the younger population, those typically in the age range of 25 to 44. In the national census conducted in 2011, the number of people in the age group 25 to 44 was estimated at 348 million. If the population growth in this segment continues its historical trend, by 2021 there would be close to 423 million people in the age group 25 to 44, translating into a larger base of patients with lifestyle diseases.

Drugs meant to treat these lifestyle diseases are some of the most expensive in the world. Consequently, the expenditure on drugs in the country with a sizable number of patients with lifestyle disease would be one of the highest in the world.

India with its rising number of patients with lifestyle diseases presents an attractive market for pharmaceutical companies. However, most drugs to treat lifestyle diseases are still under patent protection, making it out of bounds for Indian pharmaceutical companies. Nevertheless, the patent protection period of few of these medicines is reaching its end stages, presenting opportunities for generic drug manufacturers in India.

Export Demand: India exported nearly INR 1,794 Bn worth of drugs & pharmaceutical products in FY 2024, making it one of the major pharmaceutical exporters globally. Majority of this export goes into regulated markets including the US, UK and Japan. This include exports of both on-patent and off-patent drugs. India's ascension to the top of global pharmaceutical product exports happened within a span of 10 to 12 years. Annual exports were only INR 90 Bn in FY 2005, but by FY 2019 it crossed INR 1,000 Bn, and by FY 2024, it crossed INR 1,700 mark. In fact, most of the major Indian pharmaceutical companies derive nearly half of their annual revenue from exports.

(Source: D&B Report)

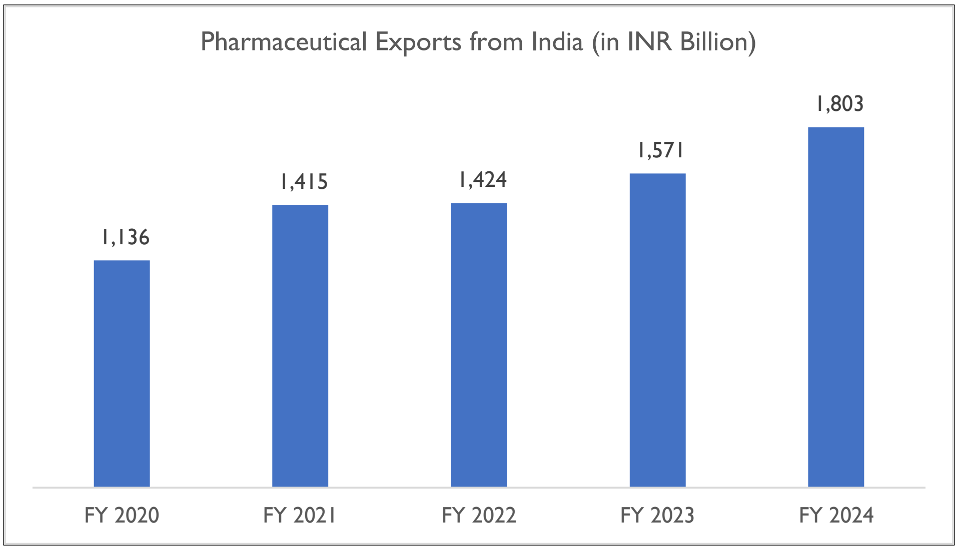
Export of Pharmaceutical Products

Export of Formulations

India is the leading exporter of generic formulations in the world, supplying low-cost pharmaceutical formulations to nearly 200 countries across the globe. These include highly regulated markets like US, EU and Japan as well semi-regulated markets across Asia, Africa, South America, Middle East and Africa. Generic drug formulation dominates the pharmaceutical exports from India, while those of biologics, and biosimilars are picking up (but still remain low). The export of API / bulk drugs from India is low, as domestic manufacturing volume well below demand.

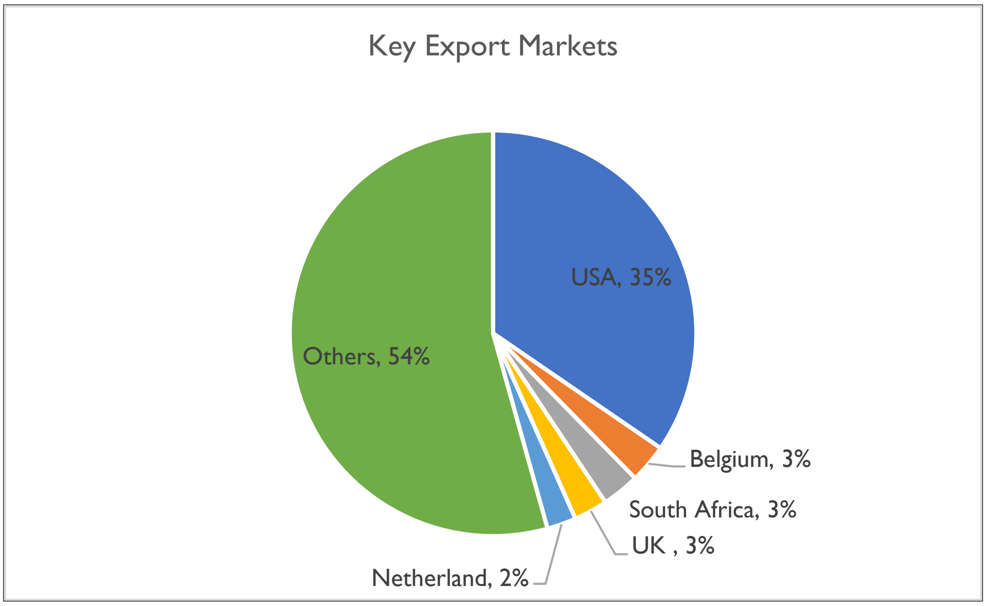
Pharmaceutical exports in FY 2024 totalled INR 1,803 Bn, marking a year-on-year growth of 15% over previous year's figures. The financial years 2022 and 2023 posed significant challenges for Indian pharmaceutical companies due to numerous quality control issues with their drugs reported in countries such as Gambia, Sri Lanka, and Uzbekistan. In 2023, Indian-produced medications faced heightened scrutiny after complications arose in patients following cataract surgeries at government hospitals.

Additionally, the deaths of 88 children in Gambia and Uzbekistan linked to Indian-made cough syrup tarnished India's reputation as a leading global pharmaceutical provider. In response, the Indian government revised the rules under Schedule M of the Drugs and Cosmetics Rules, 1945, in January 2024, establishing new quality standards to align with current global regulatory requirements. Thus, on the back of improved quality standards and increasing market opportunities bolstered by healthy demand in countries like the US, exports recorded healthy growth rate in FY 2024.



Source: Directorate General of Foreign Trade

USA is the largest export market for pharmaceutical formulations, accounting for a share of 35% in total exports in FY 2024. Other major markets include UK, Belgium, South Africa and Netherlands. Together these five markets accounted for nearly 46% of the total exports in FY 2024.

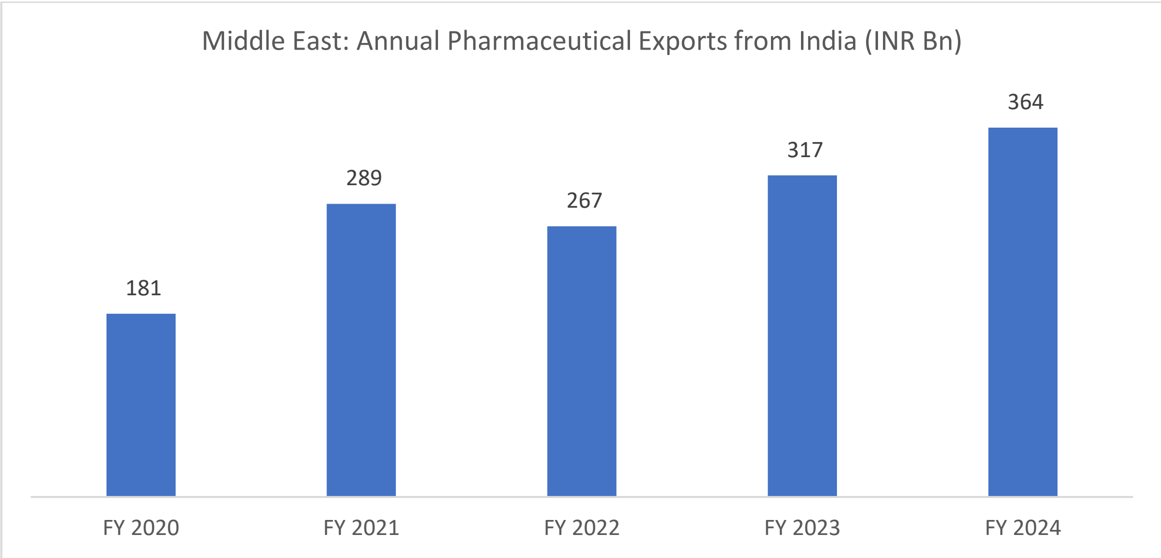


Source: Directorate General of Foreign Trade

Regional Analysis: Pharmaceuticals Exports from India

Middle East

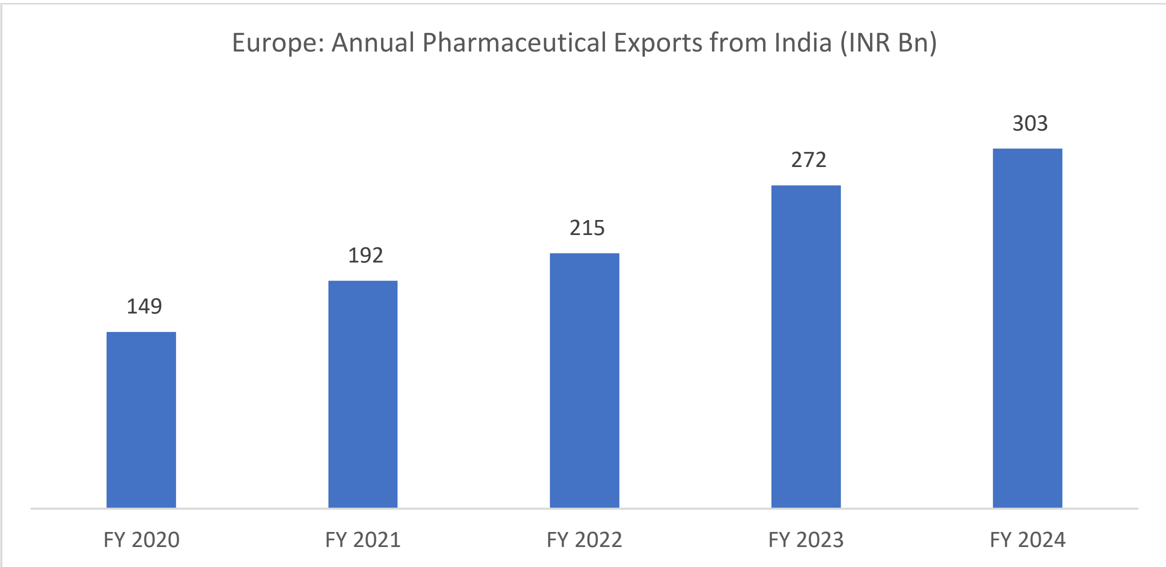
The Middle East has emerged as significant market for Indian pharmaceutical exports. The exports to the Middle East surged from INR 181 billion in FY 2020 to INR 364 billion in FY 2024, indicating a CAGR of over 15%. This growth can be attributed to the region's growing population, increasing healthcare spending, and the demand for affordable medicines. In FY 2024, the Middle East contributed 20.2% to India's total pharmaceutical exports. Saudi Arabia, the United Arab Emirates, and Iran have been among the top destinations for Indian exports within the Middle East.



Source: Central Intelligence Agency (CIA)

Europe

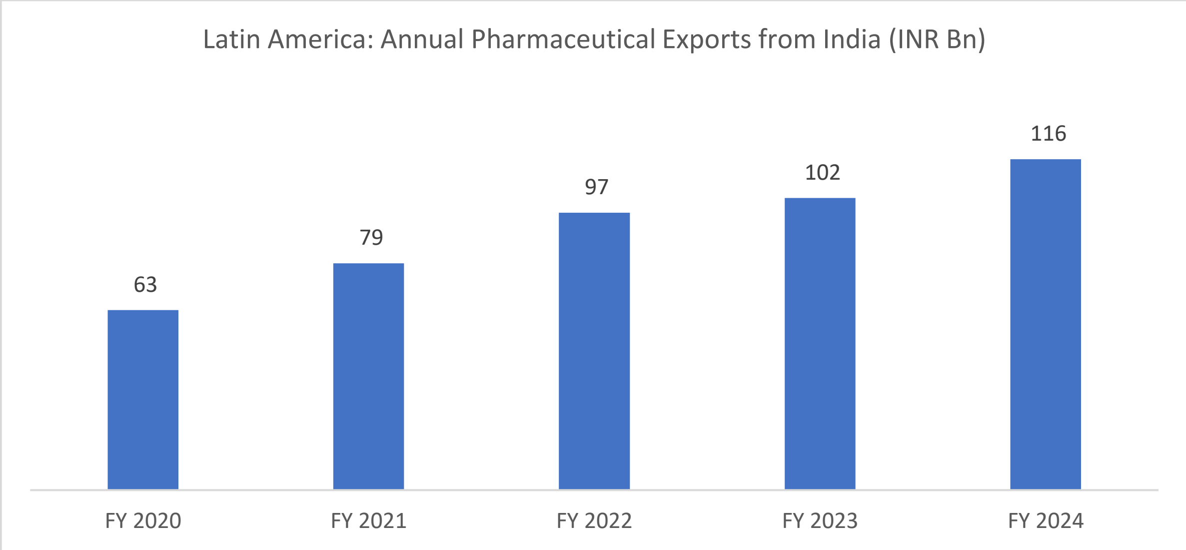
Europe has been a stalwart market for Indian pharmaceutical exports, consistently exhibiting growth over the period. The exports to Europe increased from INR 149 billion in FY 2020 to INR 303 billion in FY 2024, reflecting a compound annual growth rate (CAGR) of approximately 13%. This growth can be attributed to several factors, including India's reputation for producing high-quality generic drugs, a strong regulatory framework, and increasing demand for affordable healthcare solutions. Europe contributed 16.8% to India's total pharmaceutical exports, with exports reaching INR 303 billion. The region's large population, mature healthcare systems, and regulatory frameworks have contributed to its sustained demand for Indian-made pharmaceuticals. The UK, Germany, and France have been among the top destinations for Indian exports within Europe.



Source: Directorate General of Foreign Trade

Latin America

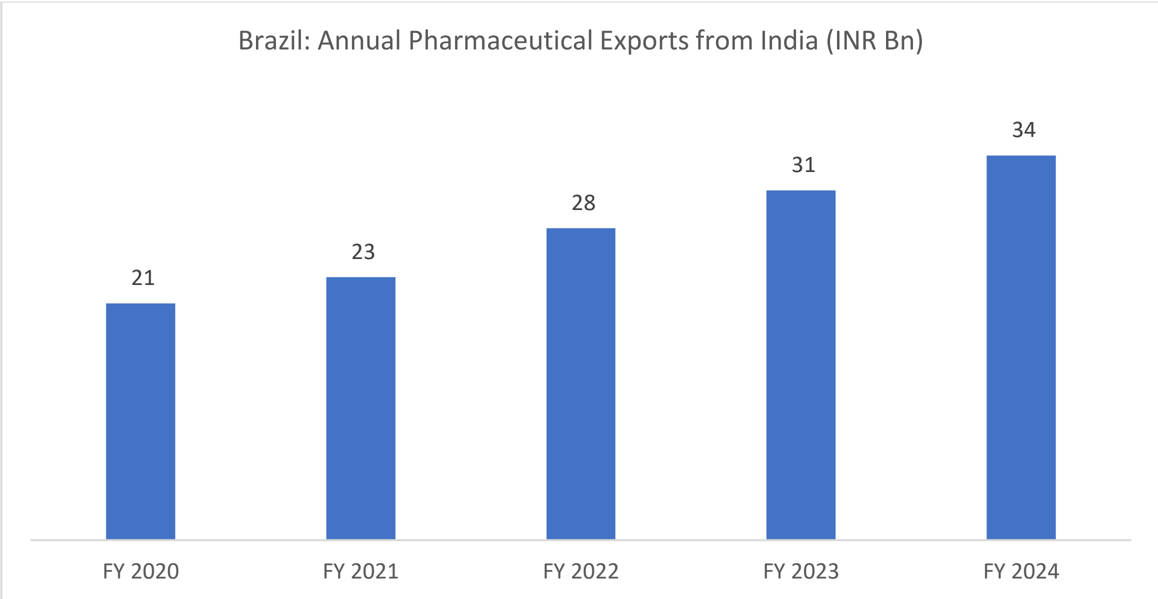
Indian pharmaceutical exports to Latin America have also witnessed a steady upward trajectory. The exports rose from INR 63 billion in FY 2020 to INR 116 billion in FY 2024, registering a CAGR of around 10%, accounting for 6.4% of the total exports. The region's growing population, rising healthcare expenditure, and increasing awareness of generic drugs have contributed to this growth. India's ability to offer cost-effective alternatives to branded drugs has made it a preferred supplier for Latin American countries. Brazil, Mexico, and Argentina have been key markets for Indian pharmaceutical companies.



Source: Directorate General of Foreign Trade

Brazil

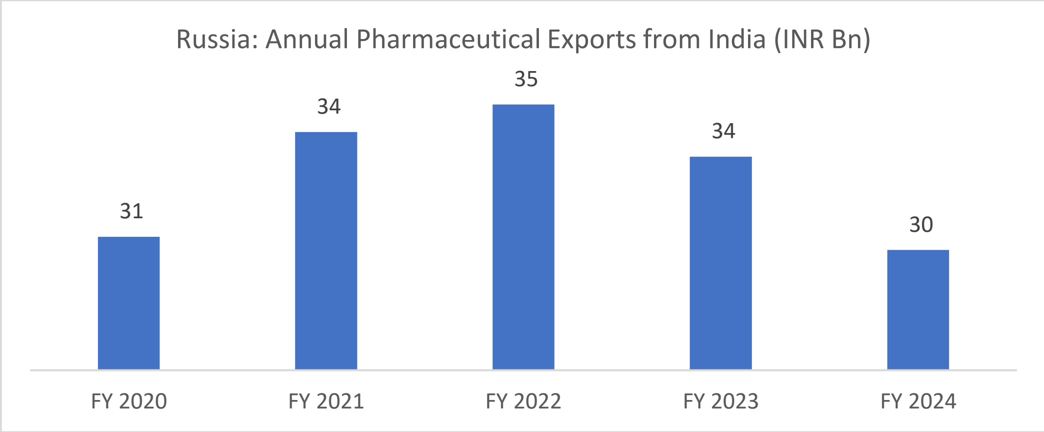
Brazil has emerged as a significant market for Indian pharmaceutical exports, with shipments reaching INR 34 billion in FY 2024. The country's large population, growing middle class, and increasing healthcare spending have made it an attractive destination for Indian companies. In FY 2024, Brazil accounted for 1.9% of India's total pharmaceutical exports.



Source: Directorate General of Foreign Trade

Russia

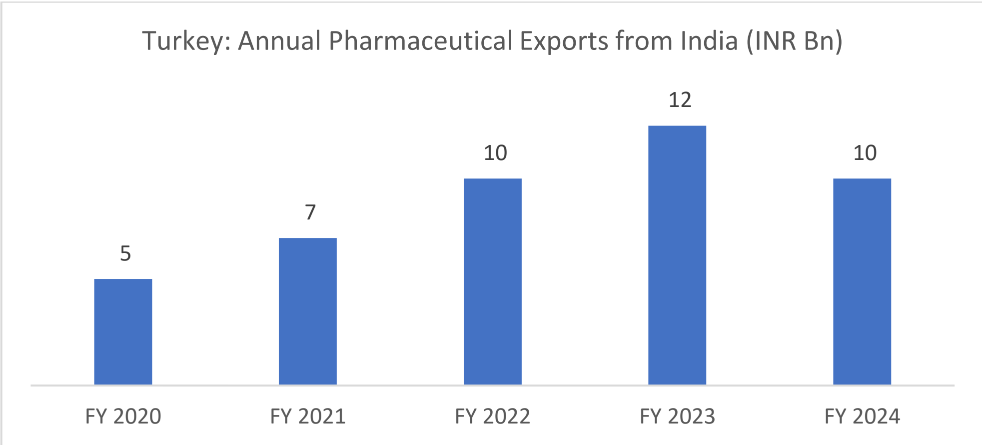
India's exports to Russia have declined slightly in recent years, reaching INR 30 billion in FY 2024. The Russian market, characterized by its large population and growing healthcare needs, offers potential for Indian pharmaceutical companies. However, economic sanctions and geopolitical factors have impacted trade flows.



Source: Directorate General of Foreign Trade

Turkey

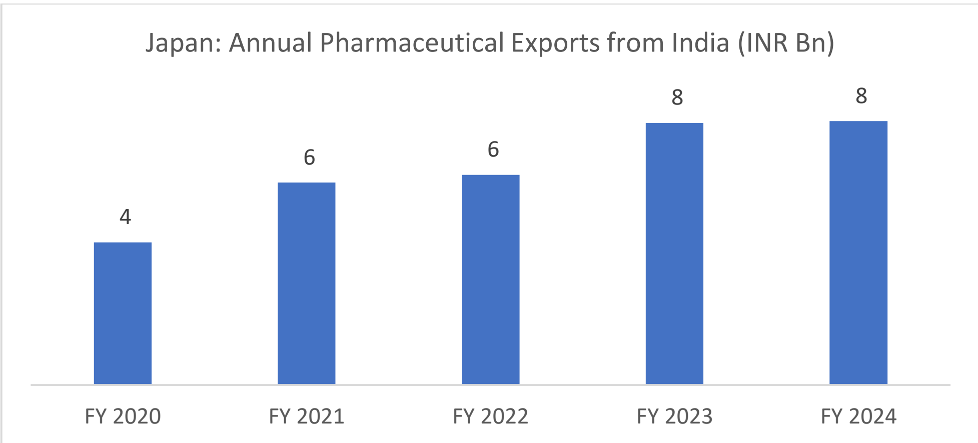
India's exports to Turkey have shown a steady increase, reaching INR 10 billion in FY 2024. Turkey's growing economy, increasing healthcare spending, and a favorable regulatory environment have contributed to its attractiveness as a market for Indian pharmaceuticals.



Source: Directorate General of Foreign Trade

Japan

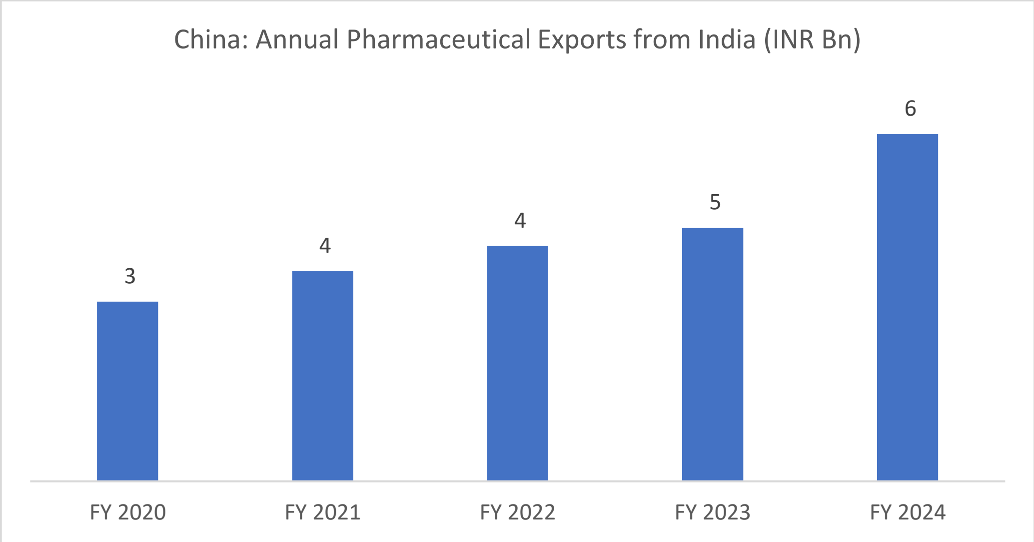
India's exports to Japan have remained stable, reaching INR 8 billion in FY 2024. Japan's stringent regulatory standards and a focus on high-quality pharmaceuticals have made it a challenging market for Indian exporters. Nevertheless, Indian companies have been able to gain a foothold in certain segments, particularly generic drugs.



Source: Directorate General of Foreign Trade

China

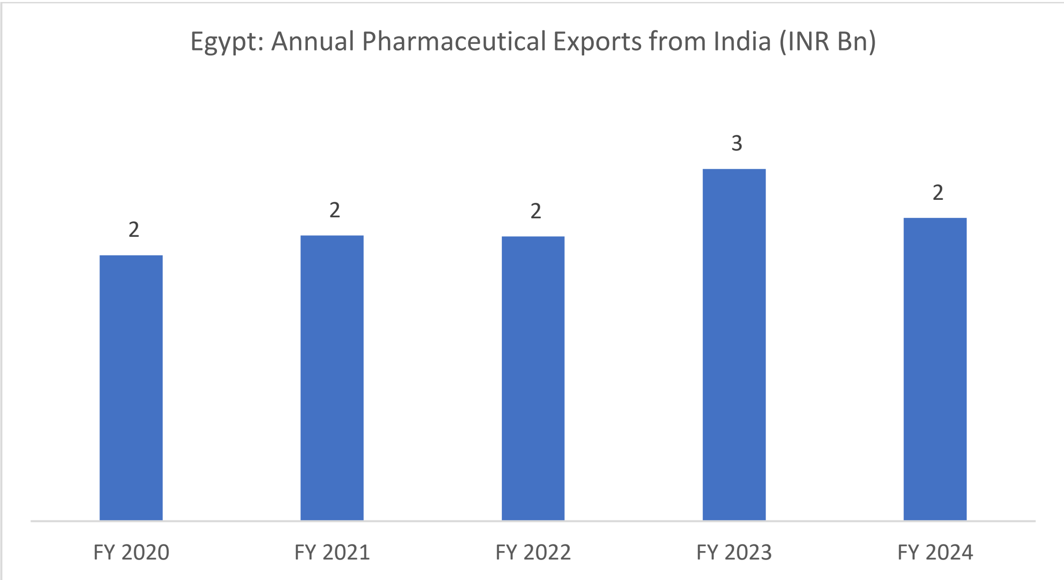
While China is a major player in the global pharmaceutical market, India's exports to this region have remained relatively small. The exports have increased from INR 3 billion in FY 2020 to INR 6 billion in FY 2024. However, the Chinese pharmaceutical market is highly competitive, and Indian companies face challenges in gaining market share. Regulatory hurdles and competition from domestic manufacturers have posed challenges.



Source: Directorate General of Foreign Trade

Egypt

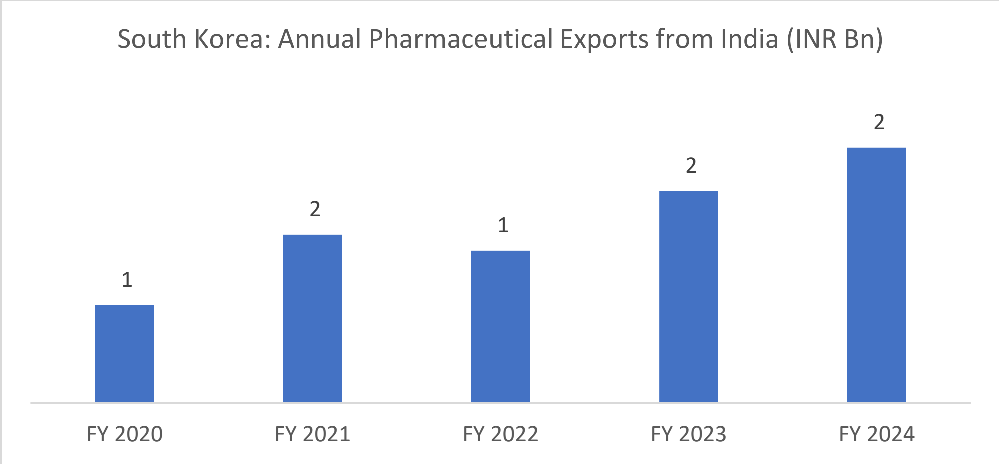
India's exports to Egypt have remained relatively small, reaching INR 2 billion in FY 2024. Egypt is a developing market with a growing population, but it faces economic challenges that limit its pharmaceutical market growth.



Source: Directorate General of Foreign Trade

South Korea

India's exports to South Korea have remained relatively stable. The exports have increased from INR 1 billion in FY 2020 to INR 2 billion in FY 2024. The Korean market, known for its advanced healthcare infrastructure and stringent quality standards, requires Indian companies to meet stringent regulatory requirements.



Source: Directorate General of Foreign Trade

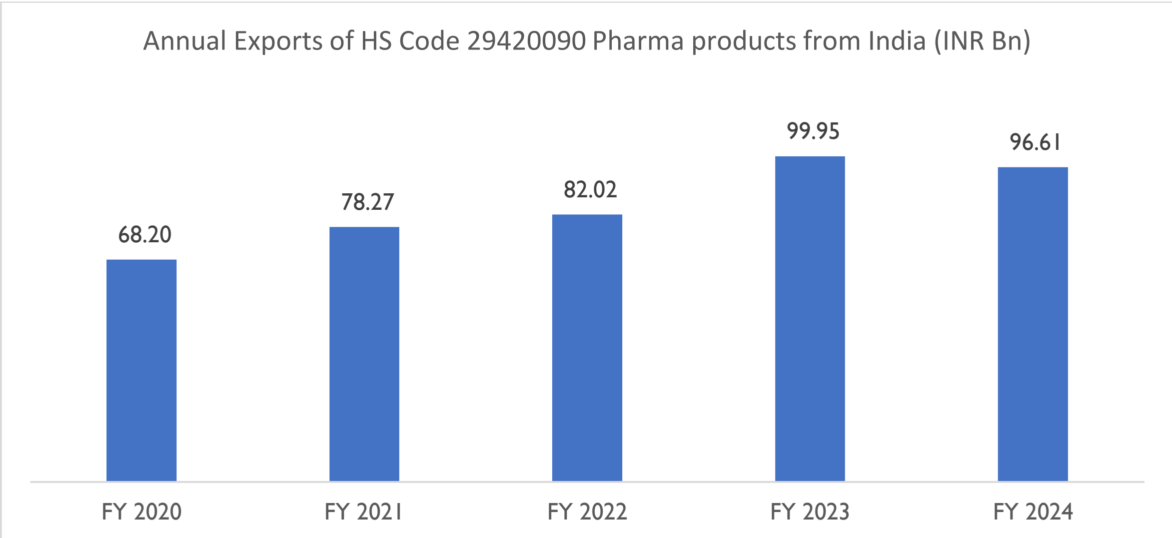
(Source: D&B Report)

Product Analysis: Pharmaceuticals Exports from India

HS Code 29420090 Pharmaceuticals

HS Code 29420090 encompasses a diverse range of pharmaceutical products, including diloxanide furoate, cimetidine, famotidine, and other unspecified (nes) compounds. These drugs serve vital roles in treating various medical conditions, such as gastrointestinal disorders, ulcers, and allergies.

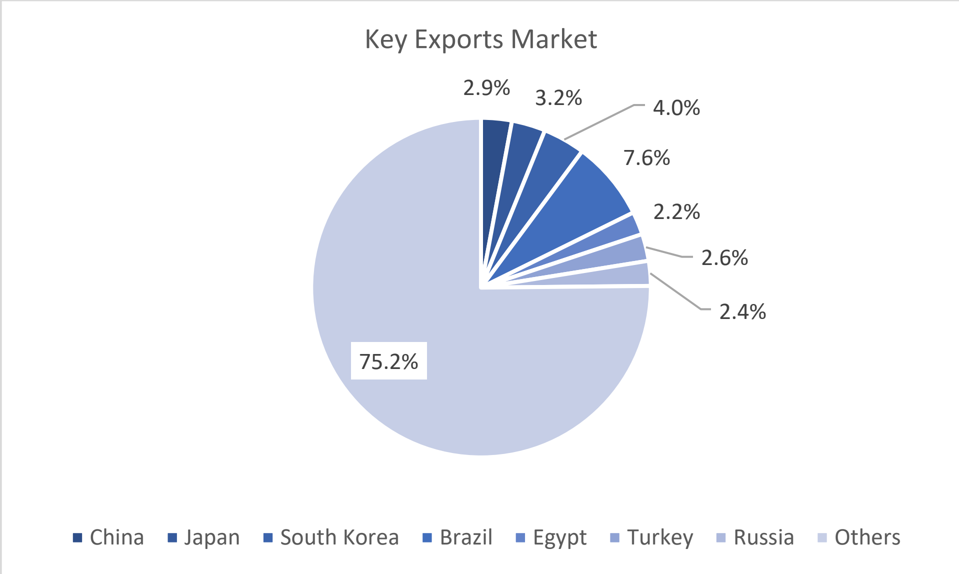
India's exports of HS Code 29420090 pharmaceuticals have exhibited a steady growth trajectory over the past few years. The total value of exports increased from INR 68.20 billion in FY 2020 to INR 96.61 billion in FY 2024, reflecting a compound annual growth rate (CAGR) of approximately 7.4%.



HS Code 29349990 Pharmaceuticals

HS Code 29349990 encompasses a diverse range of other heterocyclic compounds used in the pharmaceutical industry. These compounds serve as essential building blocks for various medications, including anti-infective agents, anti-inflammatory drugs, and cardiovascular medications.

India's exports of HS Code 29349990 pharmaceuticals have experienced fluctuations over the past few years. While there was a slight decline from FY 2021 to FY 2023, the exports rebounded in FY 2024, reaching INR 43.54 billion. This indicates a continued demand for these compounds in the global market.



Source: Directorate General of Foreign Trade

Import Dependency for Raw Materials

Despite the advances in pharmaceutical manufacturing, India remains completely dependent on imports for its Active Pharmaceutical Ingredient (API)/ Bulk Drug needs. According to Ministry of Chemicals and Fertilizers, India imports nearly USD 3.6 Bn worth of API/Bulk Drug for its pharmaceutical industry. Nearly two third of these imports comes from China. This indicates the overwhelming dependency of Indian pharmaceutical industry on Chinese API imports. More than 100,000 tons of API required for manufacturing antibiotics is imported to the country every

This dependency on China exposed the Indian pharmaceutical industry to risks earlier this year when API supply from China was disrupted due to Covid impact. Consequently, the pharmaceutical industry went up several times causing significant financial strain to the domestic pharmaceutical industry.
Since then the price level has come down, as supply disruption has been mitigated. Nevertheless, the covid pandemic has forced the pharmaceutical industry and Government to take steps to prevent any recurrence of such a scenario. The major step has been two key policies to improve the bulk drug / API manufacturing scenario in India, namely the Product Linked Incentive (PLI) scheme for bulk drug manufacturing and bulk drug park scheme.

Execution of Production Linked Scheme

PLI scheme for promotion of manufacturing of KSM / DI / API is widely expected to help Indian pharmaceutical industry to scale down its raw material imports. As per Department of Pharmaceuticals, Indian pharmaceutical industry is heavily dependent on import of 53 critical APIs, and the policy has been designed to specifically target the domestic production deficit of these crucial input materials.

Towards this, the department has identified 41 KSM / DI / API which needs to be manufactured at large scale If India is to reduce its import dependency. As a first step the department has identified 50 companies to manufacture these 41 compounds. Depending on the compound and the method of synthesis, the incentive scheme would run till the end of this decade. Given the wide scope of products eligible for PLI and the fairly long period of incentive support, the department of pharmaceutical is hoping to steadily decline API imports and by the end of this decade to become self-sufficient in raw materials or to drastically reduce the import dependency.

Regulatory Scenario

Indian pharmaceutical industry is guided by two notable regulatory aspects, namely The Patent (Amendment) Act 2005 and Drug (Control) Act, 1950. The former changed the intellectual property (IP) framework in Indian pharmaceutical industry, making it illegal to market generic formulations of drugs that are under patent protection.
Patent Framework.

Indian pharmaceutical industry made a name for itself as the global hub for generic drugs due to its ability to synthesize generic formulations of innovator drugs. The IP framework prevailing before the Patent Act of 2005 was favoring domestic companies and offered little / no protection to patented drugs that were being marketed in the country. The introduction of

The Patent (Amendment) Act 2005 shifted the IP framework in favor of innovator pharmaceutical holding patent on their products. This change forced Indian pharmaceutical sector to reinvent itself. The growth in export of generic formulations (of off-patent drugs) to developed markets took off around the same time, as Indian pharmaceutical companies began to look at alternative markets for their products.

Drug Price Regulatory Framework

Price control in Indian pharmaceutical industry was first introduced in early 1960s, due to the national emergency caused by India China war. Since then the price control regulations have remained in place with the Government modifying key regulations from time to time. The latest revisions regulating the price of drugs marketed in India happened in 2013, when “The Drug (Price Control) Order, 2013” came into force. The primary objective behind the drug price control regulations is to ensure availability of essential medicines at affordable prices.

The new order defines the methodologies adopted to fix the ceiling price of drugs, margin to retailer as well as maximum retail price that can be charged. As per the latest update (happened in August 2018) the Government has notified ceiling price for 857 pharmaceutical formulations. The process of identifying formulations that need to be brought under price control as well as fixing the ceiling price is done by National Pharmaceutical Pricing Authority (NPPA), an independent regulator constituted under the Department of Pharmaceuticals. The mandate of NPPA is to ensure availability and accessibility of essential medicines at affordable prices.

Notable Government Schemes

Pradhan Mantri Bhartiya Janaushadhi Pariyojana (PMBJP): The scheme, formerly known as Jan Aushadhi program, is intended to ensure the availability of quality generic medicines at affordable prices. The scheme is currently implemented by a registered body – Bureau of Pharma PSUs of India (BPPI) – and covers more than 800 formulations and 154 surgicals & consumables across major therapeutic segments including anti-infectives, anti-allergic, anti-diabetics, cardiovascular, anti-cancer, and gastro-intestinal medicines, among others.

The medicines, at discounted price, is sold through PMBJP kendras that are spread across the country. As on November 2018 nearly 4,400 such kendras are functioning across the country. It is estimated that patients avail savings in the range of 50 – 90% on medicines purchased from such kendras.

Scheme for Development of Pharmaceutical Industry: The objective of the scheme is to ensure drug security in the country, by increasing the competitiveness and efficiency of the domestic pharmaceutical industry. Indian pharmaceutical industry depends on imports for its bulk drug/API needs, bulk of which is sourced from China. The scenario is similar in the case of medical device industry. The scheme intends to reduce the import dependency. Several sub-schemes have been formulated to achieve this objective. Those are

- Assistance to Bulk Drug Industry for Common Facility Center
- Assistance to Medical Device Industry for Common Facility Center
- Pharmaceutical Technology Upgradation Assistance Scheme
- Assistance for Cluster Development
- Pharmaceutical Promotion Development Scheme

Foreign Direct Investments

The Government has opened pharmaceutical manufacturing to foreign players by relaxing the Foreign Direct Investment cap. As per the current regulatory framework FDI, up to 100% under automatic route is allowed for greenfield project. For brownfield projects, FDI up to 100% is allowed under government approval process. However, up to 74%, FDI in brownfield projects does not require Government approval.

Schemes to improve bulk drug production in India

The Government of India has notified a Production Linked Incentive (PLI) scheme for promoting the domestic production of Key Starting Materials (KSM)/Drug Intermediates (DI) / Active Pharmaceutical Ingredients (API) as well as pharmaceutical formulation products. The gazette notification was published on 21 July 2020.

The need for PLI scheme: Despite being a major pharmaceutical manufacturing and export hub, India is dependent on imports for pharma raw materials (namely APIs). As per the data quoted in the notification, APIs accounted for nearly 63% of total pharmaceutical products imported to India in FY 2019. Industry sources cite that the domestic pharmaceutical industry meets more than 80% of its raw material demand through imports. This high import dependence is a major risk that has the potential to derail the growth prospect of the industry.

If India is to lay claim to the tag of pharmacy to the world, it is imperative that all aspect of drug making is concentrated in domestic market. Moreover, bulk of the raw materials imported comes from China. This high concentration of imports from a single market further increases the risk for the industry. All these factors have prompted the Government to initiate a policy that would encourage domestic API manufacturing. It is a known fact that the preference for imported raw materials was purely due to economic reason.

Domestic API firms are not able to match the low price offered by imports and thus eventually lost out to cheaper imports. The policy had to address this economic reason, and hence the need for an incentive structure. Moreover, the thrust on indigenization is in line with the Atmanirbhar Bharat scheme that is currently promoted by the Government.

The Scheme:

- The PLI scheme provides incentives on the production of 41 eligible products notified by the Department of Pharmaceuticals. These 41 products cover the 53 APIs that is considered critical and is entirely met through imports. The scheme has outlined a minimum threshold investment and minimum annual production volume for each of these 41 products and has also capped the number of eligible applicants in each product category. These 41 products cover KSMs, DI and API that are made either through fermentation or chemical synthesis (4 fermentation based KSM/DI, 10 fermentation based niche KSM/DI/API, 4 chemically synthesized KSM/DI and 23 chemical synthesis based KSM/DI/API).

- The total incentive outlined by the policy is approximately INR 6,940 Crore while the incentive period is for production happening between FY 2021 and FY 2030. Considering the complexity involved in production process, a gestation period is allotted to the selected applicant to start manufacturing. This is 2 years in the case of fermentation based compound and one year in the case of chemical synthesis. It is mandated that the incentive is applicable only on domestic sales, and the incentive would be calculated on the net sale of the eligible product made in the domestic market.

- The incentive rate is flat 10% for chemically synthesized product throughout the term period while for fermentation based product it is staggered into three buckets. For fermentation based product the incentive rate of 20% is applied for period FY 2023-24 to FY 2026-27, 15% for period FY 2027-28 and 5% for the period FY 2028-29. The Government has also fixed the maximum incentive that can be disbursed for each of the year and for each class of product. The incentive is calculated on the sales price of the eligible product, which should be quoted by the applicant in the application. The quoted sales price is only for incentive calculation and need not be the actual sales price on which the product is sold by the applicant.

- However, the quoted sales price in the application will remain fixed throughout the tenure of the scheme and is the maximum price on which incentive can be sought. For incentive calculation the incentive rate would be applied to net sales, calculated based on actual sales price or quoted sales price in the application, whichever is lower. Incentive disbursal can happen either twice a year (6 month period) or once a year.

- Investment criteria: The policy has outlined committed investment & production capacity for each of the 41 products that is included in the scheme. The investment can include that incurred on setting up manufacturing infrastructure (plant & equipment and associated utilities), R&D infrastructure and buildings. However, there is a cap of 20% of total investment in the case of expense for setting up buildings to house the manufacturing infrastructure. The Government has also mandated that the plant & machinery and other utilities that would be used for manufacturing the eligible products cannot be old / second hand / refurbished. It can be either purchased upfront or leased in the name of the applicant.

The Impact of PLI scheme on Indian bulk drug industry

The API/ bulk drug manufacturing in India has been struggling, despite the strong growth in formulation business. Ideally the strong formulation segment is a clear indicator of strong bulk drug demand and a positive sign for domestic API manufacturers. However, in India's case this did not happen as domestic industry could not meet the competitive pricing set by imports. The liberal import regime in API segment meant low cost manufacturing destinations like China could fully exploit the growing demand.

Chinese API industry can produce at low cost due to the subsidies and benefits provided by the Chinese Government. This subsidy cushion helps Chinese API firms to price their products at very low rate in Indian market. The economic consideration offered by low price have allured formulation makers to ditch domestic

APIs in favor of imports. Indian API industry found it hard to match the import price, as the cost of production was high. Moreover, the industry did not have the subsidies and schemes to protect its bottom-line. This scenario continued and eventually domestic API industry lost out to imports, becoming just a foot note in the Indian pharmaceutical story.

Although bulk drug industry has long raised the matter, highlighting the risk of import dependency, very little was done to alleviate this risk. Although the Government unveiled a bulk drug policy, it has remained a non-starter. It took the covid pandemic to bring this issue to limelight. The covid disruptions in China during late last year and early this year led to suspension of API imports from that country. This led to a situation of severe deficit, resulting in spike in cost of various APIs used by the pharma industry, with some rising as high as 70 to 100%. This price rises seriously impacted the Indian pharmaceutical industry and threatened to disrupt the industry functioning. However, the improvement in covid scenario in China led to easing of situation as API imports resumed. Nevertheless, this short deficit and price hike scenario did raise uncomfortable questions on import dependency. The PLI launched could be construed as Government's response to those concerns.

The success of this program will depend on the response from the industry. On paper the incentive structure looks robust, however the effectiveness can only be measured once the program is implemented. The PLI scheme has a window of 120 days (from the date of notification) for applicants to apply. Approval and selection would happen only once this 120 day is over, which would be early 2021.

Scheme for Promotion of Bulk Drug Park

The Union Government in March 2020 approved a scheme titled "Promotion of Bulk Drug Parks", which was later notified via Government Gazette on 21 July 2020. As the name implies, the objective of this scheme is creation of bulk drug parks that would help in building a sustainable bulk drug product infrastructure in the country. The scheme focuses on providing the common infrastructure facilities (CIF) - associated with bulk drug manufacturing – in a dedicated space. The scheme has a budget outlay of INR 3,000 crore meant towards setting up three such parks, in three separate states. The financial support will be in the form of grant-in-aid, with nearly 90% of the cost in the case of North East state / Hilly terrain states and up to 70% support in case of other states.

The state governments would be taking the lead in setting up parks, by setting up a State Implementation Agency (SIA). The interested state governments can apply for this scheme, and on selected will be the provided the financial support in the form of a grant-in-aid. This financial assistance will be used for setting up the bulk drug park with CIF that will include effluent treatment, solvent recovery & distillation, steam generation & distribution, laboratories, testing centers, and other supporting units. The bulk drug units that will come up in the park can utilize these CIFs. The core objective of the scheme is to reduce the manufacturing cost involved in bulk drug production, which will accrue due to the usage of CIFs, optimization of resources and economies of scale that the park provides.

The time period for the scheme is FY 2020-21 to FY 2024-25, and all three bulk drug parks should be operational by then. Half of the area of the park will be reserved for bulk drug manufacturing units. It will not be open to formulation manufacturing. The units should be manufacturing either APIs/KSMs/DI, the list of which has been given by the scheme. The scheme lists out nearly 450 APIs and 24 KSM/DI as eligible products and the units should be manufacturing these products. Currently the country is dependent on imports for these products, and the bulk drug park is aimed at reducing the import dependence.

Impact of Budget: Key policy measures and impact

The heightened investment in Health Infrastructure and comprehensive approach to health demonstrate a firm commitment to fortifying the country's healthcare systems. The budget prioritizes the expansion of healthcare education with the establishment of new AIIMS and new nursing colleges. The Union Budget further outlines efforts to enhance the healthcare workforce by promoting skill development to address the shortage of skilled professionals in the medical devices sector. The budget has a stronger focus on pharma R&D through center of excellence and collaborative research which would boost innovation in the country. These policy pushes are essential as India pharma sector aim to move up the value chain.

- Total budgetary allocation to the Ministry of Health and Family Welfare increased to ` 892 bn in FY24 (BE), compared to ` 791 bn in FY23 (RE).

- The Government's capital outlay towards National Health Mission to remain stable at ` 290 bn in FY24 (BE).

- Allocation of ` 68 bn towards establishment of new AIIMS

- Government spending on developing healthcare infrastructure, under Pradhan Mantri Ayushman Bharat Health Infrastructure Mission (PMABHIM), increased to ` 42 bn in FY24 (BE) like FY23 (BE), though an increase of 123% over FY23 (RE) due to slower implementation in FY23. This also include the outlay transferred to state Government / Union Territories towards implementation of the program.

- Budgetary allocation towards Pradhan Mantri Swasthya Suraksha Yojana decreased to ` 34 bn in FY24 (BE), compared to ` 83 bn in FY23 (RE)

- A new initiative to spur research and innovation in the pharmaceutical sector will be initiated through centers of excellence, and industry investment in targeted R&D will also be encouraged.

- Support will be provided for dedicated multidisciplinary courses in medical devices at existing institutions to secure a skilled workforce for futuristic medical technologies, advanced manufacturing, and research.

- Three centers of excellence in Artificial Intelligence will be established at premier educational institutions. Industry leaders will collaborate on interdisciplinary research, creating innovative applications and scalable solutions in the domains of agriculture, health, and sustainable cities

- 100 labs for developing applications using 5G services will be set up in engineering institutions and will cover, applications such as smart classrooms, precision farming, intelligent transport systems, and health care applications.

- 157 new nursing colleges will be established in co-location with the existing 157 medical colleges established since 2014.

- A Mission to eliminate Sickle Cell Anaemia by 2047 will be launched

- Facilities in selected ICMR Labs will be made available for research by public and private medical college faculty and private sector R&D teams for encouraging collaborative research and innovation

(Source: D&B Report)

PLI Scheme: Current Scenario

PLI Scheme for Pharmaceutical Products

According to the Government notification, pharmaceutical companies applying for the PLI will be grouped into three segments – Group A, B & C. The grouping is based on their Global Manufacturing Revenue (GMR). Criteria for segmenting applicants into three defined groups:

- **Group A:** Applicants with GMR more than or equal of INR 5,000 Crore in FY 2020

- **Group B:** Applicants with GMR between INR 500 Crore and INR 5,000 Crore in FY 2020

- **Group C:** Applicants with GMR less than INR 500 Crore in FY 2020. This group will have a sub-group specifically for MSME applicants.

The overall incentive offered under the PLI is INR 15,000 Crore, and the incentive allocation pattern is INR 11,000 Crore for Group A, INR 2,250 Crore for Group B, and INR 1,750 Crore for Group C.

The Department of Pharmaceuticals have approved a total of 55 applicants for availing the incentive.

Group A	11 Companies (9 Domestic & 2 MNC)
Group B	9 Domestic
Group C	20 non-MSME & 15 MSME

Source: Department of Pharmaceuticals

PLI Scheme for Key Starting Materials (KSM)/ Drug Intermediates (DI) & Active Pharmaceutical Ingredients (API)

Department of Pharmaceutical have identified 41 compounds (KSM / DI / API), manufacturing of which will be eligible for PLI. These 41 compounded are classified into four segments, and a total of 50 companies has been approved to avail the incentive.

Target Segment	Description	Number of Approved Applicants
Segment A	Fermentation based KSM / Drug intermediates	4
Segment B	Fermentation based niche KSM / Drug Intermediates / API	6
Segment C	Key chemical synthesis based KSM / DI	5
Segment D	Other chemical synthesis based KSM / DI / API	35

Impact of Union Budget

- The total budgetary allocation to the Ministry of Health and Family Welfare increased by 13% to ₹876.5 bn in FY25 (BE), from ₹776.2 bn in FY24 (RE).
- The allocation for Pradhan Mantri Ayushman Bharat Health Infrastructure Mission (PMABHIM) increased by 52% to ₹32 bn in FY25 (BE), from ₹21 bn in FY24 (RE), to support health infrastructure, surveillance and health research funding needs.
- The budgetary allocation towards Pradhan Mantri Swasthya Suraksha Yojana has increased by 16% to ₹22 bn in FY25 (BE), from ₹19 bn in FY24 (RE), to address regional imbalance in healthcare services.
- The allocation for Ayushman Bharat-Pradhan Mantri Jan Arogya Yojana (PM-JAY), the government's universal health coverage scheme, has been increased by 7% to ₹73 bn in FY25 (BE), from ₹68 bn in FY24 (RE).
- The allocation towards National AIDS and STD control Programme increased by 19% to ₹28.9 bn in FY 25 (BE), from ₹24.2 bn in FY 24 (RE).
- The allocation of fund for Anganwadi Centres has been reduced to ₹212.0 bn in FY25 (BE), from ₹215.23 bn in FY24 (RE).
- The allocation to the department of pharmaceuticals has been increased to ₹40.9 bn in FY25 (BE), from ₹27 bn in FY24 (RE).
- The allocation to Production-Linked Incentive (PLI) Scheme for promotion of domestic manufacturing of critical Key Starting Materials (KSMs)/Drug Intermediates (DIs) and Active Pharmaceutical Ingredients (APIs) in India has been increased to ₹580 mn in FY25 (BE), from ₹161 mn in FY24 (RE).
- Allocation to PLI Scheme for domestic manufacturing of medical devices has been increased to ₹850 mn in FY25 (BE), from ₹482 mn in FY24 (RE).
- The allocation for the development of pharmaceutical industry has increased to ₹13 bn in FY25 (BE), from ₹2.65 bn in FY24 (RE).
- The allocation to the Department of Pharmaceutical's PLI schemes has been increased considerably to ₹21.43 bn in FY25 (BE), from ₹16.96 bn in FY24 (RE).
- The custom duty on Laboratory Chemicals under heading 9802 increased to 150% from 10%.
- Three cancer drugs - Trastuzumab Deruxtecan, Osimertinib and Durvalumab - have been exempted from customs duty in pursuit of the fight against cancer.
- The basic custom duty on x-ray tubes and flat panel detectors used in medical x-ray machines under the Phased Manufacturing Programme has been proposed to be reduced to 5% in FY25 (BE), from 15% in FY24 (RE).
- All types of polyethylene used in manufacture of orthopaedic implants have been exempted from customs duty.

- Special-grade stainless steel, titanium alloys and cobalt-chrome alloys used in the manufacture of artificial body parts have been exempted from customs duty.

- Custom duty applicable on ammonium nitrate was raised from 7.5% in FY24 (RE) to 10% in FY25 (BE).

- The government has proposed to develop DPI applications at population-scale for productivity gains, business opportunities and innovation by the private sector.

The budgetary allocations reflect the government's prioritisation of public health. A significant surge in funding across various initiatives that focus on strengthening healthcare and related services. Moreover, targeted allocations towards specific health programmes, such as the Pradhan Mantri Swasthya Suraksha Yojana and the National AIDS and STD Control Programmes signify, the government's efforts to improve nationwide healthcare. Moreover, the government's plan to change the basic customs duty (BCD) on medical equipment will be beneficial in increasing the domestic manufacturing capacity. Further, reduction in taxes in conjunction with the financial support provided through development-related incentives and PLI schemes will go a long way in the pharmaceutical sector's growth. Overall, the Budget exhibits the government's efforts to improve India's healthcare infrastructure, prioritise preventive healthcare measures and combat life-threating diseases

Growth Forecast

The global dominance of Indian pharmaceutical industry, primarily in generic formulation space is set to continue in the foreseeable future. The patent cliff which lifted the patent protection of numerous blockbuster drugs has been a major enabler in the growth of formulations. Indian firms have been able to capitalize on the patent cliff by the timely launch of generic versions in the US market. Although the recent spike in US FDA adverse comments on the manufacturing facilities of leading Indian pharmaceutical companies has impacted exports, the correction action by companies concerned would reverse the impact.

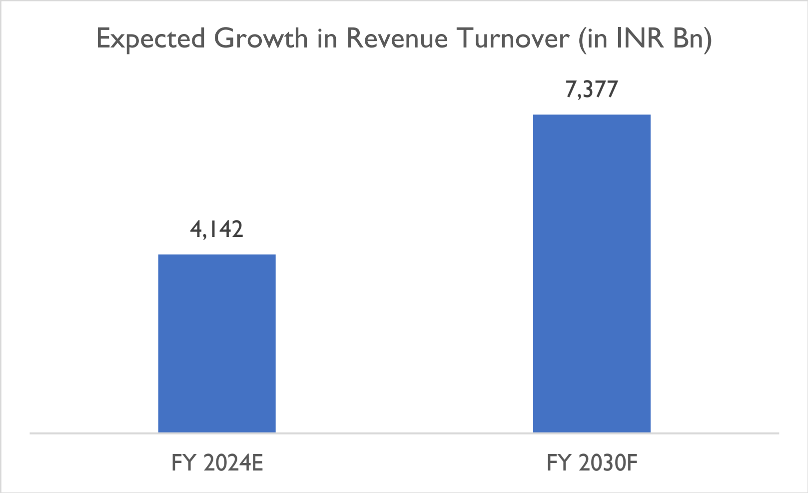
As the acceptance of generic drugs increases in the developed markets, particularly the US, India's position in the global generic market will continue to rise. The move in the US market towards an affordable healthcare framework, aided by supportive Government policies, will augur well for Indian companies already present in the US market. Exports, which has been the mainstay of Indian pharmaceutical space, would be instrumental in driving the future growth.

On the domestic front, the favorable demand created by increasing older population, and rise in incidences of lifestyle diseases would continue to facilitate domestic revenue growth. However, the lifestyle disease segment is largely addressed by patented drugs by innovator pharmaceutical companies, who are primarily multinational players. The presence of Indian generic pharmaceutical companies in this segment is low.

During FY 2015-22, the annual revenue turnover in Indian pharmaceutical industry grew by a CAGR of 8%, on the back of strong domestic and export demand. However, the spread of covid-19 pandemic negatively impacted the revenue growth in FY 2022, especially the growth in export revenue. Given the essential nature of the product, this moderation in growth experienced in FY 2022 is widely considered to be temporary in nature. Revenue growth in the sector is expected to normalize over the next couple of years, as export growth picks up along with continuation of strong domestic demand.

Based on this expected developments, the annual revenue turnover in pharmaceutical industry is expected to reach INR 7,300 Bn by FY 2030, growing by a CAGR of 10% during FY 2024-30.

(Source: D&B Report)



Dun & Bradstreet Estimates and Research

(Source: D&B Report)

SERVICES MARKET DEFINITION

Services refer to transactions between a buyer and a seller without transferring any physical goods or commodities, involving the use of resources, experience, skill, ingenuity, and intelligence. It mainly involves the use of resources, experience, skill, ingenuity, and intelligence.

The main types of services include Civic Services, Real Estate, Leasing, Commercial Services, Personal Services, and Repair and Maintenance. Civic service is defined as a structured period of significant engagement and commitment to the local, national, or international community that is acknowledged and recognized by society, with little or no monetary recompense to the individual. The components including hardware, software, and service. The different modes include online and offline.

Services Market Segmentation

The services market is segmented:

a) By Type: Civic Services, Real Estate, Leasing, Commercial Services, Personal Services, Repair and Maintenance

b) By Component: Hardware, Software

c) By Mode: Online, Offline

Services Market Size 2024 And Growth Rate

The services market size has grown strongly in recent years. It will grow from $15365.25 billion in 2023 to $16707.58 billion in 2024 at a compound annual growth rate (CAGR) of 8.7%. The growth in the historic period can be attributed to economic conditions, regulatory changes, demographic shifts, consumer preferences, urbanization, healthcare needs.

Services Market Growth Forecast

The services market size is expected to see strong growth in the next few years. It will grow to $23128.27 billion in 2028 at a compound annual growth rate (CAGR) of 8.5%. The growth in the forecast period can be attributed to aging population, data privacy and security, mental health awareness, circular economy initiatives, pandemic response services. Major trends in the forecast period include digital transformation services, subscription-based service models, personalization of services, remote and virtual services, outcome-based service contracts, artificial intelligence (AI) in services.

Services Market Driver: Innovative Technological Advancements Fueling Transformation Across Service Market

Rapid advances in technology are expected to drive innovation in different sectors of the services industry, thus driving the market during the forecast period. Areas of rapid technological change included electronic equipment, automobiles, and electronics, which in turn will lead to an increase in services for that equipment. Furthermore, technologies such as 3D printing, artificial intelligence, and big data analytics are increasingly being used, resulting in higher productivity, lower operating costs, and higher margins. Lower operating costs lead to higher margins, this allows companies to increase product portfolio and enter new markets by making investments made through cost savings. IoT applications are also being integrated into services to enable services such as remote monitoring, and central feedback systems, and offer other services. These factors are expected to drive the services market going forward.

Services Market Driver: Real Estate Demand as A Catalyst Shaping The Future Of The Services Market

The rising demand for real estate services is expected to propel the growth of the services market going forward. Real estate refers to immovable property consisting of land, buildings, and any natural resources attached to or found on the land, such as minerals, water, and vegetation. Commercial real estate, in particular, requires comprehensive facilities management services to ensure smooth operations. For instance, in June 2023, according to The Close, a US-based real estate site designed to give agents, teams, and brokerages actionable, strategic insight from industry professionals, 10% of recent home sales were for sale by owner (FSBO) sales in 2022, up from 7% the previous year. Therefore, the rising demand for real estate services drives the services market.

Global Services Industry

Global Services Market Major Players

Major companies operating in the services market are Berkshire Hathaway Inc., Deloitte Touche Tohmatsu Limited, Accenture plc, The International Business Machines Corporation, PwC Price waterhouse Coopers, Ernst & Young Global Limited, KPMG International Limited, Randstad Holding NV, CBRE Group Inc., Enterprise Holdings Inc., Adecco Group, Capgemini SE, Sodexo Group, Recruit Holdings Co. Ltd., Jones Lang LaSalle Incorporated, Man powerGroup Inc., Waste Management Inc., Cognizant, TUI Group, Infosys Limited, Aramark Corporation, Wipro Limited, ISS A/S, McKinsey & Company, Robert Half International Inc., Gartner Inc., Altran Technologies, Bain & Company, BCD Travel, Travel Leaders Group, Thomson Reuters Corporation, Dun & Bradstreet Holdings Inc., Equifax Inc., Experian plc, IHS Markit Ltd., Moody's Corporation, S&P Global Inc.

Global Services Market Restraint: Navigating the Impact of Covid-19 On The Services Market

The outbreak of COVID-19 disease (COVID-19) has acted as a massive restraint on the services market in 2020 as the need for services offered by these establishments declined due to lockdowns imposed by governments globally. COVID-19 is an infectious disease with flu-like symptoms including fever, cough, and difficulty in breathing. The virus was first identified in 2019 in Wuhan, Hubei province of the People's Republic of China, and spread globally including Western Europe, North America, and Asia. Steps by national governments to contain the transmission have resulted in a decline in economic activity with countries entering a state of 'lockdown' and the outbreak had a negative impact on businesses throughout 2020 and into 2021. However, it is expected that the services market will recover from the shock across the forecast period as 'black swan event and not related to ongoing fundamental weaknesses in the market or the global economy.

Global Services Market Trend: Streamlining Billing Operations with Automated Systems Enhancing Efficiency and Cost Savings

With companies focusing on core business operations, automated billing systems are widely being used to minimize billing errors and reduce costs. Automated systems generate and send electronic copies of invoices directly to customers. Automated billing systems can result in savings of 60-80% compared to traditional paper-based billing systems. Automated billing systems also enable tracking of unpaid bills, automating payment reminders and recurring invoices, managing discounts, and coupons, and creating of customized invoices. These systems also generate real-time reports on sales, orders, and budgets that help track business performance. Some of the popular automated billing systems include Zoho Invoice, QuickBooks, Invoice2go, and Intacct.

Global Services Market Trend: Increasing Focus on Innovative Programs Providing Personal Care Services Boost the Services Market

Major companies operating in the services market are introducing innovative programs such as Center Well Primary Care Anywhere to provide personal care services to customers. Center Well Primary Care Anywhere is a program that provides primary care services for seniors in their homes. For instance, in August 2023, Humana, a US-based company that provides personal care services introduced Center Well Primary Care Anywhere program. The program is part of Humana's integrated care model, which emphasizes a multi- disciplinary team approach to care. This aims to improve the quality of care provided and make it more accessible to older adults who may have difficulty traveling to a doctor's office.

Regional Insights for The Global Services Market

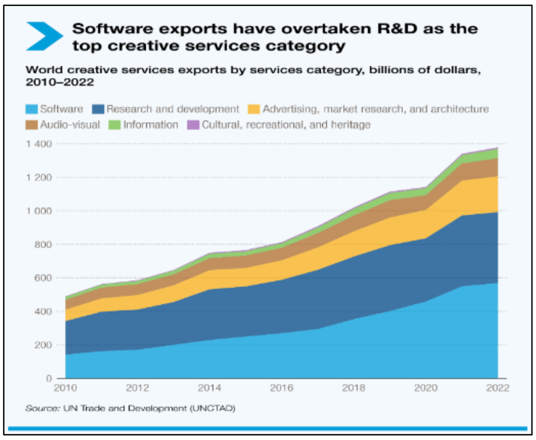
Asia-Pacific was the largest region in the services market in 2023. North America was the second- largest region in the services market. The regions covered are Asia- Pacific, Western Europe, Eastern Europe, North America, South America, Middle East, Africa.

The services market consists of revenue earned by entities by providing services to equipment and machinery repairing, promoting or administering religious activities, grant making, advocacy, and providing dry-cleaning and laundry services, personal care services, death care services, pet care services, photofinishing services, and temporary parking services. The market value includes the value of related goods sold by the service provider or included within the service offering. Only goods and services traded between entities or sold to end consumers are included.

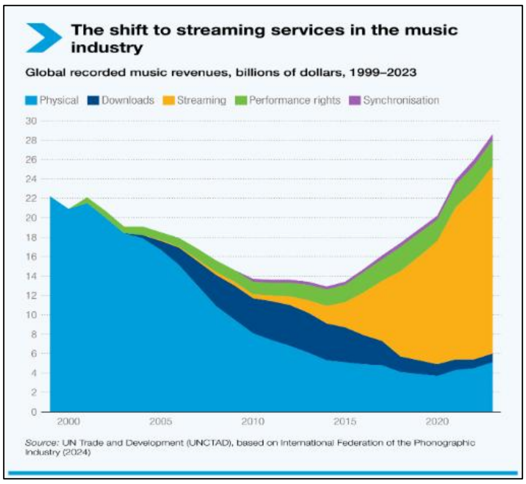
Creative economy booms, with services leading the growth

Creative services have grown by 29% since 2017, reaching $1.4 trillion in exports in 2022, as digital tools like AI continue to transform the sector.

The creative economy is growing fast, with creative services leading the charge. According to UN Trade and Development's (UNCTAD)https://unctad.org/publication/creative-economy-outlook-2024, creative services exports surged by 29% to $1.4 trillion in 2022, while creative goods exports increased by 19% to $713 billion. Creative services now represent 19% of all global service exports, up from 12% a decade ago. Meanwhile, creative goods exports have remained steady at 3% of total goods trade. While developing countries primarily export creative goods, their share of global creative services exports has grown significantly, from 10% in 2010 to 20% in 2022. Software services accounted for 41.3% of all creative services exports in 2022, followed by research and development (30.7%), advertising and architecture (15.5%), audiovisual services (7.9%), information services (4%), and cultural, recreational, and heritage services (0.6%).



Digital tools are driving change and growth. Digitalization is reshaping the creative economy. Streaming services, for instance, now account for 67.3% of global music revenue streams.



AI is a key driver of this transformation, generating everything from scripts, movies and music to virtual reality content, while also improving post-production workflows and analyzing user data. Its presence is growing in newsrooms, for example, where 41% of teams use it to create illustrative art, 39% for social media content and 38% for writing and generating articles. While digital tools lower costs and expand revenue opportunities, making global markets more accessible, they also pose challenges, such as quality control, copyright issues, privacy concerns and market monopolization.

(Source: https://www.thebusinessresearchcompany.com/report/services-global-market-report)

Indian Services Industry

Introduction

The reforms of the 1990s have been associated with the expansion of the service sector in India. Midway through the 1980s, the service sector began to expand, but it took off in the 1990s when India started a series of economic reforms in response to a serious balance of payments issue.

The services sector is not only the dominant sector in India's GDP but has also attracted significant foreign investment, has contributed significantly to exports, and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction. To enhance India's commercial services exports, share in the global services market from 3.3% and permit a multi-fold expansion in the GDP, the government is also making significant efforts in this direction.

The service sector has over 50% contribution to India's GDP, and it had witnessed a growth of 9.1% in 2022-23. Out of 8.12 million jobs in FY23, service sector companies in IT, banking, and finance accounted for almost half of the new jobs generated. The services sector of India remains the engine of growth for India's economy and contributed 55% to India's Gross Value Added at current prices in FY24 (as per advance estimates). The services category ranked first in FDI inflows, as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

India is a unique emerging market in the globe due to its unique skills and competitive advantage created by knowledge-based services. The Indian services industry, which is supported by numerous government initiatives like smart Cities, clean India, and digital India is fostering an environment that is strengthening the services sector. The sector has the potential to open up a multi-trillion-dollar opportunity that might stimulate symbiotic growth for all nations. Service providers in India continued to signal positive demand trends in June, which underpinned a stronger increase in new business volumes and further job creation.

In December 2023, services exports grew by 1.3% to US$ 31.6 billion, driven by software, business, and travel services. While Imports declined by 1.2%, resulting in record high net earnings of US$ 16.0 billion.

During October-December 2023, India experienced a 5.1% YoY to US$ 87.7 billion with a trade surplus of US$ 44.9 billion, growth in services exports, driven by software, business, and travel services.

Market Size

The services industry performed well in H2:2022-23, boosted by contact-intensive services and building activities. India 's IT and business services market is projected to reach US$ 19.93 billion by 2025.

The PMI services reduced in April 2024, to reach at 60.8. PMI for services continued to expand, but at a slower pace. With the fastest growing (9.2%) service sector globally, the sector accounts for a 66% share of India's GDP and generates about 28% of the total employment in India. As per the First India's medical tourism industry is poised for a robust resurgence, with projections indicating a significant rebound in the number of medical tourists surpassing pre-pandemic levels. Approximately 7.3 million medical tourists are expected to visit India in the calendar year 2024.

Recent Investments/ developments

Some of the investments/ developments in the services sector in the recent past are as follows:

- The Indian services sector was the largest recipient of FDI inflows worth US$ 109 billion between April 2000-March 2024.

- According to the Ministry of Commerce and Industry, the service sector received US$ 6. billion in equity inflows in FY24.

- According to RBI's Scheduled Banks' Statement, deposits of all scheduled banks collectively surged by a whopping Rs. 2.04 lakh crore (US$ 2,452 billion) for FY24.

- The Indian hotel industry experienced a resurgence in 2023, fuelled by domestic leisure travel, MICE events, and business travellers' return. Premium hotels saw higher occupancy and room rates, with continued domestic travel growth expected in 2024.
- India's telephone subscriber base stood at 1,199.28 million as of March 2024.

- At the end of December 2023, the top five service providers controlled 98.35% of the total broadband subscribers. These service providers were Reliance Jio Infocom Ltd stood at 470.19 million, followed by Bharti Airtel 264.76 million, Vodafone Idea 127.29 million, BSNL 25.12 million and Atria Convergence 2.23 million.

- Since the launch of the Startup India initiative in 2016, DPIIT has recognized 122, 943 entities as startups as of February 2024.

- As per report by BCG, by 2030, the fintech sector is expected to reach a value of US$ 1.5 trillion. The Asia-Pacific region is set to surpass the US, emerging as the leading global fintech market by the same year.

- India took the lead with the fintech adoption rate of 87%, substantially higher than the world average of 64%.

- According to the IVCA-EY monthly PE/VC roundup, October 2022 recorded investments worth US$ 3.3 billion across 75 deals, including six large deals worth US$ 2.2 billion. Exits were recorded at US$ 1.6 billion across 15 deals in October 2022.

- The Indian healthcare industry represents approximately US$ 372 billion and is experiencing a compounded annual growth rate (CAGR) of 22%. With the significant population size, there exists substantial potential for expansion, as stated by G.S.K. Velu, the chairman & managing director of Trivitron Healthcare & Neuberg Diagnostics Group.

- In June 2022, HCL Technologies (HCL), a leading global technology company, announced the opening of its new 9,000 sq. ft. delivery centre in Vancouver, Canada. The new centre will significantly expand its presence in the country to serve clients primarily in the HiTech industry.

- The IT-BPM sector holds the potential to grow between 10-15% per annum. The IT and fintech segments provide over US$ 155 billion in gross value to the economy annually.

- The IT and business services market will grow at a CAGR of 8.3% between 2021-26, reaching a US$ 20.5 billion valuation by the end of 2026.

- By October 2021, the Health Ministry's eSanjeevani telemedicine service, crossed 14 million (1.4 crore) teleconsultations since its launch, enabling patient-to-doctor consultations, from the confines of their home, and doctor-to-doctor consultations.

- The Indian healthcare industry is expected to shift to digitally enabled remote consultations via teleconsultation. The telemedicine market in India is expected to increase at a CAGR of 31% from 2020 to 2025.

Government Initiatives

The Government of India recognises the importance of promoting growth in the services sector and provides several incentives across a wide variety of sectors like health care, tourism, education, engineering, communications, transportation, information technology, banking, finance, and management among others.

- Centre has formulated an 'Action Plan for Champion Sectors in Services' to give focused attention to 12 identified Champion Services Sectors.

- India's tourism and hospitality sector may earn US$ 50.9 billion as visitor exports by 2028.

- As per 2022 University Grants Commission (UGC) statistics, there are a total of 1,072 universities in the country, including 460 state universities, 128 deemed to be universities (a status of autonomy granted to high-performing institutes and universities by the Department of Higher Education), 54 central universities (established by the Department of Higher Education), and 430 private universities.

- The Government of India has adopted a few initiatives in the recent past, some of these are as follows: As of November 9, 2022, the number of bank accounts opened under the government's 'Pradhan Mantri Jan Dhan Yojana (PMJDY)' scheme reached 47.39 crore and deposits in Jan Dhan bank accounts totalled Rs. 1.76 lakh crore (US$ 21.59 billion).

- In October 2021, the government launched a production-linked incentive (PLI) scheme to boost manufacturing of telecom and networking products in India. The scheme is expected to attract an investment of ~Rs. 3,345 crore (US$ 446.22 million) over the next four years and generate additional employment for >40,000 individuals.

- In October 2021, the government launched phase II of the Mahatma Gandhi National Fellowship to empower students and boost skill development.

- In October 2021, the PM Ayushman Bharat Health Infrastructure Mission was launched by the government, to strengthen the critical healthcare network across India in the next four to five years.

- The Indian government is planning to introduce a credit incentive programme worth Rs. 50,000 crore (US$ 6.8 billion) to boost healthcare infrastructure in the country. The programme will allow companies to access funds to ramp up hospital capacity or medical supplies with the government acting as a guarantor.

- Under the Union Budget 2021-22, the government allocated Rs. 7,000 crore (US$ 963.97 million) to the Bharat Net programme to boost digital connectivity across India.

- The FDI limit for insurance companies has been raised from 49% to 74% and 100% for insurance intermediates.

- On January 15, 2021, the third phase of Pradhan Mantri Kaushal Vikas Yojana (PMKVY) was launched in 600 districts with 300+ skill courses. Spearheaded by the Ministry of Skill Development and Entrepreneurship, the third phase will focus on new-age and COVID-related skills. PMKVY 3.0 aims to train eight lakh candidates.

- In January 2021, the Department of Telecom, Government of India, signed an MoU with the Ministry of Communications, Government of Japan, to strengthen cooperation in the areas of 5G technologies, telecom security and submarine optical fibre cable systems.

- In the next five years, the Ministry of Electronics and Information Technology is working to increase the contribution of the digital economy to 20% of GDP. The government is working to build a cloud-based infrastructure for collaborative networks that can be used for the creation of innovative solutions by AI entrepreneurs and startups.

- On Independence Day 2020, Prime Minister Mr. Narendra Modi announced the National Digital Health Mission (NDHM) to provide a unique health ID to every Indian and revolutionise the healthcare industry by making it easily accessible to everyone in the country. The policy draft is under 'public consultation' until September 21, 2020.

- In September 2020, the Government of Tamil Nadu announced a new electronics & hardware manufacturing policy aligned with the old policy to increase the state's electronics output to US$ 100 billion by 2025. Under the policy, it aims to meet the requirement for incremental human resources by upskilling and training >100,000 people by 2024.

- The government of India has launched the National Broadband Mission to provide Broadband access to all villages by 2022.

Road Ahead

Both domestic and global factors influence the growth of the services sector. An extensive range of service industries has experienced double-digit growth in recent years, supported by digital technologies and institutional frameworks made possible by the government. The ease of doing business in India has significantly increased for domestic and foreign firms due to considerable advancements in culture and the government outlook. Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years. Over the next 10 years, the National Digital Health Blueprint can unlock the incremental economic value of over US$ 200 billion for the healthcare industry in India.

India’s digital economy is estimated to reach US$ 1 trillion by 2025. By the end of 2023, India’s IT and business services sector is expected to reach US$ 14.3 billion with 8% growth. The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of the availability of GST input credit, which will result in a reduction in the prices of services. India's software service industry is expected to reach US$ 1 trillion by 2030.

Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years.

(Source: https://www.ibef.org/industry/services)

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors" on page 30 for a discussion of certain risks that may affect our business, financial condition, or results of operations, "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 114, 197, and 235 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. In this section, a reference to the "Company" or "we", "us" or "our" VijayPD Ceutical Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on Pharmaceutical Sector" dated November 29, 2024 prepared and issued by Dun & Bradstreet ("D&B"), appointed by us on November 11, 2024, and exclusively commissioned and paid for by us in connection with the Issue ("D&B Report"). D&B is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at www.vijaypdceutical.com until the Bid/Issue Closing Date. For more information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the D&B Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" on page 30.

Overview

We are engaged in the business of distributor and supplier of the pharmaceutical products and consumer goods sectors, offering a comprehensive range of services. Our roles include being representatives, dealers, agents, stockists, suppliers, traders, and packers. We provide a wide range of products, serving both the pharmaceutical and wellness industries, as well as the fast moving consumer goods (FMCG) market, including pharmaceutical and wellness products such as medicines, including injections, tablets, capsules, ointments, suppositories, ophthalmic preparations, and liquid oral products; vitamins, hormones, enzymes, and wellness tonics; serums and diagnostic test kits, and fast-moving consumer goods, such as personal care and toiletries like soaps, sanitizers, and baby care items; ayurvedic product; cosmetics and food products and additionally, we provide dental products, crude drugs.

Our Company VijayPD Ceutical Limited was originally incorporated as M/s. Vijay Pharma, as a partnership firm, in the year 1971 before being converted into a public limited company. Further our Company has acquired the running business of M/s. P.D. Doshi, a Partnership firm on going concern basis vide Business Transfer Agreement dated April 1, 2024 entered by and between M/s. P.D. Doshi, Partnership firm and our company.

A pharmaceutical supply chain consists of various stages, ranging from manufacturing to distribution and the delivery of medicines and vaccines to consumers. This supply chain encompasses several processes such as drug distribution, inventory management, pharmaceutical logistics, and overall supply chain management. In addition to these processes, it involves multiple entities, including manufacturers, suppliers, distributors, logistics partners, shippers and pharmaceutical retailers.

Our company as a distributor of pharmaceutical products, known for leveraging advanced technology to deliver comprehensive healthcare solutions to pharmacies, nursing homes, and clinics across Western Suburban Mumbai, South Mumbai, Ratnagiri and Akola. We operate three distribution warehouses located across Mumbai, ensuring timely and efficient deliveries. As of September 30, 2024, our customer base includes over 1,451 pharmacies, clinics, and nursing homes across three districts, covering 20 locations. Our distribution network is supported by connecting with more than 154 healthcare product manufacturers, granting us access to a diverse range of over 24,000 product stock-keeping units ("**SKUs**"). This extensive product portfolio enables us to meet the evolving needs of our customers while maintaining the standards of quality and reliability in pharmaceutical supply.

We provide quality products from trusted manufacturers and suppliers. Our diverse portfolio allows us to cater to a broad range of needs across the healthcare, wellness, and consumer goods sectors. We add value to healthcare product manufacturers by providing them with greater reach and accessibility to pharmacies, hospitals, and clinics. Our robust last-mile delivery infrastructure and good relationships with healthcare providers enable manufacturers to make their products available to a wide range of customers, pharmacies, hospitals, and clinics through our distribution infrastructures.

Our company offers a comprehensive suite of services designed to ensure the effective and efficient delivery of pharmaceutical products. We manage the timely and safe distribution of medications to pharmacies, nursing homes, clinics, and other healthcare providers, supported by efficient inventory management systems that prevent shortages. Our logistics and supply chain management include coordinating the transportation of products under controlled conditions and providing secure, temperature-controlled warehousing for sensitive items. We handle all aspects of order fulfilment, from processing and packaging to delivery of product, while adhering to strict regulatory standards. Our commitment to regulatory compliance is reflected in our meticulous documentation and adherence to industry regulations. We also prioritize quality control through thorough product inspections and effective management of returns, recalls and expiry. Our customer support team offers expert consultation and technical assistance to resolve any issues related to product delivery. Additionally, we work closely with manufacturers and suppliers to optimize the supply chain, forecast demand, and offer services, such as cold chain management and customized solutions. Through these services, we ensure that pharmaceutical products are delivered safely, efficiently, and in full compliance with all relevant regulations, ultimately supporting the healthcare supply chain.

Our Company as a pharmaceutical distributor, we hold certifications from the Food and Drug Administration ("**FDA**"**)**, the Food Safety and Standards Authority of India ("**FSSAI**"), and the competent authorities of the Brihanmumbai Municipal Corporation ("**BMC**"). These certifications help maintain the integrity of pharmaceutical products throughout storage, handling, and transportation, while also enhancing operational efficiency and quality control. Compliance with these standards minimizes legal risks and liabilities, builds trust with manufacturers and healthcare providers, and facilitates access to broader markets. These approvals ensure our adherence to stringent safety, efficacy, and quality standards, further affirming our commitment to upholding the highest standards in pharmaceutical distribution.

Our Company is positioning itself to expand its market presence by diversifying into the manufacturing of active pharmaceutical ingredient **(**"**APIs**"**)** which serves as a raw material for pharmaceutical formulations in preparation of various type of Finished Dosage Formula ("**FDF**") such as tablet, capsules, ointment, syrup etc, and excipients. Excipients are non-active ingredients used in drug formulations alongside the active pharmaceutical ingredient **(**"**APIs**"**)**. These excipients play critical role in the pharmaceutical industry as they facilitate the drug's formulation, improve stability, enhance bioavailability, and ensure proper absorption of formulation.

This experienced leadership has been a driving force behind our comprehensive business growth. Each member of our senior management team brings significant expertise to our operations. Our Promoters, Mr. Narendra Nagindas Shah, Mr. Samit Madhukar Shah and Mr. Bhavin Dhirendra Shah, who collectively possess more than a six decades of experience in the pharmaceuticals distribution industry, respectively. Their vision and growth strategies influence our company, enabling us to anticipate, guide, manage, develop, and control major aspects of our business operations, as well as leverage customer relationships Additionally, Mr. Viraaj Kirti Shah, Executive Director, has 10 years of experience across the finance, distribution, and industrial sectors. His vision and growth strategies are instrumental in guiding the company, enabling us to anticipate, guide, manage, and develop key aspects of our business operations. They also help us leverage management and financial aspects of the company.

For a detailed overview of our management team and our promoters, please refer to the chapters titled *"Our Management"* and *"Our Promoter and Promoter Group"* on pages 176 and 190 of this Draft Red Herring Prospectus. We attribute our success to their sustained efforts in process improvements, and expanding our operational scale. We believe that the combined experience and industry insight of our management team, along with their expertise in regulatory affairs, sales, marketing, and finance, position us to capitalize on both current and future market opportunities.

Over the past three Fiscals, our business has grown significantly, as evidenced by the following operational and financial performance metrics for the specified periods.

As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	**September 30, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Revenue from Operations (1)	5,598.21	5,920.93	5,109.39	5,431.45
EBITDA (2)	568.81	486.99	131.66	150.43
EBITDA Margin (%) (3)	10.16%	8.22%	2.58%	2.77%
PAT (4)	304.58	165.02	18.16	12.36
PAT Margin (%) (5)	5.44%	2.79%	0.36%	0.23%
Return on equity (%) (6)	16.46%	28.64%	3.96%	3.14%
Debt-Equity Ratio (times) (7)	0.66	3.71	5.18	5.65
Current Ratio (times) (8)	1.84	1.16	0.57	0.58
Return on capital employed (%) (9)	11.47%	14.61%	8.90%	9.77%

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net fixed asset turnover ratio (times) (10)	13.16	24.37	18.72	17.31
Number of customers (11)	1,451	1,295	1,205	1,098

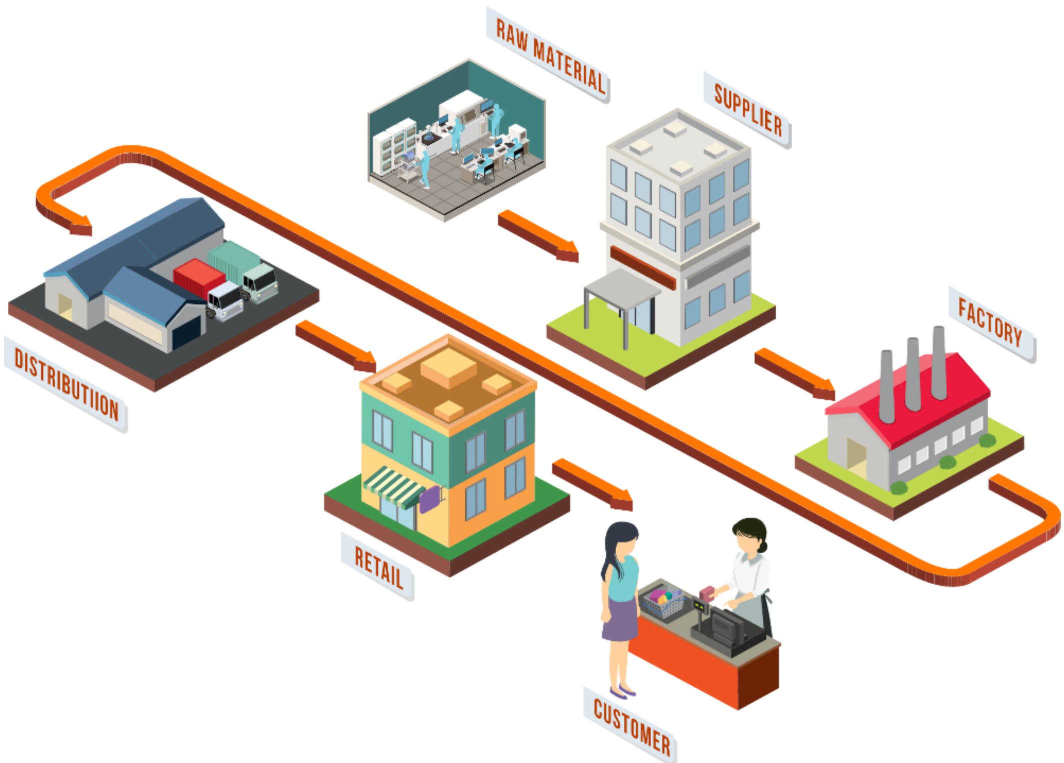
**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

Note:

1) *Revenue from operation means revenue from sales and other operating revenues*
2) *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income*
3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
4) *PAT is calculated as Profit before tax – Tax Expenses*
5) *PAT Margin is calculated as PAT for the year divided by revenue from operations*
6) *Return on Equity is ratio of Profit after Tax and Average Shareholder fund*
7) *Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity*
8) *Current Ratio is calculated by dividing Current Assets to Current Liabilities*
9) *Return on capital employed is calculated by profit before tax + finance cost divided by Shareholders' funds + Long Term Borrowings + Short Term Borrowings + Deferred Tax Liabilities (Net) - Intangible assets - Intangible Assets under development*
10) *Net Fixed Asset Turnover ratio is calculated Sale of products divided by tangible fixed assets*
11) *Number of customers are computed based on the sales registered*

Description of Our Business

Our primary line of business is in the distribution of healthcare products to retail pharmacies, nursing homes and healthcare clinics in Maharashtra. Our ancillary lines of business are comprehensive and integrated commercial solutions, including sales, marketing and supply chain solutions to pharmaceutical companies and healthcare product manufactures;



Healthcare products distribution

We provide distribution and logistics services for healthcare products to retail pharmacies, nursing homes and healthcare clinics in Maharashtra. Such products are sourced by us from healthcare product manufacturers and pharmaceutical companies, and sold to pharmacies, nursing homes and clinics at margins over the cost of the products. The product range offered by us covers pharmaceutical products, surgical consumables, OTC and nutraceuticals. As part of our healthcare products distribution services, we purchase our products in bulk from healthcare product manufacturers and pharmaceutical companies, and subsequently curate and offer a diverse product portfolio to retail pharmacies, nursing homes and healthcare clinics based on their requirements, through our distribution network.

We supply healthcare products to our customers based on their orders which are placed through Pharmarack application https://play.google.com/store/apps/details?id=com.growthaccel.pharmarack&hl=en_IN or other order-taking applications, or which have been communicated through our salesmen. Our customers are onboarded through our Samarth Software, and a customer profile, which includes relevant customer details such as drug license number, GST numbers, credit limit, credit days and applicable discounts, for each customer is generated.

Our healthcare products distribution channel consists of retail distribution and doctors, nursing homes, clinics distribution. As of September 30, 2024, our customer base includes over 1,451 pharmacies, clinics, and nursing homes across three districts, covering 20 locations.

Retail distribution

Our retail distribution channel involves distributing healthcare products to pharmacies, who then sell these products to end-customers. We supply a wide range of healthcare products, including pharmaceutical, nutraceutical and OTC products to pharmacies through our distribution network, which consists of our delivery fleet, delivery personnel and third-party courier services. We also provide claim settlements for order returns and expiry returns, where pharmacy customers can return any expired products to us and we will in turn return these expired products to our suppliers based on their return policy.

Distribution to Clinics, Doctors and Nursing Homes

Through our distribution channel, we distribute healthcare products to nursing homes and healthcare clinics across Maharashtra. We supply a wide range of healthcare products, including pharmaceutical and nutraceutical products, to nursing homes and clinics through our nationwide distribution network, which consists of our delivery fleet, delivery personnel and local logistics.

Supply chain and distribution platform

We serve our customers (including pharmacies, nursing homes and healthcare clinics) through a diverse network of distribution through warehouses in Mumbai, Maharashtra. As of September 30, 2024, we have 3 distribution warehouses located across Mumbai city, developed in 4,732.12 square feet of warehousing space with temperature monitoring systems and modern storage solutions, and staffed with trained manpower to ensure adherence to temperature requirements as per the storage instructions of manufacturers. We are in compliance with the relevant regulations for setting up our warehouses. All of our warehouses that store products governed by the Drugs and Cosmetics Act, 1940 and the rules thereunder, also have the required drug licenses issued by the relevant regulatory authority. These drug licenses are periodically renewed based on the relevant regulatory authority's inspections and satisfaction with our level of regulatory compliance. We provide end-to-end healthcare product distribution solutions including central warehousing, redistribution, last mile delivery and connection with the pharmacies, nursing homes and clinics. Through our warehouse application, we are able to monitor the day-to-day activities and productivity at our in-house warehouses.

We invest in technology at our warehouses to enhance fulfilment rates, reliability and product availability. For example, we utilise our Samarth Software to ensure that our inventory records are updated real-time and accurate. This system is also integrated to ensure that we process our orders in a timely manner.

Our Strengths

We believe that the following competitive strengths have contributed to our business growth and will continue to drive our success.

a) Strengthen our market position by increasing the long-term relationship with the clients

One of the oldest pharmaceutical distributor, based in the Western Mumbai Suburban, benefits from its strategic location. The company enjoys easy access to a vast network of pharmaceutical manufacturers, wholesalers, pharmacies, clinics, and nursing homes. This geographical advantage allows for quick distribution across the city and surrounding areas, ensuring efficient delivery and enhancing the company's ability to meet market demands.

We plan to grow our business primarily by increasing our customer base and enhancing client relationships, as we believe that enhanced client relationships add value addition to our business. To healthcare product manufacturers, we provide access to a large network of pharmacies, nursing homes and clinics across the district area through a single distribution platform. Our integrated systems and technologies provide valuable data intelligence and analytics, while our comprehensive end-to-end healthcare product distribution solutions are complemented by marketing and promotional capabilities. For pharmacies, nursing homes, and clinics, we offer a comprehensive procurement solution, with a diverse range of healthcare products, including pharmaceutical products, wellness consumables, over-the-counter medicines and other healthcare product. We also enhance the retail experience through technology-based solutions, such as direct B2B applications and web platforms.

b) Comprehensive product portfolio

The pharmaceutical distribution network serves a wide range of healthcare needs, from generic medications to branded drugs, acute therapy drugs, wellness products, OTC products, baby products and food products. This includes medicines for chronic diseases, antibiotics, and nutraceuticals. The distribution also includes a growing range of specialized medicines for chronic medicine, psychiatric medicine, immunology, ophthalmic medicine, cardiology, and endocrinology, among other specialties. This diverse portfolio enables us to cater to a wide variety of healthcare and customised needs of customers. Our technology for inventory management and an efficient order placement system helps us serve customers better. Additionally, our economies of scale, competitive pricing, and logistics network are key to our ongoing success.

c) Streamlined supply chain management

Our company maintains an efficient and well-managed supply chain. This efficiency results in reduced lead times, minimized inventory costs, and improved overall responsiveness to market changes. Such streamlined supply chain operations provide a significant competitive advantage in the pharmaceutical distribution industry, where timeliness and efficiency are crucial factors. By leveraging these competitive advantages, our Company continues to thrive in competitive pharmaceutical market, delivering quality products, improve customer relationship and satisfying customer needs. In the pharmaceutical industry, where precision, timeliness, and compliance are critical, an optimized supply chain can indeed provide a substantial competitive advantage.

Furthermore, the ability to adapt to market changes swiftly is crucial in an industry where regulations, consumer preferences, and medical breakthroughs can significantly impact demand and production. A streamlined supply chain enables the company to adjust its operations promptly, ensuring it meets evolving customer needs. By consistently timely delivering quality products and maintaining customer satisfaction, our Company fosters long-term success in a challenging and dynamic industry landscape. As pharmaceutical market continues to evolve, leveraging these competitive advantages will be key to sustaining growth and staying ahead of competitors.

d) Experienced management team with proven execution capabilities

We are led by qualified and experienced Board of Directors, Key Managerial Personnel and Senior Management Personnel, who we believe have knowledge and understanding of the pharmaceutical distribution industry and have the expertise and vision to scale up our business. Our Promoters have played a key role in guiding, developing, and growing our business, Our Promoters, Mr. Narendra Nagindas Shah, Mr. Samit Madhukar Shah and Mr. Bhavin Dhirendra Shah, who collectively possess more than a six decades of experience in the pharmaceuticals distribution industry, respectively. For details, relating to the experience of our management, please see the chapters titled, *"Our Management"* and *"Our Promoter and Promoter Group"* on page 176 and 190 of this Draft Red Herring Prospectus.

We believe our Promoters, Director and Senior Management overall experience and vision will enable us to manage and grow our business in the existing markets and to enter new geographies with our competitive advantage. This will help us in addressing and mitigating various risks inherent in our business, including technical problems, facing the competitive landscape changes in global economy resulting in fluctuations in chemical and pharmaceutical pricing across the globe, etc.

Our Strategies

We strive for complete transparency and client satisfaction with an unwavering commitment to professional excellence and integrity in our pharmaceutical distribution business. Our focus will be on expanding our customer base across all product categories, providing them with multiple platforms to access our services, and offering them reliable support through high-quality product information and research. Additionally, we aim to capitalize on significant growth opportunities within the Indian pharmaceutical distribution sector. Our key strategic initiatives are outlined below:

a) Invest in proposed manufacturing facility and enter into manufacturing segment.

Our company aims to significantly increase its revenues by diversifying into the manufacturing of Active Pharmaceutical Ingredients (**APIs**) and excipients. APIs serve as the essential raw materials for pharmaceutical formulations, including various Finished Dosage Forms (**FDF**) such as tablets, capsules, ointments, syrups, and more. These APIs are integral to the effectiveness of the final pharmaceutical products. In addition, our company plans to manufacture excipients—non-active ingredients used in drug formulations alongside APIs. Although excipients do not have direct therapeutic effects, they play a critical role in the pharmaceutical industry by improving the stability, bioavailability, and absorption of the drug. Excipients are essential for the proper formulation of pharmaceuticals, ensuring the drug's effectiveness and safety.

Our focus will be on producing quality excipients for the pharmaceutical industry, considering the broad and varied applications of these raw materials. With the growing demand for these products, our company is well-positioned to expand

and meet the needs of the market. Leveraging our dynamic and experienced workforce, alongside our established capabilities, we are confident in our ability to scale up production and broaden our verticals. This strategic expansion will enhance our revenue streams and align with our broader business objectives, ensuring continued growth and success.

Indian Pharmaceutical Industry:

Indian pharmaceutical industry is ranked as the third largest in the world, in terms of volumes of drugs manufactured and thirteenth largest, in terms of value. The Country is also the world's largest supplier of cost-effective generic drugs, and accounts for nearly one fifth of the global trade in generic drugs. India has achieved an enviable position in global generic drug market on the back of its strength in organic chemical synthesis and process engineering. Indian pharmaceutical industry, which followed process patent structure for close to 30 years -till the amendment of Patent Act in 2005- was favorable for generic drug manufacturers. The process patent structure allowed industry to launch low-cost alternatives to innovator drugs, if the manufacturing process was different. India with its technically skilled labor force was able to reverse engineer patented drugs, and hence became one of the largest and most developed generic drug markets in the world. *(Source: D&B Report)*

Key segments in Indian pharmaceutical industry are:

- Active Pharmaceutical Ingredient / Bulk Drug Manufacturers
- Formulation Manufacturers
- Contract Research and Manufacturing Service Companies
- Biotechnology Companies

Import Dependency for Raw Materials:

Despite the advances in pharmaceutical manufacturing, India remains completely dependent on imports for its Active Pharmaceutical Ingredient (API)/ Bulk Drug needs. According to Ministry of Chemicals and Fertilizers, India imports nearly USD 3.6 Bn worth of API/Bulk Drug for its pharmaceutical industry. Nearly two third of these imports comes from China. This indicates the overwhelming dependency of Indian pharmaceutical industry on Chinese API imports. More than 100,000 tons of API required for manufacturing antibiotics is imported to the country every year.

This dependency on China exposed the Indian pharmaceutical industry to risks earlier this year when API supply from China was disrupted due to Covid impact. Consequently, the price of common APIs used by the pharmaceutical industry went up several times causing significant financial strain to the domestic pharmaceutical industry. Since then the price level has come down, as supply disruption has been mitigated. Nevertheless, the covid pandemic has forced the pharmaceutical industry and Government to take steps to prevent any recurrence of such a scenario. The major step has been two key policies to improve the bulk drug / API manufacturing scenario in India, namely the Product Linked Incentive (PLI) scheme for bulk drug manufacturing and bulk drug park scheme *(Source: D&B Report).*

By diversifying into API manufacturing, our Company aims to achieve the following key objectives:

- **Vertical Integration:** By producing APIs in-house, we will reduce dependency on external suppliers, mitigate supply chain risks, and enhance the reliability of our product offerings to customers across various markets.
- **Cost Efficiency:** The production of APIs will allow for improved cost management, enabling us to offer competitive pricing on finished pharmaceutical products and thereby enhance our market position.
- **Quality Control:** With our extensive experience in distribution and supply chain management, we are committed to upholding the highest standards of quality in the API manufacturing process. This strategic initiative ensures that our API offerings are produced under strict compliance with regulatory requirements, ensuring safety, efficacy, and consistency.
- **Market Expansion and Diversification:** The move into API manufacturing complements our core business and opens new avenues for growth. By producing key ingredients ourselves, we aim to serve both existing and new customers in global markets, providing a wider range of products across multiple therapeutic segments.
- **Innovation and Research:** As part of our long-term strategy, we will invest in research and development (R&D) to introduce novel APIs and formulations that address emerging healthcare needs. Our R&D initiatives will ensure that

we remain at the forefront of pharmaceutical innovation and continue to contribute to improved patient outcomes worldwide.

b) Improve cost management and operational efficiencies along with focus on rationalizing our indebtedness

We plan to enhance our profitability by continuing to improve our cost management and operational efficiencies, by further implementing process efficiency whereby we strive to improve the business process to optimize our processes and achieve higher efficiency with the support of our operational team and we intend to focus on high-value, low-volume products within our product portfolio. We also seek to benefit from optimizing our product selection strategy.

As on September 30, 2024, the amount outstanding under our loan facilities from financial institutions was ₹2,203.45 lakhs. We propose to utilize an estimated amount of ₹147.22 lakhs from the Net Proceeds towards re-payment or pre-payment of long-term borrowings, availed by our Company in full or in part. The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favourable debt-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds or capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. For further details, see "*Objects of the Issue*" on page 103.

c) Inorganic expansion and integration to grow our geographic reach, revenues and scale

We have endeavoured to take advantage of the market opportunities available in the Indian healthcare products distribution market. Accordingly, we have adopted approach towards acquiring and integrating smaller distributors to expand our geographic reach and increase the wallet share from our customers. Since the inception of our Company in the Financial Year 2024, we successfully acquired M/s. PD Doshi Partnership Firm, in the healthcare products distribution industry. We have an on-ground acquisition team to identify acquisition opportunities in the markets for entry or expansion. Subsequent to the completion of an acquisition, we deploy our growth strategies such as product portfolio expansion, increased customer reach, improved service levels, technology-based solutions to increase our market share. Our established, data and process-driven and well tested acquisition, integration and growth approach is replicable in the existing markets we are present in and in the new geographies that we choose to enter. Given our track record in acquiring and integrating smaller distributors across India, we have been able to continuously attract distributors to become acquired by and integrated with us.

d) Continue to Increase Operating Efficiency and Enhance Supply Chain Management to Drive Profitability

We are committed to continuously enhancing our supply chain and distribution infrastructure to improve operational efficiency and optimize supply chain management. As part of our key initiatives to increase efficiency, we plan to expand automation in our warehouses for processes such as sorting, barcoding and packaging. This automation is expected to allow us to better utilize our workforce, increase operational efficiencies, scale our operations, and reduce costs. Additionally, we aim to benefit from enhanced operating leverage as the large number of clients acquired in recent years, along with the new clients we are onboarding through our cluster approach, gradually mature. This growing client base will further support our efforts to drive efficiency and profitability.

e) Hiring and retaining talented employees

We constantly intend to continue our focus on providing healthy and comfortable work climate for our employees and provide various programs and benefits for the personal well-being and career development. Employees are essential for the success of every organization. As part of our business strategy, we are focused on attracting and retaining high quality talent as we continue to expand our service offering. We have recruited and retained talented employees from a variety of backgrounds. We expect to continue to attract talented employees through our retention initiatives. We intend to invest adequate time and resources for training our employees, which we believe would foster mutual trust, improve the quality of our services and place further lead to operational efficiency.

e) Pursue comprehensive marketing and distribution collaborations with healthcare product manufacturers

Based on the synergies between our distribution network, our pharmacies, clinics and nursing homes reach, our established relationships with healthcare product manufacturers and our marketing and promotion capabilities, we intend to pursue more opportunities in the future for offering integrated commercial solutions including sales, marketing, promotion and supply chain to pharmaceutical and healthcare brands that intend to expand their reach and footprint in the Indian market. With our trained sales force and experienced business support team including marketing, branding, supply chain and finance, we continue to offer a diverse range of customized solutions for brands to expand their footprint and patient access in India that best suit their requirements leveraging cost and resources in an efficient way.

f) Increase our geographical reach and expansion of addressable market

Currently, our operations are based in Western Suburban Mumbai, South Mumbai, and other regions of Maharashtra. Going forward, we plan to expand our presence in the North-East and Central regions. This strategic expansion will enable us to tap into new markets, grow our client base, and increase revenues. By extending our presence to new regions, we aim to mitigate the risks associated with operating in a limited geographical area. This geographical diversification will help protect us from regional fluctuations and reduce the impact of economic or operational challenges in any single market. As we expand across the country, we are scaling our operations to meet the growing demand in these regions, ensuring our supply chain and service capabilities align with this growth. Furthermore, our goal is to deliver faster, more reliable service to our customers by reducing transportation times, optimizing inventory management, and minimizing trade overdues. To achieve this, we plan to appoint regional sales agents who will manage stocking and distribution locally, enabling us to meet customer needs more efficiently. By continuing to diversify and expand our network.

The state wise revenue generated in last three financial years and period ended September 30, 2024:

(₹ in Lakhs)

Particulars	For the period ended/For the Year ended*							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from the customers located in Maharashtra	5,598.21	100.00%	5,920.93	100.00%	5,109.39	100.00%	5,431.45	100.00%

**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

Presence in Maharashtra Region

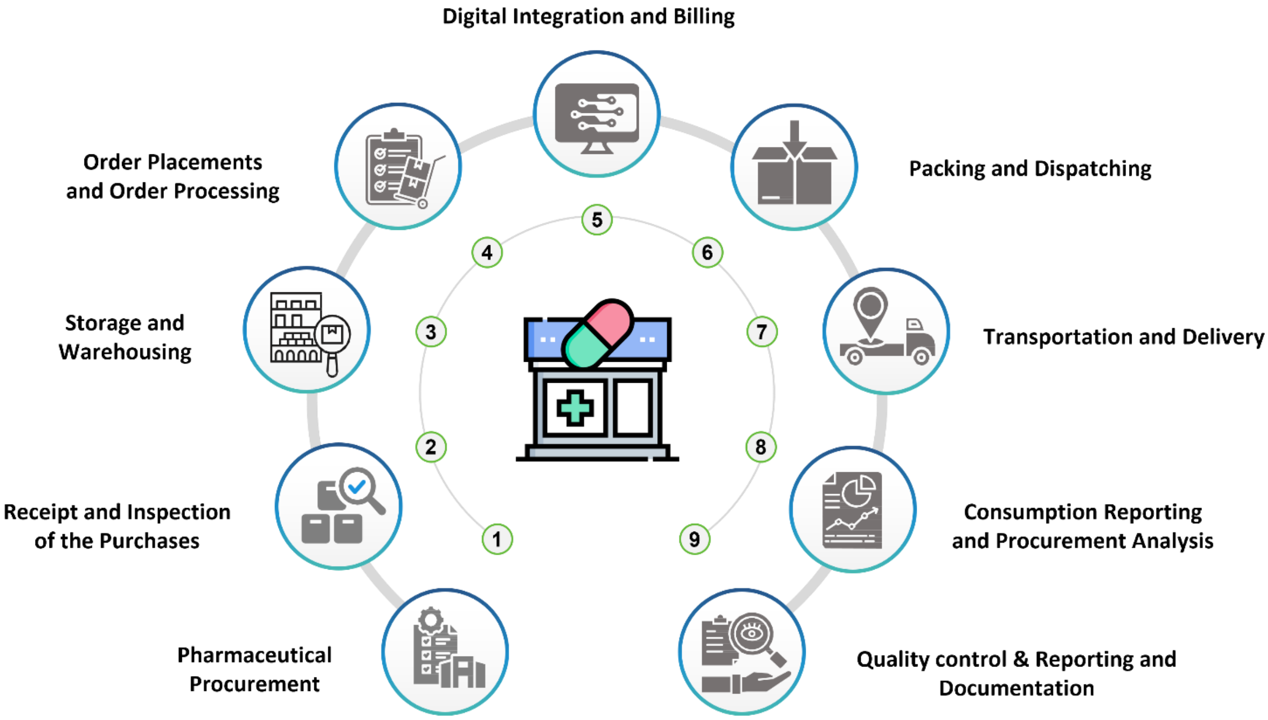
Mumbai City Distribution Areas:

f) Technology driven operations.

We intend to increase our customer reach, customer retention though continued investment in our technology infrastructure, including investing in and enhancing our Samarth Software and other technological developments to support our customers and our operations. We believe that through digitization and technological integration with our customers, we are able to offer our customers cost efficiencies, inventory optimization and improved customer interactions, which will in turn allow us to grow our customer base, improve customer retention and increase customer wallet share. We expect that leveraging our technology infrastructure to further optimize our operations, including operations relating to warehousing, logistics, sales operations, inventory and receivables management, will bring greater cost efficiency, productivity and transparency. We believe that our increased investment in technology, along with our growing scale of operations, synergistic higher margin product and operational efficiencies will drive profitability and improve margins.

Business Model and Services:

The pharmaceutical distribution cycle begins with the dispatch of medicines from the pharma companies and manufacturer and concludes when consumption data is reported back to the procurement unit. Our day-to-day operations involve several key activities, including procurement and stock management, warehousing and temperature-controlled storage, coordinating logistics for timely distribution, tracking inventory to avoid shortages or wastage, ensuring quality control throughout the process, and collecting usage data to inform future procurement decisions.



1. **Pharmaceutical Procurement:** The procurement process involves ordering healthcare product, generic medications to branded drugs and other related materials from manufacturers or suppliers. This includes medicines for chronic diseases, antibiotics, nutraceuticals, cardiology and endocrinology. This process is managed by dedicated procurement and purchasing officers who oversee and control the entire operation.

2. **Receipt and Inspection of Purchases:** Upon receiving the purchases from the suppliers, store staff immediately conduct a thorough inspection of each delivery. The materials are placed in a separate, air-conditioned chamber until the inspection is completed. During this inspection, staff check for damaged or missing items and verify that the purchases meet all contract conditions, including drug type, quantity, presentation, packaging, and labeling requirements.

3. **Storage and Warehousing:** After the inspection is completed and the materials are confirmed to meet all specifications, they are transferred to the material management department. Here, the medicines are systematically organized on dedicated wooden racks designed for shelving, ensuring proper storage and easy retrieval.

4. **Order Placement and Processing:** Pharmacies, clinics, and doctors place orders for medicines through both online and offline channels. These orders are processed by dedicated medical sales representatives, who input the orders into the system. The relevant staff then prepares invoices for the requested items.

5. **Digital Integration and Billing:** With this technology, we have been able to remain competitive and successful in an increasingly digital world. The business integrates modern technology into its operations, offering services such as online ordering platforms for pharmacies and clinics, real-time inventory tracking, and digital invoicing. This reduces delays, improves accuracy, and enhances the customer experience.

6. **Packing and Dispatching:** All received orders are rechecked for accuracy and labeled according to their uniform master codes as a standard procedure to ensure correct identification of each package.

7. **Transportation and Delivery:** All packed medical products are dispatched to pharmacies, clinics, doctors, and retailers using appropriate delivery routes and dedicated vehicles. The movement of the vehicles is tracked to ensure timely and accurate deliveries. Delivery personnel ensure that the medicine packages are handed over to the staff at the receiving location.

8. **Consumption Reporting and Procurement Analysis:** An important link in the distribution cycle is the flow of information on consumption, which reflects the actual demand and supply in the procurement and sales process. Our system provides real-time stock availability, helping us manage the procurement process efficiently. Timely order procurement order procurement helps us meet daily order requirements.

9. **Quality Control:** Our facility and transport managers conduct regular quality checks to ensure that the pharmaceutical products delivered meet the required standards. Ensuring the quality and authenticity of these products is a critical aspect of our business. Our distribution network adheres to strict regulatory requirements and quality standards, with ongoing inspections and certifications in place to guarantee the safety and efficacy of the products.

   This process includes verifying expiration dates to ensure products are within their shelf life, inspection for any damage that may have occurred during transit, and ensuring compliance with all relevant regulations to maintain the highest standards of safety and effectiveness. By upholding these rigorous quality control measures, we ensure that all products distributed are safe, effective, and authentic for use by healthcare professionals and patients alike.

10. **Reporting and Documentation:** Proper documentation is maintained throughout the process to ensure compliance with regulatory requirements. This includes records of orders, deliveries, inventory levels, accounts, receivables, payments, and procurement activities.

Our Top 5 & 10 Customers and Our Top 5 & 10 Supplier:

(₹ in Lakhs)

Particulars	Suppliers							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 5	1576.57	30.70	2148.42	41.20	1908.94	41.03	2063.08	41.87
Top 10	2349.27	45.74	3398.98	65.18	3031.77	65.16	3272.94	66.42

(₹ in Lakhs)

Particulars	Customers							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 5	589.20	11.32	563.02	10.37	446.04	9.15	426.89	8.26
Top 10	943.14	18.12	929.05	17.11	775.36	15.91	731.69	14.16

Logistics

We rely on local transportation to deliver our pharmaceutical products to distributors across Maharashtra, particularly in the western suburban areas. Roadway transportation is a cost-effective solution that enables us to meet our daily distribution targets and ensure timely deliveries to our customers. While we do not have formal contracts with our local transportation partners, we maintain flexible and efficient arrangements that support our operations. Upon receiving products directly from manufacturers, we conduct a thorough quality check. Products are either approved or rejected based on their quality, ensuring that only suitable pharmaceutical products are distributed.

Customers, Sales and Marketing

Our Company intends to strengthen market position through increases in customer base, wallet share and geographic penetration: It intends to grow sales through its existing distribution network, taking advantage of the low penetration of scaled up and efficient healthcare products distribution platforms and strengthen market position by (i) increasing customer base through the addition of new pharmacies, hospitals and clinics in both existing and new territories, (ii) expanding geographic reach through hub and supply model which connects warehouses and supply points across pin codes (iii) we aim to increase wallet share from current pharmacies and nursing homes by offering a broader product portfolio, fostering deeper customer engagement through technology and digital solutions, and providing procurement efficiencies and economies of scale, and (iv) offering procurement efficiencies and economies of scale advantages. As such, it believes that there is significant opportunity for growth of its existing distribution network.

While we currently in pharmaceuticals distribution, we plan to venture into complementary healthcare categories. By leveraging our established customer base, market knowledge, infrastructure, and strong manufacturer relationships, we intend to enter new product segments that are highly relevant to pharmacies and hospitals, driving better sales synergies and long-term growth.

Inventory Management

Our pharmaceutical products are primarily stored at our on-site storage facilities. We maintain an inventory of finished products based on a combination of confirmed orders and expected demand. To reduce lead times and ensure prompt delivery, we also hold strategic stock in response to customer needs. While this stock is generally managed according to customer-specific stocking policies, in some instances, these proactive measures are taken by our organization to optimize supply chain management and ensure smoother operations.

Pricing

We determine the prices for our products based on various parameters, including market demand, transportation costs, raw materials costs, inventory levels, credit terms and sometimes it is fixed for particular customer to maintain the relationship. Our sales team takes into consideration the margins of intermediaries at different stages, in accordance with market practice, and applicable taxes to arrive at the list price of our offerings. Pricing details are typically stated in INR per unit in the purchase orders, as applicable.

Utilities

Our registered office and warehouses are fully equipped with the necessary infrastructure, including computer systems, internet connectivity, communication equipment, security measures, and other essential facilities to ensure smooth business operations. We meet our power needs through the local electricity supplier, which is sufficient for our daily operations. Additionally, our registered office has adequate water supply arrangements for human consumption, ensuring all requirements are fully met at the current premises.

Capacity and Capacity Utilization

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern. Further after IPO it will be applicable.

Competition

Our company operates in the highly competitive pharmaceutical distribution sector, facing competition from both domestic players, including organized and unorganized sectors, as well as public and private companies. The key competitive factors in this industry are product quality, timely delivery, pricing, product diversification, and customer service. Many of our competitors, both current and potential, possess significantly greater financial resources, advanced research and development capabilities, and sophisticated marketing strategies than we do.

As we look to expand into new global markets, we may also encounter competition from local businesses, multinational corporations, and companies from emerging markets operating in these regions. Despite these challenges, we focus on competing through superior product quality and prompt delivery. We are committed to expanding our distribution channels to strengthen our domestic presence and enhance our global footprint. Moving forward, we will continue to aggressively pursue market share by enhancing our brand image, broadening our product portfolio, meeting customer demands, and improving operational efficiencies.

Information Technology

Our information technology (IT) systems play a crucial role in supporting our business operations. The primary responsibilities of our IT team include developing and maintaining enterprise information systems and infrastructure services to meet business needs, ensuring secure operations through risk assessments, cybersecurity protocols, planning and mitigation strategies, and exploring emerging technologies that could enhance our operations. Currently, we utilize Samarth Software to manage procurement, sales, inventory, taxation, vendor payments, and customer receivables. While we have not entered into formal contracts with third-party vendors, we regularly upgrade our IT infrastructure on an annual basis to align with our evolving business requirements.

Quality Control

We consistently monitor industry trends to ensure that our products stay relevant and align with the evolving needs of the market. Our quality control department is dedicated to establishing and enforcing quality standards, policies, and procedures, ensuring that all pharmaceutical products are distributed only they have approved quality check and tested in accordance with customer requirements.

Human Resource

As on September 30, 2024, we have around 46 personnel on our payroll to look after the day-to-day business operations, administrative, secretarial, legal and accounting functions in accordance with their respective designated duties. None of our employees are represented by a labour union and we have not experienced any work stoppages since our incorporation.

The department wise break – up of such personnel are as follows:

Sr. No	Category	No of Employees
1.	Administrative	14
2.	Delivery & Logistics	10
3.	Warehouse Operations	08
4.	Sales and Marketing	08
5.	Human Resource	02
6.	Accounts & Finance	02
7.	Purchase Department	01
8.	Housekeeping Staff	01
Total		**46**

Export and Export Obligations

As on the date, we do not have any export obligation.

Collaboration

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or financial collaboration agreements.

Insurance

Our operations are subject to various risks inherent to the healthcare products distribution industry including loss of inventory or fixed assets due to fire, theft, loss-in-transit for our products, accidents and natural disasters. Our insurance covers, among others, material damage to plant and machinery, furniture, fixtures, fittings and stock. These insurance policies are generally valid for a term of one year, renewable annually.

We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India. For further information, see "*Risk Factors – We are subject to operational and logistical risks and our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject*." on page 30.

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured	Premium p.a.
1.	United India Insurance Company Limited	United Bharat Laghu Udyam Suraksha Policy	August 19, 2025	1202011124P107446984	₹7,00,00,000/-	₹77,350/-
2.	United India Insurance Company Limited	United Bharat Laghu Udyam Suraksha Policy	August 19, 2025	1202011124P107426285	₹9,50,00,000/-	₹1,04,975/-
3.	United India Insurance	Burglary Floater Policy	August 20, 2025	1202011224P107510684	₹9,50,00,000/-	₹9,405/-

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured	Premium p.a.
	Company Limited					
4.	United India Insurance Company Limited	Money Insurance Policy	August 21, 2025	1202011224P107542109	₹21,20,00,000/-	₹18,530/-

Properties

Following Properties are owned / taken on lease / license by our company:

Sr. No.	Date of Purchase	Lessor/ Owner	Address	Period of Lease/ Rented /Owned	Area	Purpose
1.	February 24, 2014	M/s VijayPD Ceutical Limited	A 101, Devraj CHSL, S.V Road, Goregaon West Mumbai - 400104, Maharashtra, India.	Owned	1,647 Square Feet	Registered Office & Warehouse
2.	July 24, 2024	M/s VijayPD Ceutical Limited	A 102, Devraj CHSL, S.V Road, Goregaon - West, Mumbai - 400104, Maharashtra, India.	Owned	1,993 Square Feet	Warehouse - 1
3.	February 24, 2014	M/s VijayPD Ceutical Limited	G - 004, Devraj CHSL, S.V Road, Goregaon West, Mumbai - 400104, Maharashtra, India.	Owned	626.12 Square Feet	Warehouse - 2
4.	May 15, 1972	M/s VijayPD Ceutical Limited	Shop No. 16, 17 Ashokraj CHSL, S.V Road, Goregaon West, Mumbai - 400104, Maharashtra, India.	Owned	466 Square Feet	Warehouse - 3
5.	June 18, 1971	M/s VijayPD Ceutical Limited	Shop No. 15, Ashokraj CHSL, S.V Road, Goregaon - West, Mumbai - 400104, Maharashtra, India.	Owned	281 Square Feet	Given on Rent to M/s. Revomed Private Limited
6.	October 04, 2024	M/s VijayPD Ceutical Limited	D - 88, 89, 94, 95, Shrirampur Industrial Area, MIDC, Ahilyanagar, Ahmednagar – 41411, Maharashtra, India.	Owned	6,000 Square Meters	Proposed Manufacturing Plant

Intellectual Property

Trademarks / patents / copyright/registered/objected/abandoned in the name of our company:

Sr. No	Brand Name/Logo Trademark	Class	Application number and Date	Owner	Authority	Current Status
1.	Vijaypdceutical LTD. Connecting Healthcare, Delivering Hope	5	6674299 Dated October 17, 2024	M/s. VijayPD Ceutical Limited	Trade Mark Registry, Mumbai	Formalities Check Pass

Sr. No	Brand Name/Logo Trademark	Class	Application number and Date	Owner	Authority	Current Status
2.	Vijaypdceutical LTD. Connecting Healthcare, Delivering Hope	35	6674300 Dated October 17, 2024			Formalities Check Pass

Domain:

Sr. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	https://www.vijaypdceutical.com/	Registry Domain ID 2857204387_DOMAIN_COM-VRSN	GoDaddy.com, LLC IANA ID-146	February 21, 2021	February 21, 2025

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled "Government and Other Approvals" on page 253 of this Draft Red Herring Prospectus.

THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules,1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

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. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

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

Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

State Tax on Profession, Trades, Callings and Employment Rules, 1975

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 professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. 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.

BUSINESS/TRADE RELATED LAWS/REGULATIONS:

Drugs and Cosmetics Act, 1940 ("DCA") and the Drugs and Cosmetics Rules, 1945 ("DCA Rules")

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. The DCA Rules specify the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

Drugs (Prices Control) Order, 2013 ("DPCO")

The DPCO prescribes inter alia the ceiling price of scheduled formulations, retail price of a new drug for existing manufacturers of scheduled formulations, maximum retail price of scheduled formulations. Under the DPCO, the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturers of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency. The DPCO specifies procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, and penalties for contravention of its provisions.

The Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")

The NDPS Act is a legal framework which seeks to control and regulate operations relating to narcotic drugs and psychotropic substances. It prohibits, inter alia, the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, transhipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes. It also controls and regulates controlled substances which can be used in the manufacturing of narcotic drugs and psychotropic substances. Offences under the NDPS Act are essentially related to violations of the various prohibitions imposed under the NDPS Act, punishable by both imprisonment and monetary fines.

Drugs, Medical Devices and Cosmetics Bill, 2023 (the "Drugs Bill, 2023")

The Ministry of Health and Family Welfare, Government of India, released a of the Drugs Bill, 2023. The Drugs Bill, 2023 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2023 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2023, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2023 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

Cosmetics Rules, 2020 (the "Cosmetic Rules")

Under the Cosmetic Rules, no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the "DMRA")

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document and any announcement made orally or by any means of producing or transmitting light, sound or smoke. It also specifies the ailments for which no advertisement is allowed. DMRA prohibits advertisements that give false impression regarding the true character of a drug, make false claims for a drug, or are otherwise false or misleading in any material particular. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

National Pharmaceuticals Pricing Policy, 2012 (the "2012 Policy")

The 2012 Policy intends to provide the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 ("NLEM") declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, in order to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices are regulated based on the essential nature of the drugs. Further, the 2012 Policy regulates the price of formulations only, through market-based pricing which is different from the earlier principle of cost-based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

The New Drugs and Clinical Trial Rules, 2019 (the "NDC Rules")

The clinical trials in India are controlled by the Directorate General ("DG") of health services under the Ministry of Health and Family Welfare, Government of India. The NDC Rules lay down the process mechanics and guidelines for clinical trials, including procedure for approval for clinical trials. Clinical trials require obtaining of free, informed, and written consent from each study subject. The NDC Rules also provide for compensation in case of injury or death caused during the clinical trials. The Central Drugs Standard Control Organization has issued the guidance for industry for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the NDC Rules. Further, under the NDC Rules, the ethics committee constituted thereunder is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The NDC Rules further provide for the composition and functions of the ethics committee and its period of validity. The NDC Rules further mandate the maintenance of records for a period of five years after completion of the clinical trial, bioavailability study or bioequivalence study, as the case may be.

The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 ("Advertisement Guidelines")

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines law down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organization making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

The National List of Essential Medicines, 2022

The National List of Essential Medicines, 2022 ("NLEM"), has been introduced to replace the National List of Essential Medicines, 2015. This new list provides for 384 drugs as essential instead of the earlier 376. A total of 18 medicines have been added, 9 medicines have been deleted to finalize the new list. The medicines in National List of Essential Medicines (NLEM) should be available at affordable costs and with assured quality. The medicines used in the various national health programs emerging and re-emerging infections should be addressed in the list. The Government of India, Ministry of Health & Family Welfare (MOHFW) is mandated to ensure the quality healthcare system by assuring availability of safe and efficacious medicines for its population.

The Poisons Act, 1919 ("Poisons Act")

The Poisons Act enables state governments to grant licenses for the possession, sale, wholesale or retail and fixing of the fee, if any, of poisons. The Poisons Act also enables state governments to regulate the classes of persons to whom such license may be granted, the maximum quantity of poison which may be permitted to be sold to any one person etc.

The Essential Commodities Act, 1955 (the "ECA")

The ECA empowers the Central Government, to control production, supply and distribution, trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Using the powers under it, various ministries/departments of the Central Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have also issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for contravention of its provisions.

Uniform Code for Pharmaceutical Marketing Practices, 2024 ("UCPMP Code")

The UCPMP Code is a mandatory code issued by the Department of Pharmaceuticals, Government of India, relating to promotion and marketing practices for Indian pharmaceutical companies and the medical devices industry. The UCPMP Code is applicable to pharmaceutical companies, medical representatives, agents of pharmaceutical companies such as distributors, wholesalers, retailers, and pharmaceutical manufacturer's associations. The UCPMP Code mandates that the promotion of a drug must be consistent with the terms of its marketing approval and prohibits offering or providing any gifts, pecuniary advantages, or benefits in kind to healthcare professionals or their family members (both immediate and extended) by pharmaceutical companies or their agents and violations of the UCPMP Code can lead to imposition of monetary fines.

Legal Metrology Act, 2009

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

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

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 for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy 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 an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at https://firms.rbi.org.in.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder:

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 Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. 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 FIF and/or the RBI. The RBI, in exerciseof its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership Restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company

Laws related to Overseas Investment by Indian Entities:

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023:

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

LAWS RELATED TO ENVIRONMENTAL LAWS

National Environmental Policy, 2006

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.

Environment (Protection) Act, 1986 as amended ("EPA")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

LAWS RELATING TO INTELLECTUAL PROPERTY

Trademarks Act, 1999

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

The Patents Act, 1970:

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

LAWS RELATED TO EMPLOYMENT OF MANPOWER:

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

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.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. 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 Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

*The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2"13 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)

- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

OTHER GENERAL REGULATIONS

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 Competition Act, 2002

The Competition Act, 2002 is a law in India that aims to: Promote competition in markets, Protect consumer interests, Ensure freedom of trade, Prevent practices that harm competition, and Promote economic development. The act was passed by Parliament in 2002 and took effect on September 1, 2009. It replaced the Monopolies and Restrictive Trade Practices Act, 1969 (MRTP Act). The act prohibits: Anti-competitive agreements; Abuse of dominant position by enterprises; Combinations (mergers, amalgamations, and acquisitions) that could have an adverse effect on competition. The act also established the: Competition Commission of India and Competition Appellate Tribunal.

Shops & Commercial Establishments Act of the respective States in which the Company has an established place of business/ office ("Shops Act")

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner. 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.

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.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations:

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, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

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 Stamp Act of respective State and Indian Easements Act, 1882.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of Our Company

Our Company was originally formed as a partnership firm under the name and style of ***"M/s. Vijay Pharma"*** pursuant to a deed of partnership dated October 05, 1971, as amended from time to time. Further, M/s. Vijay Pharma was converted into a public limited company ***"VijayPD Ceutical Limited"*** pursuant to the provisions of Chapter XXI of the Companies Act, 2013 and a fresh Certificate of Incorporation dated March 19, 2024, was issued by Assistant Registrar of Companies, Central Registration Centre. Further our Company has acquired the running business of M/s. P.D. Doshi, a Partnership firm on going concern basis vide Business Transfer Agreement dated April 1, 2024 entered by and between Mr. Samit Madhukar Shah, Mr. Rahul Jitendra Shah, Mr. Jigar Narendra Shah, Mr. Bhavin Dhirendra Shah, Mr. Dhirendra Chimanlal Shah and Mrs. Nila Narendra Shah, on behalf of M/s. P.D. Doshi, Partnership firm and our company. The Corporate Identification Number of our Company is U21001MH2024PLC421713.

Mr. Samit Madhukar Shah, Mr. Rahul Jitendra Shah, Mr. Jigar Narendra Shah, Mr. Bhavin Dhirendra Shah, Mr. Narendra Nagindas Shah, Mrs. Hemanti Jitendra Shah, Mrs. Dina Madhukar Shah and Mrs. Vasanti Dhirendra Shah, were the initial subscribers to the Memorandum and Articles of Association of our Company. Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah, Mr. Narendra Nagindas Shah, Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah are the current promoters of the company. For further details of our promoter please refer the chapter titled "*Our Promoters and Promoter Group*" beginning on page 190 of this Draft Red Herring Prospectus.

Our Company has 45 (Forty-Five) shareholders as on the date of filing of this Draft Red Herring Prospectus.

Changes in the Registered Office of the Company since Incorporation

The Registered Office of the Company is situated at A1, 1st Floor, Devraj Premises CHSL, Goregaon West, Mumbai – 400062, Maharashtra, India.

Except as stated below no change in our Registered Office since incorporation of the Company till the date of the Draft Red Herring Prospectus.

From	To	With effect from	Reason for Change
A/101, 1st Floor, Devraj Premises CHSL, Goregaon West, Mumbai – 400062, Maharashtra, India.	A1, 1st Floor, Devraj Premises CHSL, Goregaon West, Mumbai – 400062, Maharashtra, India.	March 27, 2024	For better administrative convenience

Major events and milestones of our Company

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

Year	Key Events/Milestones/Achievements
1971	Formed as a Partnership Firm in the name and style of "M/s. Vijay Pharma".
2024	Conversion of Partnership Firm into Public Limited Company in the name and style of "VijayPD Ceutical Limited".
2024	Our Company has acquired the running business of "M/s. P.D. Doshi", a Partnership firm on Going Concern basis.

Awards, accreditations, and accolades received by our Company

Set out below are some of the key awards, accreditations, recognition, and appreciation received by our Company:

Year	Particulars
1999	Received Award from the Pharmaceutical Wholesale's Association (Mumbai) for Recognition and Sincere Appreciation of distinguished and devoted service rendered in Pharmaceutical Distribution Over 25 Years.
2015	Received Award for Securing 3rd Rank in Maharashtra for the Sale Turnover of Cipla FY 2014-15.
2016	Received Award form Cipla for Outstanding Contribution and Continued Association, 25 Years of Trust.
2017	Received Award towards contribution in making affordable medicines reach out to millions of patients and grow GSK Business

Year	Particulars
2018	Received Award for GSK National Channel Partner Recognition amongst top contributing pharmaceutical distribution across India for GSK Pharmaceutical Limited.

Main Objects of our Company as per the Memorandum of Association

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

a) *To carry on in India or elsewhere manufacture, import, export, buy, sell, trade and deal in as whole-seller or retailer, representatives, processors, refiners, dealers, factors, agents, stockist, suppliers, traders, packers, general druggists, distributors or concessionaries of all kinds of application of pharmaceutical in its branches such as allopathy, ayurveda, homeopathy, herbal, unani and other types and description of drugs in chemicals, intermediates, tonics, enzymes, vitamins, hormones, oils, pharmaceutical medicines, serums, vaccines, pharmaceutical formulations m the form of injections, tablets, capsules, water for injections, ointments, suppositories, ophthalmic, liquid oral preparations, cosmetics, veterinary, dental preparation, food products, essential oils, crude drugs, family planning devices and biological/pharmaceutical devices, medicaments, pharmaceutical compounds, products including the laboratory and scientific pharmaceuticals, nutraceuticals and intermediate chemicals, synthetic and semi-synthetic as well as natural products and to acquire and takeover of business as a going concern and/or to purchase and/or any other Company, body corporate, Proprietorship & Partnership firm to do all acts and things necessary for the attainment of the above objects.*

b) *To convert and register the existing Partnership firm VIJAY PHARMA as a Public limited company under section 366 of the Companies Act, 2013. The partners are carrying on partnership business as Trader in the name and style of VIJA Y PHARMA and the said firm is registered in the year 1971. The firm's registration no. is B - 77034.*

c) *To continue and run the business carried on by VIJAY PHARMA, a partnership firm as a Company upon its registration and conversion as a Public Company under Part I of Chapter XXI of the Companies Act, 2013 and as a going concern, together with all its Assets and Liabilities.*

Amendments to our Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company Since Incorporation:

Date of Meeting	Type	Nature of Amendment
April 24, 2024	EOGM	**Clause III A of our Memorandum of Association was amended to reflect:** Amendment to the object clause to include the following *"To carry on in India or elsewhere manufacture, import, export, buy, sell, trade and deal in as whole-seller or retailer, representatives, processors, refiners, dealers, factors, agents, stockist, suppliers, traders, packers, general druggists, distributors or concessionaries of all kinds of application of pharmaceutical in its branches such as allopathy, ayurveda, homeopathy, herbal, unani and other types and description of drugs in chemicals, intermediates, tonics, enzymes, vitamins, hormones, oils, pharmaceutical medicines, serums, vaccines, pharmaceutical formulations m the form of injections, tablets, capsules, water for injections, ointments, suppositories, ophthalmic, liquid oral preparations, cosmetics, veterinary, dental preparation, food products, essential oils, crude drugs, family planning devices and biological/pharmaceutical devices, medicaments, pharmaceutical compounds, products including the laboratory and scientific pharmaceuticals, nutraceuticals and intermediate chemicals, synthetic and semi-synthetic as well as natural products and to acquire and takeover of business as a going concern and/or to purchase and/or any other Company, body corporate, Proprietorship & Partnership firm to do all acts and things necessary for the attainment of the above objects".*
October 28, 2024	EOGM	**Clause V of our Memorandum of Association was amended to reflect:** Increase in authorized share capital from ₹ 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹10/- each to ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each.

Other details about our Company

For details of our Company's activities, services, growth, awards & recognitions, launch of key products or services, entry into new geographies or exit from existing markets, facility creation and location of the offices or principal places of business of our Company, location of branch, technology, marketing strategy, competition and our customers, please refer section titled, please refer section titled *"Our Business"*, *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* and *"Basis for Issue Price"* on pages 149, 235 and 103 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled *"Our Management"* and "*Capital Structure"* beginning on page 176 and 71 of the Draft Red Herring Prospectus respectively.

Changes in activities of our Company during the last five (5) Years

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Our Holding Company

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

Our Subsidiary

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

Our Associates, and Joint Ventures

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

Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and have not undertaken any merger, amalgamation or any revaluation of assets during the 10 years preceding the date of this Draft Red Herring Prospectus.

Business Transfer Agreement dated April 01, 2024 amongst our Company ("Acquirer") and M/s. P.D. Doshi, Partnership firm ("Acquiree") on going concern basis:

Our Company has acquired the running business of M/s. P.D. Doshi, a Partnership firm on going concern basis vide Business Transfer Agreement dated April 01, 2024 entered by and between Mr. Samit Madhukar Shah, Mr. Rahul Jitendra Shah, Mr. Jigar Narendra Shah, Mr. Bhavin Dhirendra Shah, Mr. Dhirendra Chimanlal Shah and Mrs. Nila Narendra Shah, on behalf of M/s. P.D. Doshi, Partnership firm and our company.

Defaults or Rescheduling/ Restructuring of Borrowings with Financial Institutions/Banks

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings from the lenders.

Significant Financial and/or Strategic Partners

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

Agreements with Key Managerial Personnel, Senior Management Personnel, Directors, Promoter, or any other employee

Our Key Managerial Personnel or Senior Management Personnel, Director, Promoters, or any other employee have not entered into any agreement, either by themselves or on behalf of any other person with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Shareholders Agreements

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects

There have been no time and cost overrun in the business operations of our Company as on the date of this Draft Red Herring Prospectus.

Injunction or Restraining Order

Except as disclosed in the section titled *"Outstanding Litigation and Material Developments"* beginning on page 248 of this Draft Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

Orders from Statutory & Regulatory Authorities

Our company has does not received any orders from statutory and regulatory authorities in the past.

Collaboration Agreements

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreements

Except as disclosed above and in the chapter titled *"Our Business"* on page 149 of this Draft Red Herring Prospectus, we have not entered into any material agreement / contract as on the date of this Draft Red Herring Prospectus.

Details of Guarantees Given to Third Parties by Our Promoters

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see *"Financial Indebtedness"* on page 234.

OUR MANAGEMENT

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, Our Board comprises of six Directors including three Executive Director, three Non-Executive Directors including two Independent Directors (including one women Director). Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

The details of the Directors are as mentioned in the below table:

Sr. No	Name, Designation, Address, Occupation, Term, Period of Directorship, Date of Birth, Age and DIN	Other Directorships
1.	**Name:** Mr. Samit Madhukar Shah **Designation:** Chairman and Managing Director **Address:** Karma Kshetra, D-1 Wing, 3rd Floor, Flat No 34, Harbanslal Marg, Kings Circle, Shanmukhananda Hall, Sion East, Mumbai - 400037, Maharashtra, India. **Occupation:** Business **Term:** Re-designated as Chairman and Managing Director for a period of 5 (five) years with effect from April 22, 2024. **Period of Directorship:** Director since March 19, 2024 **Age:** 47 Years **Date of Birth:** July 04, 1977 **DIN:** 09634053	• Saltiva Pharmaceuticals Private Limited • Revomed Private Limited
2.	**Name:** Mr. Bhavin Dhirendra Shah **Designation:** Whole Time Director **Address:** 9 - Duru Mahal, 2nd Floor, 84, Shree Patan Jain Mandal Marg, Marine Drive, Kalbadevi, Mumbai - 400002, Maharashtra, India. **Occupation:** Business **Term:** Re-designated as Whole Time Director for a period of 5 (five) years with effect from April 22, 2024. **Period of Directorship:** Director since March 19, 2024 **Age:** 41 Years **Date of Birth:** April 05, 1983 **DIN:** 09839989	• Saltiva Pharmaceuticals Private Limited
3.	**Name:** Mr. Viraaj Kirti Shah **Designation:** Executive Director	• Verafin Services Private Limited

Sr. No	Name, Designation, Address, Occupation, Term, Period of Directorship, Date of Birth, Age and DIN	Other Directorships
	Address: Flat No 158, 6th Floor, Samrat Ashok CHSL, R.R Thakker Marg, Malabar Hill, Walkeshwar, Mumbai - 400006, Maharashtra, India. **Occupation:** Business **Term:** Re-Designated as Executive Director of the company with effect from September 21, 2024 which is liable to retire by rotation. **Period of Directorship:** Director since March 19, 2024 **Age:** 34 Years **Date of Birth:** December 12, 1989 **DIN:** 07901660	
4.	**Name:** Mr. Narendra Nagindas Shah **Designation:** Non - Executive Director **Address:** A-802, Tulsi Tower, M.G. Road, Behind City Centre, Goregaon West, Motilal Nagar, Mumbai - 400104, Maharashtra, India. **Occupation:** Business **Term:** Re-Designated as Non-Executive Director of the Company on October 28, 2024 which is liable to retire by rotation. **Period of Directorship:** Director since March 19, 2024 **Age:** 70 Years **Date of Birth:** January 03, 1954 **DIN:** 09634043	• Revomed Private Limited
5.	**Name:** Ms. Nikita H Pedhdiya **Designation:** Non-Executive Independent Director **Address:** A-801, Krishiv Heritage, Dattapada Road, Near Platform, Near Platform No 1 Subway, Borivali East, Mumbai 400066, Maharashtra, India **Occupation:** Professional **Term:** Re-Designated as Non - Executive Independent Director with effect from October 28, 2024 for a period of 5 years. **Period of Directorship:** Director since October 05, 2024 **Age:** 45 Years **Date of Birth:** August 04, 1979	Nil

Sr. No	Name, Designation, Address, Occupation, Term, Period of Directorship, Date of Birth, Age and DIN	Other Directorships
	DIN: 10797108	
6.	**Name:** Mr. Pulkit Gopal Prasad Agrawal **Designation:** Non-Executive Independent Director **Address:** 557, Gurudev Palace, B Wing, Block No 501, Adarsh Park Road, Bhiwandi, Thane- 421308 Maharashtra, India. **Occupation:** Professional **Term:** Re-Designated as Non - Executive Independent Director of the Company on November 22, 2024 for a period of 5 years. **Period of Directorship:** Director since October 29, 2024 **Age:** 30 Years **Date of Birth:** October 06, 1994 **DIN:** 10134480	Nil

Brief Profile of Our Directors

Mr. Samit Madhukar Shah, is the Chairman, and Managing Director of our company. He completed his Master of Business Administration Degree in Business Finance from University of Lincolnshire & Humberside in the year 2000. He collectively possesses more than 24 years of experience in the industry in which our company operates. His responsibilities include working closely with the Board of Directors to set and achieve strategic goals, ensuring that all departments operate in alignment with the company's mission and values. He plays an active role in high-level decision-making, focusing on guiding the company's expansion and diversification acquisition strategies. Additionally, he oversees the overall operations of the company, ensuring efficiency and regularly reviewing business processes to identify areas for improvement and implement necessary changes.

Mr. Bhavin Dhirendra Shah, is the Whole Time Director of our Company. He holds a Bachelor Degree in Commerce from University of Mumbai in the year 2005. He collectively possesses more than 19 years of experience in the industry in which our company are operates. His responsibilities include contributing to the company's long-term vision, mission, and goals. He is actively involved in contributing to the development of the company's long-term vision, mission, and strategic goals. Additionally, he oversees the overall strategic and tactical implementation of distribution network and operational activities, ensuring the efficient and optimal delivery of pharmaceutical products.

Mr. Viraaj Kirti Shah, is the Executive Director of our Company. He holds a Bachelor Degree in Commerce from University of Mumbai in the year 2010. He holds certificate of membership from the Institute of Chartered Accountants of India in the year 2012. He has completed his Bachelor of Laws (General) from University of Mumbai in the year 2014. He has previously worked with PricewaterhouseCoopers Pvt. Ltd. (PwC) as an Associate in Financial Services and served as the Head of Investment Banking at Altina Securities Private Limited. He is currently associated with Verafin Service Private Limited as a Director and is the Designated Partner at SKL Advisors LLP. With over 10 years of experience across the finance, distribution, and industrial sectors. His vision and growth strategies are instrumental in guiding the company, enabling us to anticipate market trends, manage business operations effectively, and develop sustainable growth acquisition strategies. As Executive Director, he is responsible for overseeing the management and financial aspects of the company.

Mr. Narendra Nagindas Shah, is the Non-Executive Director of our Company. He holds secondary school examination certificate from Maharashtra State Board of Secondary Education Poona Divisional Board in the year 1970. He has been associated with our Company since incorporation as a founder member and has been instrumental in extensive R&D by conducting market research to assess the viability of the business ideas, pertaining to market demand, competition, relationship with customer & supplier, legal prospects and designing supply chain optimisation strategies. He was associated for 53 years with M/s. Vijay Pharma (Partnership Firm), prior conversion to our company.

Ms. Nikita H Pedhdiya, is the Non-Executive Independent Director of our Company. She has completed her Bachelor of Commerce from University of Mumbai in the year 2001. She has completed her Bachelor of Laws from University of

Mumbai in the year 2007. She obtained a Certificate of Practice from the Institute of Company Secretaries of India (ICSI) in the year 2015. She has more than 15 years of experience in the secretarial field secretarial and legal compliance, corporate governance, listing compliance. She has previously worked with Gujarat Foils Limited as Deputy Manager in the Secretarial & Legal Department, with Empire Mall Private Limited for two years, and with Choksi Imaging Limited for three years as Company Secretary. Since 2015, Ms. Pedhdiya has been practicing as a Company Secretary under her own firm, Nikita Pedhdiya & Associates, offering professional services in corporate governance, legal compliance, and secretarial matters.

Mr. Pulkit Gopal Prasad Agrawal, is the Non-Executive Independent Director of our Company. He has completed his Bachelor of Commerce from University of Mumbai in the year 2015. He obtained a Certificate of Practice from the Institute of Chartered Accountants of India (ICAI) in 2017. In 2019, he completed the Certificate of Practical Training in Information Systems Audit from ICAI. In 2022, he received both the Certificate of Registration for Valuation of Securities and Financial Assets from the Insolvency and Bankruptcy Board of India (IBBI), and the Certificate of Membership from the ICAI Registered Valuers Organisation for the valuation of Securities and Financial Assets. He has an experience of more than 4 years in the field of finance, accountancy, valuation services, financial audits, and advisory roles. Currently he is associated as Partner at M/s. Singh Agrawal & Associates and ValuGenius Advisors LLP.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other:

- Mr. Narendra Nagindas Shah and Mr. Jigar Narendra Shah are related to each other as Father and Son.

Confirmations

- None of our Directors have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Prospectus with the SEBI, during the term of his/ her directorship in such company.

- Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

- None of our Directors have been identified as a willful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

- Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

- None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Details of Borrowing Powers

In accordance with our Articles of Association, the applicable provisions of the Companies Act, and pursuant to a resolution passed by our Board in its Meeting held on November 21, 2024, and a resolution passed by our Shareholders at their Extra Ordinary General Meeting held on November 22, 2024, our Board is authorised to borrow, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers) exceeding the aggregate of the paid-up share capital, free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 10,000.00 Lakhs or the aggregate of the paid-up share capital, free reserves and securities premium of the Company or as may be specified in the applicable provisions of law, whichever is higher.

Compensation of our Managing Director & Whole-Time Director

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188,196,197,198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

Terms of Appointment & Remuneration of Managing Director, Whole Time Director and Executive Directors

Mr. Samit Madhukar Shah

Mr. Samit Madhukar Shah, has been director of the Company since March 19, 2024. Further, at the Extra Ordinary General Meeting of the Company dated April 24, 2024, he was Re-designated as the Chairman and Managing Director of our Company for a period of five years with effect from April 22, 2024. The details of his remuneration as revised by Members on April 24, 2024, with effect April 22, 2024, for a period of Three years, are as stated below:

Particulars	Terms of remuneration
Remuneration	₹ 1,75,000 per month which shall be a sum of up to ₹ 21.00/- Lakhs per annum.
Other benefits	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

Mr. Bhavin Dhirendra Shah

Mr. Bhavin Dhirendra Shah, has been director of the Company since March 19, 2024. Further, at the Extra Ordinary General Meeting of the Company dated April 24, 2024, he was Re-designated as the Whole Time Director of our Company for a period of five years with effect from April 22, 2024. The details of his remuneration as revised by Members on April 24, 2024, with effect April 22, 2024, for a period of Three years, are as stated below:

Particulars	Terms of remuneration
Remuneration	₹ 1,50,000 per month which shall be a sum of up to ₹ 18.00/- Lakhs per annum.
Other benefits	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

Mr. Viraaj Kirti Shah

Mr. Viraaj Kirti Shah, has been director of the Company since March 19, 2024. Further, at the Extra Ordinary General Meeting of the Company dated September 25, 2024, he was regularized as the Executive Director of our Company from September 21, 2024. The details of his remuneration as revised by our Members on September 25, 2024, with effect September 21, 2024, for a period of Three years, are as stated below:

Particulars	Terms of remuneration
Remuneration	₹ 1,75,000 per month which shall be a sum of up to ₹ 21.00/- Lakhs per annum.
Other benefits	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

Remuneration to Non-Executive Directors and Independent Directors

The Articles of Association of our Company provides for the payment of sitting fees to the Directors (other than Managing Director & Whole-time Directors), not exceeding ₹ 1.00 Lakhs, as may be fixed by the Board of Directors from time to time, for attending a meeting of the Board and Committees thereof.

Pursuant to the resolution passed by our Board on November 21, 2024, our Non-Executive Directors and Independent Directors are entitled to: (i) sitting fees of ₹ 10,000 for attending each meeting of the Board of Directors, and (ii) sitting fees of ₹ 10,000 for attending each meeting of the committees of the Board of Directors. Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI LODR Regulations.

Except as disclosed above, our Company has not entered into any contract appointing or fixing the remuneration of a director, or manager in the two years preceding the date of this Draft Red Herring Prospectus.

The Remuneration / Sitting Fees paid to the Directors during the last Financial Year 2023-2024 is as follows:

Not Applicable, as our Company was Partnership firm in the last Financial Year 2023-2024.

Remuneration paid or payable to our Directors by our Subsidiary

As on the date of the filing of this Draft Red Herring Prospectus, we do not have any Subsidiary Company and Associates Company.

Contingent and deferred compensation payable to Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan of our Directors

None of our Directors is entitled to any bonus or profit-sharing plans of our Company. For further details see *"– Terms of Appointment & Remuneration of our Executive Directors"* on page 180.

Service Contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

Sr. No.	Name of the Director	No. of Equity Shares	% of pre offer paid up shares	% of post offer paid up shares
1.	Mr. Bhavin Dhirendra Shah	16,36,094	11.66%	[●]
2.	Mr. Narendra Nagindas Shah	15,90,610	11.34%	[●]
3.	Mr. Viraaj Kirti Shah	984,000	7.01%	[●]
4.	Mr. Samit Madhukar Shah	882,872	6.29%	[●]

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

Interest of Directors

Our Directors, may be deemed to be interested to the extent of remuneration or fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, to the extent of commission payable to them by our Company and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see *"– Remuneration to our Directors",* on page 180.

Our Directors may also be deemed to be interested to the extent of Equity Shares (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. For further details regarding the shareholding of our directors, see *"– Shareholding of our Directors"* on page 181.

Further, our directors may also be directors on the boards, or are shareholders, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see *"Summary of the Offer Document – Summary of Related Party Transactions"* on page 21.

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

None of our Directors 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.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become or to help such Director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Except Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah and Mr. Narendra Nagindas Shah, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our directors in the last three years:

Name of the Director	**Date of Appointment/ Change/ Cessation**	**Reason for Change**
Mr. Samit Madhukar Shah	April 22, 2024	Re-designated as Chairman & Managing Director.
Mr. Bhavin Dhirendra Shah	April 22, 2024	Re-designated as Whole Time Director.
Mr. Rahul Jitendra Shah	April 25, 2024	Cessation as Non-Executive Director
Mr. Jigar Narendra Shah	April 25, 2024	Cessation as Non-Executive Director
Ms. Hemanti Jitendra Shah	April 25, 2024	Cessation as Non-Executive Director
Ms. Vasanti Dhirendra Shah	April 25, 2024	Cessation as Non-Executive Director
Ms. Dina Madhukar Shah	April 25, 2024	Cessation as Non-Executive Director
Mr. Viraaj Kirti Shah	September 21, 2024	Change in Designation from Non-Executive Director to Executive Director
Ms. Nikita H Pedhdiya	October 05, 2024	Appointed as Additional Non-Executive Independent Director
Ms. Nikita H Pedhdiya	October 28, 2024	Change in Designation from Additional Non-Executive Independent Director to Non-Executive Independent Director
Mr. Narendra Nagindas Shah	October 28, 2024	Change in Designation from Executive Director to Non-Executive Director
Mr. Pulkit Gopal Prasad Agarwal	October 29, 2024	Appointed as Additional Non-Executive Independent Director
Mr. Pulkit Gopal Prasad Agarwal	November 22, 2024	Change in Designation from Additional Non-Executive Independent Director to Non-Executive Independent Director

Corporate Governance

In accordance with the Regulation 15 (2) (b) of SEBI LODR Regulations, the compliance with the corporate governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) of SEBI LODR Regulations and Para C, D and E of Schedule V of SEBI LODR Regulations shall not apply in respect of listed company which has listed its specified securities on the SME Exchange. Hence, only the provisions of the Companies Act, 2013 with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on SME Platform of NSE (NSE Emerge).

Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof. As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors including three Executive Director, three Non-Executive Directors including two Independent Directors (including one women Directors).

Committees of the Board of Directors

The details of the committees of our Board are set forth below. In addition to the committees of our Board described below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated November 21, 2024 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Pulkit Gopal Prasad Agarwal	Non-Executive Independent Director	Chairman
Ms. Nikita H Pedhdiya	Non-Executive Independent Director	Member
Mr. Viraaj Kirti Shah	Executive Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;

3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

    (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

    (ii) Changes, if any, in accounting policies and practices and reasons for the same;

    (iii) Major accounting entries involving estimates based on the exercise of judgment by management;

    (iv) Significant adjustments made in the financial statements arising out of audit findings;

    (v) Compliance with listing and other legal requirements relating to financial statements;

    (vi) Disclosure of any related party transactions; g. Qualifications in the draft audit report;

    (vii) Qualifications in the draft audit report;

5. Reviewing with the management the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

10. Discussion with internal auditors any significant findings and follow up there on;

11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

14. To review the functioning of the Whistle Blower mechanism;

15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;

16. Approval or any subsequent modification of transactions of the company with related parties;

17. Scrutiny of inter-corporate loans and investments;

18. Valuation of undertakings or assets of the Company, whenever it is necessary;

19. Evaluation of internal financial controls and risk management systems;

20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and

23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

a) To investigate any activity within its terms of reference.

b) To seek information from any employee.

c) To obtain outside legal or other professional advice.

d) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

i) Management discussion and analysis of financial condition and results of operations;

ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;

iv) Internal audit reports relating to internal control weaknesses; and

v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum:

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated November 21, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Nikita H Pedhdiya	Non-Executive Independent Director	Chairperson
Mr. Pulkit Gopal Prasad Agarwal	Non-Executive Independent Director	Member
Mr. Bhavin Dhirendra Shah	Whole Time Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;

2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

6. Approve, register, refuse to register transfer or transmission of shares and other securities;

7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

8. Allotment and listing of shares;

9. Authorise affixation of common seal of the Company;

10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

12. Dematerialize or rematerialize the issued shares;

13. Ensure proper and timely attendance and redressal of investor queries and grievances;

14. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and

15. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum:

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has Re-constituted the Nomination and Remuneration Committee vide Board Resolution dated November 21, 2024 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Nikita H Pedhdiya	Non-Executive Independent Director	Chairperson
Mr. Pulkit Gopal Prasad Agarwal	Non-Executive Independent Director	Member
Mr. Narendra Nagindas Shah	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

    i) use the services of an external agencies, if required;

    ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

    iii) consider the time commitments of the candidates.

3. formulation of criteria for evaluation of Independent Directors and the Board;

4. devising a policy on Board diversity;

5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

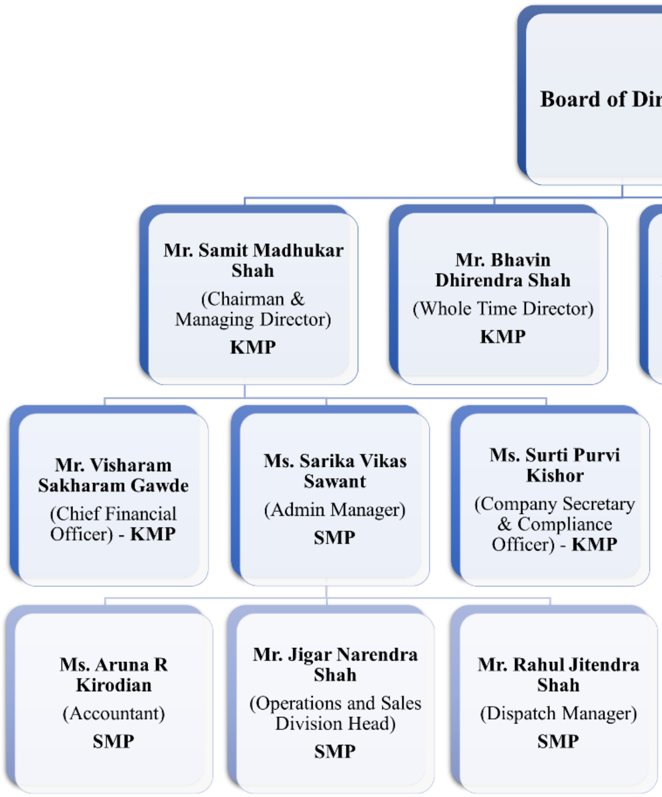
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting of Nomination and Remuneration Committee and Relevant Quorum:

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

Organizational Structure



Key Managerial Personnel of our Company

In addition to Mr. Samit Madhukar Shah, the Chairman and Managing Director of the Company, and Mr. Bhavin Dhirendra Shah, the Whole Time Director of our Company whose details are provided in *"- Brief profile of our Directors"* on page 178 & 179, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Mr. Vishram Sakharam Gawade, is the Chief Financial Officer in our company from September 21, 2024. He has passed his Secondary School Examination from Chaukul English High School in the year 1983. He has more than 22 years of experience in field of accounting, taxation and finance. He has been associated with our company since September 01, 2000. He is responsible for all accounting, taxation, and financial decisions of our company. His remuneration for the Fiscal Year 2023-24 was ₹ 4.50 Lakhs.

Ms. Purvi Kishor Surti, is the Company Secretary and Compliance Officer of our Company from October 05, 2024. She has passed her Bachelor of Commerce from the Mumbai University in the year 2014. She has passed the professional competence examination conducted by The Institute of Company Secretary of India in the year 219. She is an Associate member of the Institute of Company Secretaries of India. She was associated with T R Chadha & Co LLP in past for 4 years as Consultant CS in Secretarial Department. She is responsible for the Secretarial, Legal and Compliance division of our Company along with investor and other stakeholders' relationships. For the fiscal year 2023-24, Ms. Purvi did not receive any remuneration from the company.

Senior Management Personnel of our Company:

In addition to the Executive Directors of our Company and the Key Managerial Personnel, whose details are provided in *"– Brief profiles of our Directors"* and *"– Key Managerial Personnel"* on pages 178 and 187, respectively, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Mr. Jigar Narendra Shah, is the Sales and Operations Division Head of our company. He completed his Higher Secondary School Examination from the Maharashtra State Board of Secondary and Higher Secondary Education, Pune, in 1997. He has been associated with our company since September 9, 2000, and has an overall experience of 24 years. He is responsible for overseeing daily operations of sales division, collaborating with cross functional teams and analyzing market trends. For the fiscal year 2023-24, he did not receive any remuneration from the company.

Mr. Rahul Jitendra Shah, is the Dispatch Manager of our company. He completed his Master in Commerce from University of Mumbai in the year 2005. He has been associated with our company since May 01, 2001 and has an overall experience of 23 years. He is responsible for coordinating with various delivery partners, and managing all matters related to delivery and dispatch, including documentation, tracking shipments and maintaining inventory levels. For the fiscal year 2023-24, he did not receive any remuneration from the company.

Ms. Aruna R Kirodian, is the Accountant of our Company. She has completed her Secondary School Examination from Goregaon Municipal Secondary School. She has been associated with our company since August 01, 2008 and has an overall experience of 16 years. She is responsible for ensuring accurate and timely reconciliations of bank statements, overseeing cash flow, establishing and maintaining relationship with Bank representatives for compliance and assistance, ensuring to all financial regulations and internal policies. His remuneration for the Fiscal Year 2023-24 was ₹ 2.12 Lakhs.

Ms. Sarika Vikas Sawant, is the Admin Manager of our company. She has completed her Higher Secondary School Examination from Smt T.S Bafna Junior College of Arts & Commerce in the year 2002. She has been associated with our company since December 01, 2009 and has an overall experience of 15 years. She is responsible for overseeing and coordinating various administrative functions within our organization, to oversee the daily operations of the office, ensuring a productive and organized work environment, to handle sensitive and confidential information with discretion and professionalism, assist in human resources functions, including recruitment, onboarding, and training for administrative staff. For the fiscal year 2023-24, Ms. Sarika did not receive any remuneration from the company.

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company. The attrition rate of our Company is not high as compared to the industry.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in *"Capital Structure – Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management Personnel, Promoter, Promoter Group and Directors of Promoter"* on page 71, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; and (ii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

None of our Key Managerial Personnel or Senior Management have been paid any consideration of any nature from our Company, other than their remuneration.

There are no other loans and advances which have been made by the Company to any of its Key Managerial Personnel or Senior Management, or person/entity related to them.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and Senior Management Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and Senior Management Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in Key Managerial Personnel and Senior Management Personnel

Other than as disclosed in *"-Changes in the Board in the last three years"* on page 182, the changes in the Key Managerial Personnel and Senior Management Personnel in the preceding three years are as follows:

Name	Designation	Date of Change	Reason for Change
Mr. Samit Madhukar Shah	Chairman and Managing Director	April 22, 2024	Re-designated as Chairman & Managing Director.
Mr. Bhavin Dhirendra Shah	Whole Time Director	April 22, 2024	Re-designated as Whole Time Director.
Mr. Vishram Sakharam Gawade	Chief Financial Officer	September 21, 2024	Appointed as Chief Financial Officer
Ms. Surti Kishor Purvi	Company Secretary	October 05, 2024	Appointed as Company Secretary

Payment or benefit to Key Managerial Personnel and Senior Management Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as stated in *"– Interests of Directors"* on page 181, *"– Interest of Key Managerial Personnel and Senior Management"* on page 182 and as stated in *"Restated Financial Information - Related Party Transactions"* on page 197, no amount or benefit in kind has been paid or given within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management except remuneration and re-imbursements for services rendered as Directors, officers or employees of our Company.

OUR PROMOTERS AND PROMOTER GROUP

The promoters of our company are Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah, Mr. Narendra Nagindas Shah, Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 90,04,926 Equity Shares of face value of ₹10/-, equivalent to 64.19% of the issued, subscribed and paid-up Equity Share capital of our Company. For further details, please see "*Capital Structure – History of the equity share capital held by our Promoters*" on page 190.

The details of our Promoters are as under:

Mr. Samit Madhukar Shah

Mr. Samit Madhukar Shah, aged 47 years is the Promoter, Chairman and Managing Director of our Company. He resides at Karma Kshetra, D-1 Wing, 3rd Floor, Flat No 34, Harbanslal Marg, Kings Circle, Shanmukhananda Hall, Sion East, Mumbai - 400037, Maharashtra, India. For his complete profile along with the details of his date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, please refer to the chapter titled "*Our Management*" on page 176 of this Draft Red Herring Prospectus

His permanent account number is **AAHPS4088F**.

Mr. Bhavin Dhirendra Shah

Mr. Bhavin Dhirendra Shah, aged 41 years is the Promoter, Whole Time Director of our Company. He resides at D9 - Duru Mahal, 2nd Floor, 84, Shree Patan Jain Mandal Marg, Marine Drive, Kalbadevi, Mumbai - 400002, Maharashtra, India. For his complete profile along with the details of his date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, please refer to the chapter titled "*Our Management*" on page 176 of this Draft Red Herring Prospectus.

His permanent account number is **ARJPS1612G.**

Mr. Narendra Nagindas Shah,

Mr. Narendra Nagindas Shah, aged 70 years is the Promoter, Non- Executive Director of our Company. He resides at A-802, Tulsi Tower, M.G. Road, Behind City Centre, Goregaon West, Motilal Nagar, Mumbai - 400104, Maharashtra, India. For his complete profile along with the details of his date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, please refer to the chapter titled "*Our Management*" on page 176 of this Draft Red Herring Prospectus.

His permanent account number is **AAHPS7676R.**

Ms. Dina Madhukar Shah

Ms. Dina Madhukar Shah, aged 75 years, is the Promoter and a Founding Member of our company. She resides at Karma Kshetra, D -1 Wing, 3 Floor, Flat No 34, Harbans Lal Marg, Sanmukhananda Hall King Circle, Sion East, Mumbai - 400037, Maharashtra, India. She completed her Pre-University Examination at Shreemati Nathibai Damodar Thackersey Women's University, Bombay, in 1967. While she was instrumental in the founding and growth of the company, she does not participate in the day-to-day operations and does not hold any industry experience.

Her permanent account number is **ABDPS7766H.**

Date of Birth: March 01, 1949

Nationality: Indian

Other Interests: Nil

Ms. Vasanti Dhirendra Shah

Ms. Vasanti Dhirendra Shah, aged 70 years is the Promoter of our Company. She resides at D9 - Duru Mahal, 2nd Floor, 84, Shree Patan Jain Mandal Marg, Marine Drive, Kalbadevi, Mumbai - 400002, Maharashtra, India. While she was instrumental in the founding and growth of the company, she does not participate in the day-to-day operations and does not hold any industry experience.

Her permanent account number is **AAPPS8369F.**

Date of Birth: September 18, 1954

Nationality: Indian

Other Interests: Nil

Confirmations and Undertakings

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar card numbers, passport numbers and driving license numbers of our Individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change of Control

The Board of Directors of our Company have noted the Promoters by way of the resolution dated October 05, 2024. Other than as stated above, there has been no change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Experience of our Promoter in the business of our Company

Except for Ms. Dina Madhukar Shah and Ms. Vasanti Dhirendra Shah all our Promoters have adequate experience in the industry in which our Company conducts its business. For further details please see "*Our Management – Brief profiles of Our Directors*" on page 176.

Interest of Our Promoters

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company and to the extent of their shareholding in our Company and to the extent of the shareholding held by their relatives in our Company, directly and indirectly; (ii) the dividend payable, if any and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time; and (iii) any directorships that they may hold in our Company and to the extent of remuneration payable to them in this regard. For details of the Promoters' shareholding in our Company, see "*Capital Structure - History of the equity share capital held by our Promoters*" on page 71. Additionally, our Promoter may be interested in transactions entered into by our Company with other entities (i) in which our Promoter holds shares; or (ii) which are controlled by our Promoter. For further details of interest of our Promoter in our Company, see *"Summary of Offer Document- Summary of Related Party Transactions*" on page 21.

Interest of our Promoters in the property of our Company

Our Promoters do not have interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus Except as stated in the heading titled *"Our Properties"* under the chapter titled *"Our Business"* and *"Restated Financial Information"* beginning on page 149 and 197 respectively, or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Payment of Amounts or Benefits to the Promoters During the last two years

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as member in cash or shares or otherwise by any person, either to induce it to become or to qualify it, as director or promoter or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Our Promoters, namely, Mr. Samit Madhukar Shah, Mr. Bhavin Dhirendra Shah and Mr. Narendra Nagindas Shah, who are also our Directors, may be deemed to be interested to the extent of their remuneration/ fees and reimbursement of expenses, payable to them, if any. For further details, see "*Our Management – Board of Directors – Interests of Directors and Interest of Key Managerial Personnel and Senior Management Personnel*" on pages 149.

Payment of benefit to our Promoters or Promoter Group

Except in the ordinary course of business and as disclosed in "*Summary of Offer Document - Summary of Related Party Transactions*" and "*Restated Financial Information"* on pages 21 and 197, respectively, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

Confirmations

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or a 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.

Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters, members of our Promoter Group, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Promoters and members of the Promoter Group are not promoters, directors or persons in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

For details on litigation involving our Promoters in accordance with SEBI ICDR Regulation, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters*" on page 248.

Material guarantees given by our Promoters

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Companies and firms with which our Promoters have disassociated in the last three years

As on the date of this Draft Red Herring Prospectus, our Promoters have not disassociated themselves from any company during the preceding three years from the date of filing this Draft Red Herring Prospectus.

For other relevant confirmations in relation to our Promoters and Promoter Group, see "*Other Regulatory and Statutory Disclosures – Prohibition by SEBI or other Governmental Authorities*" on page 264.

Our Promoter Group

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Samit Madhukar Shah	Mr. Madhukar Ratilal Shah	Father
	Ms. Dina Madhukar Shah	Mother
	Ms. Hiral Samit Shah	Spouse
	--	Brother
	--	Sister
	--	Son
	Ms. Dia Samit Shah	Daughter
	Late. Dilipkumar Amichand Shah	Spouse's Father
	Ms. Chandrikaben D Shah	Spouse's Mother
	--	Spouse's Brother
	Ms. Sonal Pinal Shah	Spouse's Sisters
	Ms. Padmini Vikram Jhaveri	
	Ms. Parishi Harshit Shah	

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Bhavin Dhirendra Shah	Mr. Dhirendra Chimanlal Shah	Father
	Ms. Vasanti Dhirendra Shah	Mother
	--	Spouse
	--	Brother
	--	Sister
	--	Son
	--	Daughter
	--	Spouse's Father
	--	Spouse's Mother
	--	Spouse's Brother
	--	Spouse's Sisters

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Narendra Nagindas Shah	Late. Nagindas Vardhaman Shah	Father
	Late. Lalita Nagindas Shah	Mother
	Ms. Nila Narendra Shah	Spouse
	--	Brother
	Ms. Bharati S Doshi	Sister
	Mr. Jigar Narendra Shah	Son
	Ms. Pooja Ankur Dalal	Daughter
	Late. Mohanlal Manekchand Shah	Spouse's Father
	Late. Panvanti Mohanlal Shah	Spouse's Mother
	Mr. Bihari M Shah	Spouse's Brothers
	Mr. Kishore Mohanlal Shah	
	Mr. Shah Sunil Mohanlal	

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Late. Subhadra H Shah	Spouse's Sisters
	Ms. Lalita Vijaykumar Shah	

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Ms. Dina Madhukar Shah	Late. Jayantibhai V Shah	Father
	Late. Jayaben Jayantilal Shah	Mother
	Mr. Madhukar Ratilal Shah	Spouse
	Mr. Bipin Jayantilal Shah	Brothers
	Mr. Pankaj Jayantilal Shah	
	Late. Nitin Jayantilal Shah	
	Ms. Hemanti Jitendra Shah	Sisters
	Ms. Jayshree Jayantilal Shah	
	Mr. Samit Madhukar Shah	Son
	--	Daughter
	Late. Ratilal Manekchand Shah	Spouse's Father
	Late. Panvanti Ratilal Shah	Spouse's Mother
	Mr. Jitendra Ratilal Shah	Spouse's Brother
	Late. Indira Karsondas Shah	Spouse's Sisters

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Ms. Vasanti Dhirendra Shah	Late. Rasiklal Jagjivan Shah	Father
	Ms. Dhirajmani Rasiklal Shah	Mother
	Mr. Dhirendra Chimanlal Shah	Spouse
	Mr. Ashwin Rasiklal Shah	Brothers
	Mr. Shah Kiritkumar R	
	Ms. Kiran Bharat Shah	Sisters
	Ms. Saroj Narendra Shah	
	Mr. Shah Bhavin Dhirendra	Son
	--	Daughter
	Late. Chimanlal Keshavjee Shah	Spouse's Father
	Late. Manjula Chimanlal Shah	Spouse's Mother
	--	Spouse's Brother
	Ms. Kusum Jitendra Shah	Spouse's Sisters
	Late. Darshana Shah	
	Ms. Sudha Madhukant Shah	

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

1. M/s. Saltiva Pharmaceuticals Private Limited
2. M/s. Revomed Private Limited
3. M/s. Narendra N Shah HUF
4. M/s. Madhukar R Shah HUF
5. M/s. Samit M Shah HUF
6. M/s. Dhirendra Shah HUF
7. M/s. Jitendra R Shah HUF

Outstanding Litigations

There is no other outstanding litigation against our Promoters except as disclosed in the section titled "*Risk Factors*" and chapter titled "*Outstanding Litigations and Material Developments*" beginning on pages 30 and 248 respectively of this Draft Red Herring Prospectus.

Shareholding of the Promoter Group in Our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled "*Capital Structure*" beginning on page 71 of this Draft Red Herring Prospectus.

Companies with Which the Promoters Have Disassociated in the Last Three Years

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in six-month period ended September 30, 2024 and in last three years from date of this Draft Red Herring Prospectus.

SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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OTHER FINANCIAL INFORMATION

NOTE NUMBER – 32: STATEMENT OF MANDATORY ACCOUNTING RATIOS

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

(₹ in Lakhs except the percentage % data)

Particulars	Half year ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net Worth (A)	3,042.01	659.12	493.15	422.96
Restated profit after Tax	304.58	165.02	18.16	12.36
Less: Prior Period Items	-	-	-	-
Adjusted Profit after tax (B)	304.58	165.02	18.16	12.36
Number of equity shares (Face value of Rs.10 each) (refer note 2) outstanding as at the period end	70,14,343.00	10,00,000.00	10,00,000.00	10,00,000.00
Weighted Average Number of equity shares of equity shares (Face Value of Rs. 10 each) (C) without bonus	39,25,285.09	10,00,000.00	10,00,000.00	10,00,000.00
Weighted Average Number of equity shares of equity shares (Face Value of Rs. 10 each) after considering bonus (D)	1,09,39,628.09	20,00,000.00	20,00,000.00	20,00,000.00
Current Assets (E)	4,593.28	2,985.74	1,525.51	1,370.95
Current Liabilities(F)	2,490.18	2,568.24	2,693.37	2,381.83
Face Value per share	10.00	10.00	10.00	10.00
Restated Basic and Diluted earnings per share	2.78	8.25	0.91	0.62
Return on Net worth (B/A)	10.01%	25.04%	3.68%	2.92%
Net Asset value per share (A/C) (Based on the actual number of shares) (Face Value of Rs. 10 each)	77.50	65.91	49.31	42.30
Net Asset value per share (A/D) (after bonus issue of equity shares) (Face Value of Rs. 10 each)	27.81	32.96	24.66	21.15
Current Ratio (E/F)	1.84	1.16	0.57	0.58
Restated Earnings Before Interest Tax Depreciation and Amortisation and other income (EBITDA)	568.81	486.99	131.66	150.43

Notes:

(1) *The Ratios have been computed below:*

- (a) *Basic earnings per share (Rs.) -: Net profit after tax restated for calculating basic EPS / weighted average number of equity shares outstanding at the end of outstanding at the end of reporting period*
- (b) *Diluted earnings per share (Rs.) -: Net profit after tax restated for calculating basic EPS / weighted average number of diluted equity shares outstanding at the end of outstanding at the end of reporting period*
- (c) *Return on Net worth % -: Net profit after tax (restated) / Restated Networth at the end of reporting period*
- (d) *Net Asset value per share -: Net Restated Networth at the end of reporting period / Number of equity shares outstanding as at the reporting period end*
- (e) *Earnings Before Interest Tax Depreciation and Amortisation and other income (EBITDA) has been calculated as Restated Profit before Tax + Depreciation + Finance Cost - other income*

(2) *Weighted average number of shares is the number of shares outstanding at the beginning of the period adjusted by the number of equity shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which specific shares are outstanding for as Proportion of the total number of days during the period. in case of bonus issue the event has been considered as it had occurred at beginning of restatement period*

(3) *Net worth = Share capital + Reserves and surplus (including all securities premium)*

(4) *The figures disclosed are based on the restated summary statements*

(5) *The Above statements should be read along with restated financial summary*

(6) *The Company has issued bonus equity shares is the ratio of 1:1 pursuant to board resolution on 29/10/2024*

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements as at September 30, 2024, and as adjusted for the Issue. This table should be read in conjunction with *"Management's Discussion and Analysis of Financial Condition and Results of Operations"*, *"Restated Financial Information"* and *"Risk Factors"* on pages 235, 197, and 30, respectively of this Draft Red Herring Prospectus.

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue
Borrowings		
Short term debt (A)	1,929.62	[●]
Long Term debt (B)	83.50	[●]
Total debts (A+B)	**2,013.12**	[●]
Shareholders Funds		
Equity share capital	701.43	[●]
Reserve and surplus- as per restatement	2,340.58	[●]
Total shareholders funds	**3,042.01**	[●]
Ratios		
Long term debt/ Shareholders funds	0.03	[●]
Total debt/ Shareholders funds	0.66	[●]

Note: *The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.*

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on September 30, 2023:

(₹ in Lakhs)

Nature of Borrowing	Amount
Secured Borrowings	2,013.12
Unsecured Borrowings	---
Total	**2,013.12**

Details of secured borrowings*:

(₹ in Lakhs)

<table>
<tr><th>Name of Lender</th><th>Purpose</th><th>Sanctioned Amount</th><th>Outstanding amount as on 30.09.2024</th><th>Securities Offered</th><th>Terms & Condition</th></tr>
<tr><td>HDFC Bank Ltd.</td><td>Business</td><td>65.00</td><td>63.17</td><td rowspan="6">1. Entire Current assets of the company 25% Margin on Book Debts upto 90 days and 25% margin on Inventory level upto 180 days.

2. Office No. A - 101, First Floor, A Wing, Topiwala Wadi, SV Road, Devraj Premises CHSL, Goregaon, Mumbai.

3. Office No. 4, Ground Floor, E Wing, Topiwala Wadi, Devraj Premises CHSL, Goregaon, Mumbai.

4. Shop No. 15, 16, 17, Ground Floor, SV Road, Goregaon West, Topiwala Wadi, Ashok Raj CHSL, Goregaon, Mumbai.

5. First Floor, A Wing, 102, Devraj Premises CHSL, Goregaon West, Topiwala Wadi, SV Road, Mumbai.

Personal Guarantee of all partners and property owners.</td><td>Rate of Interest: 9.65%

Re-Payment Schedule: 24 Months</td></tr>
<tr><td>HDFC Bank Ltd.</td><td>Business</td><td>7.14</td><td>7.03</td><td>Rate of Interest: 9.65%

Re-Payment Schedule: 24 Months</td></tr>
<tr><td>HDFC Bank Ltd.</td><td>Business</td><td>62.82</td><td>60.81</td><td>Rate of Interest: 9.65%

Re-Payment Schedule: 24 Months</td></tr>
<tr><td>HDFC Bank Ltd.</td><td>Business</td><td>28.49</td><td>28.35</td><td>Rate of Interest: 9.65%

Re-Payment Schedule: 24 Months</td></tr>
<tr><td>HDFC Bank Ltd.</td><td>Business</td><td>2,040</td><td>1,853.77</td><td rowspan="2">Rate of Interest: 9.50%

Re-Payment Schedule: Repayable on demand</td></tr>
<tr><td colspan="2">Total</td><td>2,203.45</td><td>2,013.12</td></tr>
</table>

**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the period ended September 30, 2024 and Fiscal Years 2024, 2023, and 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 197 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 30 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. Our fiscal year ends on March 31 of each year, so all references to a particular 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 VijayPD Ceutical Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the period ended September 30, 2024 and Fiscal Years 2024, 2023, and 2022 included in this Draft Red Herring Prospectus beginning on page 197 of this Draft Red Herring Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

Business Overview

We are engaged in the business of distributor and supplier of the pharmaceutical products and consumer goods sectors, offering a comprehensive range of services. Our roles include being representatives, dealers, agents, stockists, suppliers, traders, and packers. We provide a wide range of products, serving both the pharmaceutical and wellness industries, as well as the fast moving consumer goods (FMCG) market, including pharmaceutical and wellness products such as medicines, including injections, tablets, capsules, ointments, suppositories, ophthalmic preparations, and liquid oral products; vitamins, hormones, enzymes, and wellness tonics; serums and diagnostic test kits, and fast-moving consumer goods, such as personal care and toiletries like soaps, sanitizers, and baby care items; ayurvedic product; cosmetics and food products and additionally, we provide dental products, crude drugs.

Our Company VijayPD Ceutical Limited was originally incorporated as M/s. Vijay Pharma, as a partnership firm, in the year 1971 before being converted into a public limited company. Further our Company has acquired the running business of M/s. P.D. Doshi, a Partnership firm on going concern basis vide Business Transfer Agreement dated April 1, 2024 entered by and between M/s. P.D. Doshi, Partnership firm and our company.

A pharmaceutical supply chain consists of various stages, ranging from manufacturing to distribution and the delivery of medicines and vaccines to consumers. This supply chain encompasses several processes such as drug distribution, inventory management, pharmaceutical logistics, and overall supply chain management. In addition to these processes, it involves multiple entities, including manufacturers, suppliers, distributors, logistics partners, shippers and pharmaceutical retailers.

Our company as a distributor of pharmaceutical products, known for leveraging advanced technology to deliver comprehensive healthcare solutions to pharmacies, nursing homes, and clinics across Western Suburban Mumbai, South Mumbai, Ratnagiri and Akola. We operate three distribution warehouses located across Mumbai, ensuring timely and efficient deliveries. As of September 30, 2024, our customer base includes over 1,451 pharmacies, clinics, and nursing homes across three districts, covering 20 locations. Our distribution network is supported by connecting with more than 154 healthcare product manufacturers, granting us access to a diverse range of over 24,000 product stock-keeping units ("**SKUs**"). This extensive product portfolio enables us to meet the evolving needs of our customers while maintaining the standards of quality and reliability in pharmaceutical supply.

We provide quality products from trusted manufacturers and suppliers. Our diverse portfolio allows us to cater to a broad range of needs across the healthcare, wellness, and consumer goods sectors. We add value to healthcare product manufacturers by providing them with greater reach and accessibility to pharmacies, hospitals, and clinics. Our robust last-mile delivery infrastructure and good relationships with healthcare providers enable manufacturers to make their products available to a wide range of customers, pharmacies, hospitals, and clinics through our distribution infrastructures.

Our company offers a comprehensive suite of services designed to ensure the effective and efficient delivery of pharmaceutical products. We manage the timely and safe distribution of medications to pharmacies, nursing homes, clinics, and other healthcare providers, supported by efficient inventory management systems that prevent shortages. Our logistics and supply chain management include coordinating the transportation of products under controlled conditions and providing secure, temperature-controlled warehousing for sensitive items. We handle all aspects of order fulfilment, from processing and packaging to delivery of product, while adhering to strict regulatory standards. Our commitment to regulatory compliance is reflected in our meticulous documentation and adherence to industry regulations. We also prioritize quality control through thorough product inspections and effective management of returns, recalls and expiry. Our customer support team offers expert consultation and technical assistance to resolve any issues related to product delivery. Additionally, we work closely with manufacturers and suppliers to optimize the supply chain, forecast demand, and offer services, such as cold chain management and customized solutions. Through these services, we ensure that pharmaceutical products are delivered safely, efficiently, and in full compliance with all relevant regulations, ultimately supporting the healthcare supply chain.

Our Company as a pharmaceutical distributor, we hold certifications from the Food and Drug Administration (“**FDA**”**)**, the Food Safety and Standards Authority of India (“**FSSAI**”), and the competent authorities of the Brihanmumbai Municipal Corporation (“**BMC**”). These certifications help maintain the integrity of pharmaceutical products throughout storage, handling, and transportation, while also enhancing operational efficiency and quality control. Compliance with these standards minimizes legal risks and liabilities, builds trust with manufacturers and healthcare providers, and facilitates access to broader markets. These approvals ensure our adherence to stringent safety, efficacy, and quality standards, further affirming our commitment to upholding the highest standards in pharmaceutical distribution.

Our Company is positioning itself to expand its market presence by diversifying into the manufacturing of active pharmaceutical ingredient **(**“**APIs**”**)** which serves as a raw material for pharmaceutical formulations in preparation of various type of Finished Dosage Formula (“**FDF**”) such as tablet, capsules, ointment, syrup etc, and excipients. Excipients are non-active ingredients used in drug formulations alongside the active pharmaceutical ingredient **(**“**APIs**”**)**. These excipients play critical role in the pharmaceutical industry as they facilitate the drug’s formulation, improve stability, enhance bioavailability, and ensure proper absorption of formulation.

This experienced leadership has been a driving force behind our comprehensive business growth. Each member of our senior management team brings significant expertise to our operations. Our Promoters, Mr. Narendra Nagindas Shah, Mr. Samit Madhukar Shah and Mr. Bhavin Dhirendra Shah, who collectively possess more than a six decades of experience in the pharmaceuticals distribution industry, respectively. Their vision and growth strategies influence our company, enabling us to anticipate, guide, manage, develop, and control major aspects of our business operations, as well as leverage customer relationships Additionally, Mr. Viraaj Kirti Shah, Executive Director, has 10 years of experience across the finance, distribution, and industrial sectors. His vision and growth strategies are instrumental in guiding the company, enabling us to anticipate, guide, manage, and develop key aspects of our business operations. They also help us leverage management and financial aspects of the company.

For a detailed overview of our management team and our promoters, please refer to the chapters titled *“Our Management”* and *“Our Promoter and Promoter Group”* on pages 176 and 190 of this Draft Red Herring Prospectus. We attribute our success to their sustained efforts in process improvements, and expanding our operational scale. We believe that the combined experience and industry insight of our management team, along with their expertise in regulatory affairs, sales, marketing, and finance, position us to capitalize on both current and future market opportunities.

Over the past three Fiscals, our business has grown significantly, as evidenced by the following operational and financial performance metrics for the specified periods.

As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (1)	5,598.21	5,920.93	5,109.39	5,431.45
EBITDA (2)	568.81	486.99	131.66	150.43
EBITDA Margin (%) (3)	10.16%	8.22%	2.58%	2.77%
PAT (4)	304.58	165.02	18.16	12.36
PAT Margin (%) (5)	5.44%	2.79%	0.36%	0.23%
Return on equity (%) (6)	16.46%	28.64%	3.96%	3.14%

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Debt-Equity Ratio (times) (7)	0.66	3.71	5.18	5.65
Current Ratio (times) (8)	1.84	1.16	0.57	0.58
Return on capital employed (%) (9)	11.47%	14.61%	8.90%	9.77%
Net fixed asset turnover ratio (times) (10)	13.16	24.37	18.72	17.31
Number of customers (11)	1,451	1,295	1,205	1,098

**As certified by M/s. JD Shah & Associates, Chartered Accountants, by way of their certificate dated November 27, 2024.*

Note:

1) *Revenue from operation means revenue from sales and other operating revenues*
2) *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income*
3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
4) *PAT is calculated as Profit before tax – Tax Expenses*
5) *PAT Margin is calculated as PAT for the year divided by revenue from operations*
6) *Return on Equity is ratio of Profit after Tax and Average Shareholder fund*
7) *Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided by equity*
8) *Current Ratio is calculated by dividing Current Assets to Current Liabilities*
9) *Return on capital employed is calculated by profit before tax + finance cost divided by Shareholders' funds + Long Term Borrowings + Short Term Borrowings + Deferred Tax Liabilities (Net) - Intangible assets - Intangible Assets under development*
10) *Net Fixed Asset Turnover ratio is calculated Sale of products divided by tangible fixed assets*
11) *Number of customers are computed based on the sales registered*

Significant Developments After September 30, 2024 that may affect our future results of operations

Except as discussed below and elsewhere in this Draft Red Herring Prospectus, in the opinion of the Board of Directors of our Company, since the date of the stub period as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

1. Increase in Authorised Share Capital from ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty lakhs) equity shares of ₹10/- (Rupees Ten Only) each to ₹ 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) on October 28, 2024.

2. The Board of Directors of Company approved proposal of New Bonus Shares of ₹10/- each and is hereby accorded to capitalize a sum of ₹ 7,01,43,430/- in the ratio of 1:1 i.e. 1 Bonus share for every 1 existing equity shares held by the shareholders to be allotted and issued and shall be subject to the terms of Memorandum & Articles of Association of the company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the company.

3. Pursuant to Board resolution passed at meeting of Board of Directors dated November 21, 2024, and pursuant to resolution passed at EOGM dated November 22, 2024, the member of our Company approved proposal to raise funds through initial public offering.

Statement of Significant Accounting Policies

The notes to the Restated Summary Statements included in this Draft Red Herring Prospectus contain a summary of our significant accounting policies. For details relating to our significant accounting policies, see *Significant Accounting Policies – Notes 2 -Restated Financial Information*" beginning on page 197 of the Draft Red Herring Prospectus

Results of Our Operation

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the period ended September 30, 2024 and for the financial years ended on 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For the Period ended/ For the Year Ended 31st March							
	September 30, 2024	% of Total Revenue	2024	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
Revenue:								
Revenue from Operations	5,598.21	99.99%	5,920.93	99.98%	5,109.39	96.55%	5,431.45	96.98%
Other income	0.73	0.01%	1.12	0.02%	182.33	3.45%	168.99	3.02%

Particulars	For the Period ended/ For the Year Ended 31st March							
	September 30, 2024	% of Total Revenue	2024	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
Total revenue	**5,598.94**	**100.00%**	**5,922.06**	**100.00%**	**5,291.72**	**100.00%**	**5,600.44**	**100.00%**
Expenses:								
Purchase of Stock in Trade	5,183.12	92.57%	5,214.75	88.06%	4,652.73	87.92%	4,927.36	87.98%
Change in inventories of Stock-in-trade	(445.06)	(7.95%)	(16.42)	(0.28%)	3.48	0.07%	(9.85)	(0.18%)
Employees Benefit Expenses	55.71	1.00%	81.34	1.37%	83.66	1.58%	82.29	1.47%
Finance costs	117.34	2.10%	175.69	2.97%	235.77	4.46%	269.59	4.81%
Depreciation and Amortization	34.17	0.61%	34.55	0.58%	42.70	0.81%	44.55	0.80%
Other expenses	235.64	4.21%	154.27	2.60%	237.86	4.49%	281.22	5.02%
Total Expenses	**5,180.92**	**92.53%**	**5,644.18**	**95.31%**	**5,256.20**	**99.33%**	**5,595.15**	**99.91%**
Profit before tax	**418.02**	**7.47%**	**277.87**	**4.69%**	**35.53**	**0.67%**	**5.28**	**0.09%**
Tax expense:								
Current tax	103.55	1.85%	108.42	1.83%	20.18	0.38%	0.90	0.02%
Net adjustments related to earlier years	1.99	0.04%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Deferred tax	7.90	0.14%	4.43	0.07%	(2.82)	(0.05%)	(7.98)	(0.14%)
Net total tax expenses	**113.44**	**2.03%**	**112.85**	**1.91%**	**17.37**	**0.33%**	**(7.08)**	**(0.13%)**
Profit after tax	**304.58**	**5.44%**	**165.02**	**2.79%**	**18.16**	**0.34%**	**12.36**	**0.22%**

Factors Affecting Our Results of Operations

- Our business is subjected to various risks and uncertainties, including those discussed in the section titled *"Risk Factors"* beginning on page 30 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Disruption in our business process.

- Our ability to successfully implement our strategy, growth, expansion, and technological changes.

- Inability to accurately manage our inventory, which may adversely affect our goodwill, financial condition, and results of operations.

- Increased competition in the pharmaceutical distribution sector in India, including as a result of the consolidation of our competitors.

- Failure to acquire new customers or do so in a cost-effective manner, which may impact revenue growth or profitability.

- Delays, modifications, or cancellations of orders placed by customers, which may have an adverse effect on our business.

- Any slowdown or shutdown in our proposed manufacturing operations.

- Delay in placing orders for the purchase of plant and machinery.

- Return of our products by customers due to issues like expired, unsafe, defective, ineffective, or counterfeit products, and product spoilage, breakage, and damage during transportation or storage, potentially leading to product liability claims.

- Changes in laws and regulations applicable to pharmaceutical distributors in India, particularly those affecting price control or selling policies.

- Working capital intensity of our business. If we experience insufficient cash flow or are unable to borrow to meet working capital requirements, it may adversely affect our operations.

- Inability to attract, retain, and manage skilled employees, as well as transition management.

- Inability to protect our intellectual property rights or the risk of infringing upon the intellectual property rights of others.

- Failure to respond to technological changes.

- Failure to comply with regulations prescribed by authorities in the jurisdictions where we operate.

- General economic and business conditions in the markets in which we operate and in the local, regional, and national economies.

- Inability to manage business, legal, regulatory, economic, social, and political risks associated with our operations.

- Recession in the market.

- Changes in laws and regulations affecting the industries in which we operate.

- Lack of infrastructure facilities impacting our business.

- Failure to adapt to changing technology in our industry, potentially harming our financial condition.

- Failure to obtain necessary approvals, licenses, registrations, and permits in a timely manner.

- Changes in political and social conditions in India or other countries we may enter, including changes in monetary and interest rate policies, inflation, or deflation.

- Occurrence of natural disasters or calamities affecting the areas in which we operate.

- Conflicts of interest with affiliated companies, the promoter group, and other related parties.

- The performance of financial markets in India and globally.

- Adverse outcomes in legal proceedings.

- Inability to expand our geographical area of operation.

- Concentration of ownership among our promoters.

Key Components of Company's Profit and Loss Statement

Revenue from operations: Revenue from operations mainly consists from Sales of goods/products.

Other Income: Other Income includes interest income on loans, tax refunds, bank deposits and rent income.

Expenses: Company's expenses consist of Purchase of stock in trade, change in inventories of stock-in-trade, Employee Benefit Expenses, Finance Cost, Depreciation Expenses, Other Expenses and tax expenses.

Purchase of Stock in trade: Purchase of Stock in trade includes purchase of trading goods/products

Changes in inventories of stock in trade: This includes the change in the stock of the goods in trade.

Employee Benefits Expense: Employee benefit expenses include Salaries and Wages & Contribution to Statutory Funds.

Finance Cost: Finance Cost includes Interest paid on borrowings & Bank Charges, interest on late payment of taxes and interest on partners' capital.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

Other Expenses: Other expenses include Electricity, power and fuel, Rent Expenses, Repairs and maintenance, insurance expenses, Professional and consultancy charges, sales return of expired products, office administration expenses etc.

<u>RATIONAL FOR PERIOD ENDED SEPTEMBER 30, 2024</u>

Revenue from Operation

Revenue from operations for the period ended September 30, 2024, amounted to ₹5,598.21 lakhs, representing 99.99% of the Total Revenue. This significant contribution is primarily attributed to the synergy effects realized from the acquisition of the partnership firm, which occurred during the period ended September 30, 2024. The synergy manifested in the following ways:

1. The acquisition resulted in an expanded customer base, with the total number of customers increasing to 1,451 as of September 30, 2024, compared to 1,295 customers in the fiscal year 2024.

2. The acquisition resulted in a significant expansion of the company's supplier network, which played a key role in broadening its product portfolio for the period ending September 30, 2024. The number of suppliers increased by 108.11%, rising from 74 suppliers in Fiscal 2024 to 154 suppliers during the period ended September 30, 2024. This growth in the supplier base highlights the company's ability to enhance its supply chain capabilities and diversify the range of goods available for trading.

As a result, the company was able to achieve its full fiscal 2024 turnover within just the six-month period ending September 30, 2024.

Other Income

Other Income consisting of interest income of ₹0.01 lakhs and rent income of ₹0.72 lakhs represents 0.01% of Total Revenue.

Purchase of Stock in trade

The purchase of stock-in-trade, which includes trading goods worth ₹5,183.12 lakhs, accounts for 92.57% of the total revenue. This increase in stock purchases is directly aligned with the growth in revenue from operations.

Change in inventory of Stock in Trade

The inventory of stock-in-trade increased by ₹445.06 lakhs, from ₹411.30 lakhs in fiscal 2024 to ₹856.36 lakhs for the period ended September 30, 2024. This increase is primarily attributed to the company's strategy of maintaining a diverse inventory to cater to the varied demands of its customers coupled with increase in customer and supplier base. Additionally, the company has expanded its product portfolio to further support this demand.

Employee Benefit Expenses

Employee benefit expenses, which include salaries and wages as well as contributions to statutory funds, amounted to ₹55.71 lakhs, representing 1.00% of the total revenue.

Finance Cost

Finance Cost includes Interest on Borrowings and Bank Charges/ loan processing fees amounting to ₹117.34 Lakhs represents 2.10% of Total Revenue.

Depreciation and Amortization Expenses

Depreciation is charged on WDV method amounting to ₹34.17 Lakhs represents 0.61% of Total Revenue.

Other Expenses

Other expenses include electricity, power and fuel, repair and maintenance, rates and taxes, professional and consultancy charges, printing and stationery, office and administration, vehicle expenses etc. amounting to ₹235.64 lakhs represents 4.21% of Total Revenue.

Profit Before Tax

The Profit before tax for the period ended on September 30, 2024 was ₹418.02 lakhs representing 7.47% of Total Revenue.

Tax Expenses

Tax Expenses consisting of Current Tax, net adjustment related to earlier years and deferred tax for the period ended on September 30, 2024 was ₹103.55 lakhs, ₹1.99 lakhs and ₹7.90 lakhs respectively, representing 1.85%, 0.04% and 0.14 % respectively of Total Revenue.

Profit after Tax

After accounting for taxes at the applicable rates, our company reported a net profit of ₹304.58 lakhs for the period ended September 30, 2024, compared to a net profit of ₹165.02 lakhs in fiscal 2024. This resulted in an increase in the profit margin from 2.79% in fiscal 2024 to 5.44% for the period ended September 30, 2024. The improvement was primarily driven by a reduction in finance costs, following the conversion of loans from partner into equity as part of the company's restructuring. Additionally, the bulk purchase of stock enabled the company to qualify for supplier discounts/scheme, further improving profitability.

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

Revenue from operations increased by 15.88%, rising from ₹5,109.39 lakhs in fiscal 2023 to ₹5,920.93 lakhs in fiscal 2024. This growth in revenue was driven by the following factors:

1. The company specializes in branded generic medicines, and during fiscal 2024, a reduction in their prices made them more affordable to consumers who previously purchased generic alternatives. This shift in customer preference from generic to branded generic medicines significantly boosted demand for the company's products portfolio. As a result, the customer base grew from 1,205 in fiscal 2023 to 1,295 in fiscal 2024, contributing to the increase in revenue. Also supported by increase in customer base in FY 2022-2023

2. The pharmaceutical industry experiences varied demand for medicines, often requiring a robust stock and a diverse supplier network to meet customer needs. To address this, the company expanded its supplier base from 65 to 73 in fiscal 2024, enabling it to offer a wider range of medicines, including rare and specialized products. This expansion in supplier relationships helped improve sales with better diverse product portfolio and better serve customers demand.

Other Income

Other income had decreased by 99.38% from ₹182.33 lakhs in Fiscal 2023 to ₹1.12 lakhs in Fiscal 2024 due to decrease in interest income on loan. The company's interest income in the Fiscal 2023 was ₹181.16 lakhs which decreased in the Fiscal 2024 to NIL. The company had recovered the amount outstanding of Rs 1381.56 in FY 2023-2024.

Purchase of Stock in trade

Purchase of stock in trade had increased by 12.08% from ₹ 4652.73 lakhs in Fiscal 2023 to ₹5214.75 lakhs in Fiscal 2024. This increase in stock purchases is directly aligned with the growth in revenue from operations.

Change in inventory of Stock in Trade

The inventories had increased by ₹16.42 lakhs from ₹394.88 lakhs in fiscal 2023 to ₹411.30 lakhs in Fiscal 2024. This increase is primarily attributed to the company's strategy of maintaining a diverse inventory, increase in supplier to cater to the varied demands of its customers. Additionally, the company has expanded its product portfolio to further support this demand.

Employee Benefit Expenses

Employee benefit expenses had decreased by 2.78% from ₹83.66 lakhs in Fiscal 2023 to ₹81.34 lakhs in Fiscal 2024.

Finance Cost

Finance costs decreased by 25.48%, from ₹235.77 lakhs in fiscal 2023 to ₹175.69 lakhs in fiscal 2024. This reduction was primarily due to a decrease in interest on borrowings, which fell from ₹227.45 lakhs in fiscal 2023 to ₹173.01 lakhs in fiscal 2024. The decline in interest costs was driven by the shifting of loans to other bank at lower interest rate, resulting in a lower interest, Further reduction in interest on loans from partners, along with the decision to convert these loans into equity capital for the respective partners, contributed to the decrease in finance cost.

Depreciation and Amortization Expenses

Depreciation had decreased by 19.08% from ₹42.70 lakhs in Fiscal 2023 to ₹34.55 lakhs in Fiscal 2024. Primary reason of decrease is that Company charges depreciation by WDV method and no significant additions in Fixed Asset has been done in Fiscal 2024.

Other Expenses

Other expenses had decreased by 35.14% from ₹237.86 lakhs in Fiscal 2023 to ₹154.27 lakhs in Fiscal 2024. This decrease was mainly due to decrease in Sales return of expired products by ₹51.41 lakhs and bad debts written off by ₹28.57 lakhs. There was a reduction in transport expense by ₹3.08 lakhs from ₹8.99 lakhs in Fiscal 2023 to ₹5.91 lakhs in Fiscal 2024.

Tax Expenses

The Company's tax expenses had increased by ₹95.48 lakhs from ₹17.37 lakhs in the Fiscal 2023 to ₹112.85 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year which got increased from ₹20.18 Lakhs in the Fiscal 2023 to ₹108.42 lakhs in the Fiscal 2024.

Profit after Tax

After accounting for taxes at applicable rates, the company reported a net profit of ₹165.02 lakhs in fiscal 2024, a significant increase from ₹18.16 lakhs in fiscal 2023. The profit margin improved from 0.36% in fiscal 2023 to 2.79% in fiscal 2024, driven by enhanced performance across multiple revenue streams, including a greater focus on branded generic medicines, specialty pharmaceutical products, wellness products, and other offerings.

Additionally, the reduction in interest on partners' loans contributed notably to the improved profitability, with interest costs decreasing by ₹91.37 lakhs, from ₹160.39 lakhs in fiscal 2023 to ₹69.01 lakhs in fiscal 2024. Furthermore, bad debt write-offs were reduced by ₹28.57 lakhs in fiscal 2024. These combined factors played a crucial role in boosting the company's profit margin.

FISCAL 2023 COMPARED WITH FISCAL 2022

Revenue from Operation

Revenue from operations declined by 5.93%, from ₹5,431.45 lakhs in Fiscal 2022 to ₹5,109.39 lakhs in Fiscal 2023. This decrease was primarily attributed to the price capping imposed by the National Pharmaceutical Pricing Authority (NPPA) on certain medicines, which directly impacted the company's revenue. The price caps led to lower retail prices, resulting in reduced value realization for these medicines. However, despite this challenge, the company's demand remained stable. In Fiscal 2023, we successfully grew our customer base to 1,205, up from 1,098 in Fiscal 2022, reflecting an increase of 9.74%. Additionally, we expanded our supplier network, increasing the number of suppliers from 59 in FY 2021-22 to 65 in FY 2022-23, a growth of 10.17%.

Other Income

Other income had increased by 7.90% from ₹168.99 lakhs in Fiscal 2022 to ₹182.33 lakhs in Fiscal 2023 due to increase in interest income on loan. The company's interest income in the Fiscal 2022 was ₹168.45 lakhs which increased to ₹181.16 lakhs in the Fiscal 2023.

Purchase of Stock in trade

The purchase of stock in trade decreased by 5.57%, from ₹4,927.73 lakhs in Fiscal 2022 to ₹4,652.73 lakhs in Fiscal 2023. This decline in stock purchases is directly linked to the reduction in revenue from operations, which was primarily impacted by the price capping imposed by the National Pharmaceutical Pricing Authority (NPPA) on certain medicines. The pricing caps led to lower revenue realization, which in turn influenced the company's purchasing decisions for stock in trade.

Change in inventory of Stock in Trade

Inventories decreased by ₹9.85 lakhs, from ₹398.86 lakhs in Fiscal 2022 to ₹394.88 lakhs in Fiscal 2023. This reduction in stock was largely a result of the National Pharmaceutical Pricing Authority (NPPA) imposing price caps on certain medicines. In response, the company adopted a policy of purchasing stock based on the revised pricing. To manage the transition, stock with the updated pricing was gradually introduced into the market, aligning with the new regulatory framework.

Employee Benefit Expenses

Employee benefit expenses had increased by 1.66% from ₹82.29 lakhs in Fiscal 2022 to ₹83.66 lakhs in Fiscal 2023. This increase was due to increase in salary and wages by ₹1.49 lakhs from increase in employee count.

Finance Cost

Finance Cost had decreased by 12.55% from ₹269.59 lakhs in Fiscal 2022 to ₹235.77 lakhs in Fiscal 2023. This decrease was primarily due to decrease in interest on borrowings from ₹231.43 lakhs in Fiscal 2022 to ₹227.45 lakhs in Fiscal 2023.

Depreciation and Amortization Expenses

Depreciation had decreased by 4.14% from ₹44.55 lakhs in Fiscal 2022 to ₹42.70 lakhs in Fiscal 2023. Primary reason of decrease is that Company charges depreciation by WDV method and no significant additions in Fixed Asset had been done in Fiscal 2023.

Other Expenses

Other expenses had decreased by 15.42% from ₹281.22 lakhs in Fiscal 2022 to ₹237.86 lakhs in Fiscal 2023. This decrease was mainly due to decrease in Sales return of expired products by ₹44.74 lakhs & Bad debts written off by ₹ 15.65 lakhs.

Tax Expenses

The Company's tax expenses had increased by ₹24.45 lakhs from (₹ 7.08) lakhs in the Fiscal 2022 to ₹17.37 lakhs in Fiscal 2023. This was primarily due to increase in current tax expenses during the year which got increased from ₹0.90 Lakhs in the Fiscal 2022 to ₹20.18 lakhs in the Fiscal 2023.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹18.16 lakhs in Fiscal 2023 as compared to a net profit of ₹12.36 lakhs in Fiscal 2022. The profit margin has increased to 0.36% in Fiscal 2023 from 0.23% in Fiscal 2022. This was primarily due to reduction in the bad debts during the fiscal 2023.

CASH FLOWS

(₹ in lakhs)

Particulars	**September 30, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Net Cash from Operating Activities	168.81	292.99	30.83	(12.99)
Net Cash from Investing Activities	15.64	1,377.02	(8.99)	(22.87)
Net Cash from Financing Activities	(297.17)	(285.54)	(18.98)	35.88

Cash Flows from Operating Activities:

For the period ended September 30, 2024

Our net cash from operating activities for period ended September 30, 2024 was at ₹168.81 lakhs as compared to the Profit Before Tax at ₹418.02 lakhs. Our operating profit before working capital changes was ₹569.53 lakhs for the period ended September 30, 2024 which was primarily adjusted against increase in trade payables by ₹297.55 lakhs, decrease in provisions by ₹ 123.21 lakhs, increase in Inventories by ₹131.57 lakhs, increase in trade receivables by ₹358.48 lakhs, increase in loans & advances by ₹74.02 lakhs and Income taxes paid by ₹16.99 lakhs.

For the financial year ended March 31, 2024

Our net cash used from operating activities was ₹292.99 lakhs for the financial year ended March 31, 2024. Our operating profit before working capital changes was ₹489.40 lakhs for the financial year ended March 31, 2024 which was primarily adjusted against decrease in trade payables by ₹123.98 lakhs, increase in Inventories by ₹16.42 lakhs, increase in trade receivables by ₹236.69 lakhs, decrease in loans & advances by ₹177.64 lakhs and Income taxes paid by ₹0.96 lakhs.

For the financial year ended March 31, 2023

Our net cash used from operating activities was ₹30.83 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹161.36 Lakhs for the financial year ended March 31, 2023 which was primarily adjusted against increase in trade payables by ₹64.34 lakhs, increase in provisions by ₹6.93 lakhs, decrease in Inventories by ₹3.48 lakhs, increase in trade receivables by ₹102.63 lakhs, increase in loans & advances by ₹81.13 lakhs and Income taxes paid by ₹20.18 lakhs.

For the financial year ended March 31, 2022

Our net cash used from operating activities was ₹(12.99) lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹195.06 lakhs for the financial year ended March 31, 2022 which was primarily adjusted against decrease in trade payables by ₹9.57 lakhs, increase in Inventories by ₹9.85 lakhs, increase in trade receivables by ₹103.99 lakhs, increase in loans & advances by ₹90.52 lakhs and Income taxes paid by ₹0.90 lakhs.

Cash Flows from Investment Activities:

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash invested in Investing Activities was ₹ 15.64 lakhs. This was mainly on account of long-term Loans Realised of ₹16.64 lakhs.

For the financial year ended March 31, 2024

Our net cash flow from investing activities was ₹1377.02 lakhs. This was mainly on account of long-term Loans Realised of ₹1381.58 lakhs.

For the financial year ended March 31, 2023

Our net cash flow from investing activities was (₹8.99) lakhs. This was mainly on account of long-term Loans Given of ₹ 187.79 lakhs and Interest received of ₹181.21 lakhs.

For the financial year ended March 31, 2022

Our net cash flow from investing activities was (₹22.87) lakhs. This was mainly on account of long-term Loans Given of ₹172.20 lakhs and Interest received of ₹168.57 lakhs.

Cash Flows from Financing Activities

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash from financing activities was ₹ (297.17) lakhs. This was mainly on account of repayment of Short-Term Borrowings of ₹113.30 lakhs, repayment of Long-Term Borrowings of ₹73.19 lakhs and Interest paid of ₹117.34 lakhs.

For the financial year ended March 31, 2024

Our net cash flow from financing activities was ₹ (285.54) lakhs. This was mainly on account of repayment of Short-Term Borrowings of ₹111.45 lakhs and Interest paid of ₹175.69 lakhs.

For the financial year ended March 31, 2023

Our net cash flow from financing activities was ₹ (18.98) lakhs. This was mainly on account of proceeds from Short-Term Borrowings of ₹249.48 lakhs, repayment of Long-Term Borrowings of ₹84.72 lakhs, proceeds from issue of Share capital / partner's capital of ₹52.02 lakhs and Interest paid of ₹235.77 lakhs.

For the financial year ended March 31, 2022

Our net cash flow from financing activities was ₹35.88 lakhs. This was mainly on account of proceeds from Short-Term Borrowings of ₹399.60 lakhs, Repayment of Long-Term Borrowings of ₹139.46 lakhs, proceeds from issue of Share capital / partner's capital of ₹45.33 lakhs and Interest paid of ₹269.59 lakhs.

Related Party Transactions

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled "*Restated Financial Information*" beginning on page 197 of this Draft Red Herring Prospectus.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualifications of the Statutory Auditors Which Have Not Been Given Effect to in The Restated Consolidated Financial Statements

There are no qualifications in the audit report that require adjustments in the Restated Financial Statements.

Qualitative Disclosure About Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Other Matters

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled "*Restated Financial Information*" beginning on page 197 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered "unusual" or "infrequent".

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "*Risk Factors*" beginning on page 30 of this Draft Red Herring Prospectus.

Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled "*Risk Factors*" and chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*", beginning on page 30 and 234 of this Draft Red Herring Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

Future relationship between Costs and Income

Other than as described in the section titled "*Risk Factors*" beginning on page 30 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part "*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*" above.

Significant dependence on a single or few Suppliers or Customers

Significant proportion of our purchases have historically been derived from a limited number of suppliers. The % of Contribution of our supplier's *vis a vis* the total purchases for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Suppliers							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 5	1576.57	30.70	2148.42	41.20	1576.57	30.70	2148.42	41.20
Top 10	2349.27	45.74	3398.98	65.18	2349.27	45.74	3398.98	65.18

We do not depend on a limited number of customers. The % of Contribution of our Customers *vis a vis* the total revenue for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Customer							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 5	589.20	11.32	563.02	10.37	589.20	11.32	563.02	10.37

Particulars	Customer							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 10	943.14	18.12	929.05	17.11	943.14	18.12	929.05	17.11

Status of any publicly announced new products or business segments

Please refer to the chapter titled "*Our Business*" beginning on page 149 of this Draft Red Herring Prospectus for new products or business segments.

Status of any publicly announced new products or business segments

Please refer to the chapter titled "*Our Business*" beginning on page 149 of this Draft Red Herring Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business is not seasonal in nature.

Competitive Conditions

Competitive conditions are as described in the Chapter *"Our Business"* beginning on page 151 of the Draft Red Herring Prospectus.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on November 21, 2024, materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

a) *All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoter, Directors, or Group Companies, as the case may be shall be deemed to be material;*

b) *All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 5% of the revenue of the Company for the most recent audited fiscal period;*

c) *Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

d) *As per the materiality policy adopted by the Board of our Company in its meeting held on November 21, 2024, creditors of our Company The outstanding dues to creditors in excess of 10% of the trade payables of our company as per the audited previous full year financial statements will be considered material. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at*

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) **Litigation involving Criminal Laws**

   NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax:

Sr. No	**Entity and GSTIN**	**Name of Authority**	**Notice /Demand Order Id & Period**	**Notice /Order Description**	**Amount in Dispute (Rs.)**	**Current Status**
1.	M/s. Vijay Pharma **(now converted to M/s. VijayPD Ceutical Limited)** 27AACFV6111H1ZB	Superintendent Range V: Division Ix: Mumbai West, Mumbai: CBIC	ZD2710240520313Dated October 16, 2024 Period: April 2018- March 2019	Summary Show Cause Notice u/s. 74 of CGST/DGST Act, 2017 for scrutiny of returns filed in Form-GSTR-3B, GSTR-01, GSTR-2A, GSTR-9	The total demand for tax and other dues is Rs. 10,18,136/-, which includes tax of Rs. 5,09,068/- and Penalty of Rs. 5,09,068/-	"The Company has filed detailed reply in the matter on October 23, 2024 and the same pending for response from the concerned authority"

Direct Tax:

1. **M/s. Vijay Pharma (erstwhile partnership firm now converted to M/s. Vijaypd Ceutical Limited)**

   A.Y. 2020-21:

   As per details available on the website of the Income Tax Department **M/s. Vijay Pharma (now converted to M/s. Vijaypd Ceutical Limited**) (hereinafter referred to as the "Assessee") have been issued with a demand bearing Demand Identification No: 2021202037022407234T dated November 03, 2021 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 18,97,526/- in addition to an interest of Rs. 6,06,676/- for A.Y. 2020-21, and is pending to be paid by the assesse. The assessee herein has filed for rectification of the order and the same is pending.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Disciplinary Actions by Authorities

NIL

4. Litigation involving Tax Liability

NIL

5. **Other Pending Litigation based on Materiality Policy of our Company**

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

Indirect Tax:

NIL

Direct Tax:

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

NIL

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES

A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

Indirect Tax:

NIL

Direct Tax:

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

Indirect Tax:

NIL

Direct Tax:

NIL

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

Past Inquiries, Inspections or Investigations

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus

Outstanding Litigation Against Other Persons and Companies Whose Outcome Could Have an Adverse Effect on Our Company

As on the date of the Draft Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

Proceedings Initiated Against Our Company for Economic Offences

There are no proceedings initiated against our Company for any economic offences.

Non-Payment of Statutory Dues

As on the date of the Draft Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv)contingent liabilities not paid for.

Material Frauds Against Our Company

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Red Herring Prospectus.

Disclosures Pertaining to Wilful Defaulters

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Disclosures Pertaining to Fraudulent Borrower

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

Material Developments Occurring After Last Balance Sheet Date

Except as disclosed in Chapter titled *"Management's Discussion & Analysis of Financial Conditions & Results of Operations"* beginning on page 234 there have been no material developments that have occurred after the Last Balance Sheet Date.

Outstanding Dues to Creditors

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2024:

(₹ in Lakhs)

Name	Balance as on 30.09.2024
Total Outstanding dues to Micro and Small & Medium Enterprises	18.79
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	418.14

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below a list of material approvals, consents, licences and permissions from various governmental and regulatory authorities required to be obtained by our Company, which are considered material and necessary for the purpose of undertaking our business activities and operations ("Material Approvals"). In view of the approvals listed below, our Company can undertake this Issue and its business activities, as applicable. In addition, certain of Material Approvals of our Company may have lapsed or expired or may lapse in their normal course and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications in accordance with applicable requirements and procedures. We have also disclosed below the material approvals (a) applied for but not received; (b) expired and renewal yet to be applied for; and (c) required but not obtained or applied for. For details of risk associated with not obtaining or delay in obtaining requisite approvals, see "Risk Factors - Our inability to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business may adversely impact our business, results of operation and cash flows. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" beginning on page 163.

I. Incorporation details

1. Originally incorporated as a Partnership firm in the name and style of M/s. Vijay Pharma (Firm No-B-77,034), pursuant to partnership deed dated October 05, 1971.

2. Fresh Certificate of Incorporation dated March 19, 2024 from the Registrar of Companies, Central Registration, under the Companies Act, 2013 as "VijayPD Ceutical Limited" (Company Identification Number. U46497MH2024PLC421713)

3. Business takeover of "M/s. PD Doshi" (Partnership firm) by "VijayPD Ceutical Limited", Business transfer agreement dated April 01, 2024.

4. Copy of Fresh certificate of registration of the special resolution confirming alteration of object clause of our Company dated June 14, 2024 issued by the Registrar of Companies and consequent change of CIN of our Company from "U46497MH2024PLC421713" to "U21001MH2024PLC421713".

II. Approvals in relation to the Issue

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on November 21, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1)(c) of the Companies Act, 2013.

2. Our shareholders have, pursuant to a resolution dated November 22, 2024, under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue.

3. Our Board of Directors has pursuant to a resolution dated November 30, 2024 authorized our Company to take necessary action for filing the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus respectively with NSE Emerge.

Approvals from Stock Exchange

1. Our Company has received in- principle listing approval from the NSE Emerge dated [●] for listing of Equity Shares issued pursuant to the Issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated June 07, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Kfin Technologies Limited, for the dematerialization of its shares.

2. The Company has entered into an agreement dated May 17, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Kfin Technologies Limited, for the dematerialization of its shares.

3. ISIN Registration No. INE0WL901019

III. Material Approvals in relation to business and operation

Tax Related Approvals:

Sr. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	M/s. VijayPD Ceutical Limited	AAKCV0452G	Income Tax Department	March 19, 2024	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	MUMV33901A	Income Tax Department	March 19, 2024	Valid till Cancelled
3.	GST Registration Certificate - Maharashtra	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	27AAKCV0452 G1ZB	Goods and Services Tax department	Date of issue of Certificate May 03, 2024	Valid till Cancelled
4.	Professions Tax Registration Certificate (P.T.R.C.)	M/s. VijayPD Ceutical Limited, A1, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	Registration Certificate Number 27862339988P	Maharashtra Sales Tax Department	March 19, 2024	Valid till Cancelled
5.	Professions Tax Enrollment Certificate (P.T.E.C.)	M/s. VijayPD Ceutical Limited, A1, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	Enrolment Certificate Number 99514830486P	Maharashtra Sales Tax Department	April 30, 2023	Valid till Cancelled

Registrations related to Labour Laws:

Sr. No	Description	Address	License Number	Issuing Authority	Date of Issue	Date of Expiry
1.	UDYAM Registration Certificate	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai -	UDYAM-MH-18 0367229	Ministry of Micro Small and Medium Enterprises	August 16, 2024	Valid till Cancelled

Sr. No	Description	Address	License Number	Issuing Authority	Date of Issue	Date of Expiry
		400104, Maharashtra, India.				
2.	Registration under Employee State Insurance Act (ESIC)	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	35000952350000999	Employees' State Insurance Corporation, Mumbai	July 22, 2024	Valid till Cancelled
3.	Registration under the Employees Provident fund (EPF)	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	KDMAL3236403000	Employees' Provident Fund Organisation	March 20, 2024	Valid till Cancelled
4.	Registration under The Maharashtra Shops and Establishment Act 1948	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	820223772 / PS Ward/COMMERCIAL II	Labor Department Mumbai, Maharashtra	April 03, 2024	Valid till Cancelled
5.	Registration under The Maharashtra Shops and Establishment Act 1948	M/s. VijayPD Ceutical Limited, A - 102, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	820365884 / PS Ward/COMMERCIAL II	Labor Department Mumbai, Maharashtra	November 27, 2024	Valid till Cancelled
6.	Registration under The Maharashtra Shops and Establishment Act 1948	M/s. VijayPD Ceutical Limited, G004, 'E' Wing, Ground Floor, Devraj Premises Co-Op Society, Topiwala Marg, Goregaon-W, Mumbai - 400062, Maharashtra, India.	820223818 / PS Ward/COMMERCIAL II	Labor Department Mumbai, Maharashtra	April 03, 2024	Valid till Cancelled
7.	Registration under The Maharashtra Shops and Establishment Act 1948	M/s. VijayPD Ceutical Limited, 15, 16, 17, Ground Floor, Ashokraj Bldg. Road, Goregaon West, Mumbai - 400062, Maharashtra, India.	820223773 / PS Ward/SHOP I	Labor Department Mumbai, Maharashtra	April 03, 2024	Valid till Cancelled

Business Related Approvals:

Sr. No	Description	Address	License Number	Issuing Authority	Date of issue/ Validity	Date of Expiry
1.	LEI (Legal Entity Identifier)	M/s. VijayPD Ceutical Limited, A1, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400104, Maharashtra, India.	984500E10RA7A0B14343	LEI Register India Private Limited	August 16, 2024	August 16, 2025
2.	Import Export Code (IEC)	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	AAKCV0452G	Ministry of Commerce and Industry Directorate General of Foreign Trade	October 15, 2024	Valid till Cancelled
3.	State FSSAI License	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises Co-Op Society, Topiwala Marg, S.V. Road, Goregaon West, Ward-P/S, Mumbai – 400062, Maharashtra, India.	License Number: 11524009000299	Food Safety and Standards Authority of India, Government of Maharashtra	September 28, 2024	September 27, 2029
4.	Form 20 Licence to sell, stock or exhibit (or offer) for sale, or distribute drugs by retail other than those specified in [Schedules C, C (1) and X]	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	MH-MZ6-512087	Food & Drugs Administration, Mumbai-Zone-6	Certificate dated July 13, 2024 Effective from March 19, 2024	March 18, 2029
5.	Form 21 Licence to sell, stock or exhibit (or offer) for sale or distribute drugs, by retail specified in Schedules C and C (i) [excluding those specified in Schedule X]	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	MH-MZ6-512088	Food & Drugs Administration, Mumbai-Zone-6	Certificate dated July 13, 2024 Effective from March 19, 2024	March 18, 2029
6.	FORM 20B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West	MH-MZ6-381594 Old License Number: 20B-Z7/62/1048	Food & Drugs Administration, Mumbai-Zone-6	Original License valid from October 12, 2020 Latest amended	March 18, 2029

Sr. No	Description	Address	License Number	Issuing Authority	Date of issue/ Validity	Date of Expiry
	other than those specified in [Schedules C, C (1) and X]	Goregaon Mumbai - 400062, Maharashtra, India.			certificate Valid from March 19, 2024	
7.	FORM 21 B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedules C and C (1) [excluding those specified in Sch. X]	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	MH-MZ6-381595 Old License Number: 21B-Z7/62/1046	Food & Drugs Administration, Mumbai-Zone-6	Original License valid from October 12, 2020 Latest amended certificate dated July 13, 2024	March 18, 2029
8.	FORM 21B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedules C and C(1) [excluding those specified in Sch. X]	M/s. VijayPD Ceutical Limited, G004, 'E' Wing, Ground Floor, Devraj Premises Co-Op Society, Topiwala Marg, Goregaon-W, Mumbai - 400062, Maharashtra, India.	MH-MZ6-381775 Old License Number: Z-7/62/1842	Food & Drugs Administration, Mumbai-Zone-6	Original license dated October 12, 2020, Latest amended certificate dated September 05, 2024	March 18, 2029
9.	FORM 20B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs other than those specified in [Schedules C, C (1) and X]	M/s. VijayPD Ceutical Limited, G004, 'E' Wing, Ground Floor, Devraj Premises Co-Op Society, Topiwala Marg, Goregaon-W, Mumbai - 400062, Maharashtra, India.	MH-MZ6-381774 Old License Number: Z-7/62/1841	Food & Drugs Administration, Mumbai-Zone-6	Original license dated October 12, 2020, Latest amended certificate dated September 05, 2024 effective from March 19, 2024	March 18, 2029
10.	FORM 21B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedules C and C(1) [excluding those specified in Sch. X]	M/s. VijayPD Ceutical Limited, Shop No.16, Ground Floor, Ashokraj Bldg. Road, Goregaon West, Mumbai - 400062, Maharashtra, India.	License No. 132770	Food & Drugs Administration, Mumbai-Zone-6	Original License dated November 05, 2020, Latest amended certificate dated September 05, 2024 effective from March 19, 2024	March 18, 2029
11.	FORM 20B Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs	M/s. VijayPD Ceutical Limited, Shop No.16, Ground Floor, Ashokraj Bldg. Road, Goregaon West,	License No. 132769	Food & Drugs Administration, Mumbai-Zone-6	Original License dated November 05, 2020, Latest amended certificate	March 18, 2029

Sr. No	Description	Address	License Number	Issuing Authority	Date of issue/ Validity	Date of Expiry
	other than those specified in [Schedules C, C (1) and X]	Mumbai - 400062, Maharashtra, India.			dated September 05, 2024 effective from March 19, 2024	
12.	Health License under Mumbai Municipal Corporation Act, 1888 Under Section 394	M/s. VijayPD Ceutical Limited, A/101, 1st Floor, Devraj Premises CHSL, S.V. Road Goregaon West Goregaon Mumbai - 400062, Maharashtra, India.	License Number: 887675154	Brihanmumbai Municipal Corporation, Health Department	Original License valid from April 20, 2019, Latest amended license dated April 19, 2024	April 19, 2025
13.	Health License under Mumbai Municipal Corporation Act, 1888 Under Section 394	M/s. VijayPD Ceutical Limited, G004, 'E' Wing, Ground Floor, Devraj Premises Co-Op Society, Topiwala Marg, Goregaon-W, Mumbai - 400062, Maharashtra, India.	License Number: 887675157	Brihanmumbai Municipal Corporation, Health Department	Original license valid from April 20, 2023, Latest amended license dated April 19, 2024	April 19, 2025
14.	Health License under Mumbai Municipal Corporation Act, 1888 Under Section 394	M/s. VijayPD Ceutical Limited, Gala No. 15, 16, Ground Floor, Ashokraj Bldg. Road, Goregaon West, Mumbai - 400062, Maharashtra, India.	License Number: 761437202 Old License Number: PS43721	Health Department Brihanmumbai Municipal Corporation,	Renewed license dated April 19, 2024 valid from April 01, 2024	March 31, 2025
15.	Health License under Mumbai Municipal Corporation Act, 1888 Under Section 394	M/s. VijayPD Ceutical Limited, Gala No. 17, Ground Floor, Ashokraj Bldg. Road, Goregaon West, Mumbai - 400062, Maharashtra, India.	License Number: 761448678 Old License Number: PS56960 Renewal Number. 888039545	Brihanmumbai Municipal Corporation, Health Department	Renewed license dated April 19, 2024 valid from April 01, 2024	March 31, 2025

Registrations existing in the name of erstwhile partnership firm M/s. Vijay Pharma and to be transferred in the name of the Company M/s. VijayPD Ceutical Limited:

Sr. No	Description	Address	License Number	Issuing Authority	Date of issue/ Validity	Date of Expiry
1.	State FSSAI License	M/s. VijayPD Ceutical Limited, G004, 'E' Wing, Ground Floor, Devraj Premises Co-Op Society, Topiwala Marg, Goregaon-W, Mumbai - 400062, Maharashtra, India.	License Number: 11515009000390	Food Safety and Standards Authority of India, Government of Maharashtra	October 14, 2015	October 13, 2025

Sr. No	Description	Address	License Number	Issuing Authority	Date of issue/ Validity	Date of Expiry
2.	State FSSAI License	M/s. Vijay Pharma Shop No.15,16, Ground Floor, Behind Ratna Hotel, S.V. Road, Goregaon (West), Mumbai - 400062, Maharashtra, India.	License Number: 11515009000480	Food Safety and Standards Authority of India, Government of Maharashtra	Renewal dated December 20, 2020	December 31, 2025

Intellectual Property

Trademarks / patents / copyright/registered/objected/abandoned in the name of our company:

Sr. No	Brand Name/Logo Trademark	Class	Application number and Date	Owner	Authority	Current Status
1.	Vijaypdceutical LTD. Connecting Healthcare, Delivering Hope	5	6674299 Dated October 17, 2024	M/s. VijayPD Ceutical Limited	Trade Mark Registry, Mumbai	Formalities Check Pass
2.	Vijaypdceutical LTD. Connecting Healthcare, Delivering Hope	35	6674300 Dated October 17, 2024		Trade Mark Registry, Mumbai	Formalities Check Pass

Domain:

Sr. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	https://www.vijaypdceutical.com/	Registry Domain ID 2857204387_DOMAIN_COM-VRSN	GoDaddy.com, LLC IANA ID - 146	February 21, 2021	February 21, 2025

Approval for Object of the issue

Sr. No	Description	Address of Premises	Status of Approval	Application Number	Authority	Current Status
1.	Allotment of land	M/s. VijayPD Ceutical Limited, Plot Number: D-88,89,94,95 Shrirampur Industrial Area	Allotment of Land Dated November 08, 2024	Letter Number: MIDC/RO(Ahilyanagar)/ Shrirampur/LMS-733/DIS-81858/2024 Application Number: 983222 dated May 17,2024	Maharashtra Industrial Development Corporation MIDC Ahilyanagar	Approved
2.	Factory License	M/s. VijayPD Ceutical Limited, Plot Number: D-88,89,94,95 Shrirampur Industrial Area	To be taken before commencement of Operation	----	Directorate of Industrial Safety & Health, Maharashtra	----
3.	Pollution License	M/s. VijayPD Ceutical Limited, Plot Number: D - 88, 89, 94, 95	To be taken before commencement of Operation	----	Maharashtra Pollution Control Board	----

Sr. No	Description	Address of Premises	Status of Approval	Application Number	Authority	Current Status
		Shrirampur Industrial Area				

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name and address of the Company pursuant to change of its constitution from Partnership firm to Public Limited Company.

SECTION VIII - OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of *"group companies",* our Company has considered (i) such companies (other than our Promoters and our Subsidiary) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (i.e., AS 18); and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, our Board, in its meeting held on November 21, 2024, has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a *"group company"* in this Draft Red Herring Prospectus. In terms of such materiality policy, if a company (other than our Promoters) (a) is a member of the Promoter Group; and (b) has entered into one or more transactions with our Company during the last completed Financial Year and the most recent stub period included in the Restated Financial Information, which individually or in aggregate in value exceeds 10% of the revenue from operations of the Company as per the Restated Financial Information of the last completed financial year, it shall be considered material and disclosed as a 'group company'.

Accordingly, (i) all such companies (other than our Promoters) with which our Company had related party transactions as covered under the relevant accounting standard (i.e., AS 18), as per Restated Financial Information; and (ii) any other companies which are considered material by our Board, have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Companies:

1. Revomed Private Limited
2. Saltiva Pharmaceuticals Private Limited

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information/ details of the Group Companies provided on the websites do not constitute a part of this Draft Red Herring Prospectus. None of our Company, the Book Running Lead Manager or any of the Company's or the Book Running Lead Manager respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below. Anyone placing reliance on any other source of information, would be doing so at their own risk.

Details of our Group Companies

1. Revomed Private Limited

Registered Office:

The registered office of Revomed Private Limited is situated at Shop No. 15, C Wing, Ashok Raj CHS, LTD, SV Road Behind Ratna Hotel, Goregaon RS, Mumbai, Goregaon West - 400104, Maharashtra, India.

Financial information:

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Revomed Private Limited for the Financials years ended March 31, 2024 and 2023 are available on our website at https://www.vijaypdceutical.com/

It is clarified that such details available in relation to Revomed Private Limited on the aforementioned website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

2. Saltiva Pharmaceuticals Private Limited

Registered Office:

The registered office of Saltiva Pharmaceuticals Private Limited is situated at C/O PD Doshi &Company,7, floor-1st, Plot 42/44, Om Shanti Bld, Babu Genu Rd, Kalbadevi, Mumbai - 400002, Maharashtra, India.

Financial information:

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Saltiva Pharmaceuticals Private Limited for the Financial year ended March 31, 2024 are available on our website at https://www.vijaypdceutical.com/.

It is clarified that such details available in relation to Saltiva Pharmaceuticals Private Limited on the aforementioned website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

3. **Verafin Services Private Limited** *(Formerly known as Verafin Advisors Private Limited)*

Registered Office:

The registered office of Verafin Services Private Limited is situated at 216, Veena Chambers, 21, Dalal Street, Fort, Mumbai City, Mumbai - 400023, Maharashtra, India.

Financial information:

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Verafin Services Private Limited for the Financials years ended March 31, 2024, 2023 and 2022 are available on our website at https://www.vijaypdceutical.com/

It is clarified that such details available in relation to Verafin Services Private Limited on the aforementioned website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

Nature and extent of interest of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc

None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Companies and our Company

Our Group Companies deal in similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the boards of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in *"Summary of Offer Document –Summary of Related Party Transactions"* and *"Restated Financial Information* on page 21 and 197, there are no related business transactions with the Group Companies that impact the financial performance of our Company.

Litigation

Our Group Companies are not a party to any pending litigations which will have a material impact on our Company. For further details, please refer chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 248 of this Draft Red Herring Prospectus.

Certain other confirmations

None of the securities of our Group Companies are listed on any stock exchange. For further details, please see *"Other Regulatory and Statutory Disclosures"* on page 264. Our Group Companies have not made any public or rights issue of securities in the preceding three years.

SECTION IX - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority For the Issue

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on November 21, 2024, and our Shareholders have authorised the offer by passing a Special Resolution at the Extra Ordinary General Meeting of our company held on November 22, 2024.

Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated November 30, 2024.

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of equity shares on the NSE Emerge. NSE is the designated stock exchange.

Prohibition by SEBI, RBI or other governmental authorities

Our Company, our Promoters, members of Promoter Group, our Directors or persons in control of our Company are not 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 securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by the Board or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

None of our Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (2) of the SEBI ICDR Regulations which states the following:

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an Issuer whose post Issue face value capital exceed ₹10 crores but does not exceed ₹25 crores rupees, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the NSE Emerge)

Further, as per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge on which the specified securities are proposed to be listed.

a) Our Company was originally formed as a partnership firm under the name and style of ***"M/s. Vijay Pharma"*** pursuant to a deed of partnership dated October 05, 1971, as amended from time to time. Further, M/s. Vijay Pharma was converted into a public limited company ***"VijayPD Ceutical Limited"*** pursuant to the provisions of Chapter XXI of the Companies Act, 2013 and a fresh Certificate of Incorporation dated March 19, 2024, was issued by Assistant Registrar of Companies, Central Registration Centre. Hence, our Company including its erstwhile partnership firm is in existence for a period of more than 52 years as on the date of filing the Draft Red Herring Prospectus with NSE.

b) As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹ 1,402.87 Lakhs comprising 1,40,28,686 Equity Shares of ₹10/- each and the Post Issue paid-up Capital (face value) will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 25.00 crores.

c) Our Company (along with the Firm converted into the company) confirms that it has track record of more than 3 years as on the date of filing of Draft Red Herring Prospectus.

d) The company/entity has operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive, details of which is depicted as follows:

Based on the Restated Financial Information:

(₹. in Lakhs)

Particulars	**September 30, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Profit Before Tax	418.02	277.87	35.53	5.28
Add: Depreciation	117.34	175.69	235.77	269.59
Add: Interest	34.17	34.55	42.70	44.55
Less: Other Income	(0.73)	(1.12)	(182.33)	(168.99)
Operating profit	**568.81**	**486.99**	**131.66**	**150.43**

Based on the Restated Financial Information:

(₹. in Lakhs)

Particulars	**September 30, 2024**
Paid-up Share Capital	701.43
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	2,340.58
Net worth*	**3,042.01**

**Hence, in all the 3 financial years preceding the date of this Draft Red Herring Prospectus and its net-worth is positive.*

e) The company has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

Based on the Restated Financial Information:

(₹. in Lakhs)

Particulars	**September 30, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Net cash flow from operations - (A)	168.81	292.99	30.83	(12.99)
Less: Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(1.01)	(5.72)	(2.15)	(21.49)
Add: Net Total Borrowings (net of repayment)	(186.49)	(110.81)	164.76	260.14
Less: Interest expense (1-T)	(85.50)	(104.34)	(120.51)	(631.09)
Free Cash Flow to equity	**(104.19)**	**72.12**	**72.93**	**(405.43)**

f) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and promoting companies.

g) There is no winding up petition against the company, which has been admitted by NCLT / Court of competent jurisdiction or a liquidator has not been appointed.

h) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.

i) Our company has ensured that none of the merchant bankers involved in the IPO have instances of any of their IPO draft offer document filed with the NSE being returned in the past 6 months from the date of application.

j) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) of our Company in the Draft Red Herring Prospectus.

k) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years except as mentioned in the Draft Red Herring Prospectus.

l) We have disclosed the details of our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter *"Outstanding Litigation and Material Developments"* on page 248.

m) We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of our company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For details, refer the chapter *"Outstanding Litigation and Material Developments"* on page 248.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

a) The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE Emerge. NSE is the Designated Stock Exchange.

b) Our Company has entered into an agreement dated May 17, 2024 with NSDL and agreement dated June 07, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.

c) The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.

d) The entire Equity Shares held by the Promoters are in dematerialized form.

e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter *"Objects of the Issue"* on page 87 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (1) and Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is eligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI ICDR Regulations:

(a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoter or director of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.

(d) None of our Promoters or Directors is a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Further, in accordance with Regulation 268 (1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall be not less than 50, failing which, the entire application money will be refunded forthwith, in accordance with the SEBI ICDR Regulations and applicable law.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO 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 OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 MANAGER ANY IRREGULARITIES OR LAPSES IN THIS ISSUE DOCUMENT.

All applicable legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, the Directors and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made in relation to the Company or the Issue other than those confirmed by itself or its issued Shares in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, https://www.vijaypdceutical.com/, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information, to the extent required in relation to the Issue shall be made available by our Company and the Book Running Lead Manager to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoter, members of the Promoter Group and their respective group companies, their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, members of the Promoter Group and their respective group companies, their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

The Issue is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies, scientific institutions and societies registered under the applicable laws in India and authorised to invest in equity shares, Mutual Funds, VCFs, FVCIs, AIFs, Indian financial institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development finance institutions, state industrial development corporations, insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, provident funds (subject to applicable law) with minimum corpus of ₹ 250,000 and pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of Section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Resident Indians including Eligible FPIs registered with SEBI and Eligible NRIs, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an Issue to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an Issue 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 the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any Issue or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Restrictions on Transfers

Each purchaser that is acquiring the Equity Shares offered pursuant to this Issue outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Issue, will be deemed to have acknowledged, represented to and agreed with the Company that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

a) the purchaser acknowledges that the Equity Shares offered pursuant to this Issue have not been and will not be registered under the U.S. Securities Act or with any securities' regulatory authority of any state of the United States and accordingly may not be offered, sold, resold, pledged or transferred 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;

b) the purchaser is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;

c) the purchaser is purchasing the Equity Shares offered pursuant to this Issue in an "offshore transaction" meeting the requirements of Regulations under the U.S. Securities Act;

d) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Issue, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

e) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

f) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

g) the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;

h) the purchaser understands and acknowledges that the company will not recognize any Issue, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above stated restrictions; and

i) the purchaser acknowledges that the Company, the members of the Syndicate, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the NSE Emerge. The Disclaimer Clause as intimated by the NSE Emerge to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and Prospectus prior to the filing with RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE Emerge). Application have been made to the SME Platform of NSE (NSE Emerge) for obtaining permission for listing of the Equity Shares being Issued and sold in the Issue on its NSE Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from NSE Emerge vide letter dated [●] to use name of NSE in the Red Herring Prospectus for listing of equity shares on NSE Emerge.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Issue Closing Date or such other time period as may be prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at a rate of 15% per annum for the delayed period or such other rate as may be prescribed by SEBI.

Consents

Consents in writing of each of our Directors, our Company Secretary and Compliance Officer, legal advisor to the offer, the Book Running Lead Manager, the Bankers to our Company, Statutory Auditors, Peer Review Auditors and the Registrar to the Issue to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members, Bankers to the Issue (Escrow Collection Bank, Public Issue Account Bank, Sponsor Bank and Refund Bank) to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the RoC.

Experts to the Issue

Our Company has received written consent from the Peer Reviewed Auditors namely, M/s. J D Shah Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated November 21, 2024 and the Statement of Special Tax Benefits dated November 27, 2024 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2 (38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated November 20, 2024 from Crencia Concepts Design Private Limited, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and their capacity as independent chartered engineer in respect of details in relation to capacity and capacity utilization of manufacturing unit of our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects

Our Company has not made any public issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed in *"Capital Structure"* on page 71, our Company has not made any rights issue during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoters of our Company

Our Company does not have any Subsidiaries.

Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our company

Other than as disclosed in Chapter titled *"Capital Structure"* on page 71, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed group companies, subsidiaries or associates of our Company

Our Group Company is not listed on any Stock Exchanges. For further details, see *"Our Group Companies"* on page261.

Our Company does not have any Subsidiaries and Associates Company.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue. For further details, see *"Risk Factors – 1. Our Company, Promoter, and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations"* on page 30.
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Price information of the past issues handled by the Book Running Lead Manager

1) **Price information of past issues handled by Smart Horizon Capital Advisors Private Limited (during the current Financials year and two Fiscals preceding the current financial year):**

Sr. No.	Issuer name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
MAINBOARD IPO ISSUES – Not Applicable								
SME IPO ISSUES – Not Applicable								

2) **Summary statement of price information of past issues handled by Smart Horizon Capital Advisors Private Limited (during current financial year and two financial years preceding the current financial year):**

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%
Not Applicable														

Track record of past issues handled by Book Running Lead Manager

For details regarding the track record of the Book Running Lead Manager, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Manager, as provided in the table below:

https://shcapl.com/

Stock market data of equity shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances.

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

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid /Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid /Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/ /2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as modified by SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period and such compensation to investors shall be computed from T+3 day. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay.

Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock

Scenario	Compensation amount	Compensation period
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount And ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount And ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor at the rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see *"General Information – Book Running Lead Manager"* on page 62.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in terms of the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the data of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has appointed Ms. Purvi Kishor Surti, Company Secretary of our Company, as the Compliance Officer for the Issue. For details, *"General Information – Company Secretary and Compliance Officer"* on page 62, to deal with, on its behalf, any investor grievances received in the Issue. However, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus. Furthermore, our Company does not have any listed group companies or subsidiaries.

Our Company has constituted a Stakeholders Relationship Committee comprising Ms. Nikita H Pedhdiya (Chairperson), Mr. Narendra Nagindas Shah and Mr. Pulkit Gopal Prasad Agrawal as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders Relationship Committee, see *"Our Management – Committees of the Board – Stakeholders Relationship Committee"* on page 176.

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

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

Other confirmations

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

SECTION X – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued, Allotted and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the 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 Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting its approval for the Issue, to the extent and for such time as these continue to be applicable.

The Issue

The Issue comprises the Fresh Issue. For details in relation to the Issue expenses, see "*Objects of the Issue – Issue related expenses*", on page 87.

Ranking of Equity Shares

The Allottees upon Allotment of Equity Shares under the Issue will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being Issued and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations 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"* beginning on page 311 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA and provisions of the SEBI Listing Regulations and any other guidelines, regulations or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to Allotment of Equity Shares), will be payable to the Allottees, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" beginning on page 196 and 311, respectively of this Draft Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹10/- and the Issue Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and at the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Issue Price, Price Band, and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM, and advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price and the discount (if any) shall be determined by our Company in consultation with the BRLM, after the Bid/ Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

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

Compliance With Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;

2. Right to attend general meetings and exercise voting rights, unless prohibited by law;

3. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;

4. Right to receive offers for rights shares and be allotted bonus shares, if announced;

5. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

6. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and

7. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see "*Main Provisions of the Articles of Association*" beginning on page 311 of this Draft Red Herring Prospectus.

Allotment Only in Dematerialised Form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

❖ Tripartite agreement dated June 07, 2024, amongst our Company, CDSL and Kfin Technologies Limited.

❖ Tripartite agreement dated May 17, 2024 between our Company, NSDL and Kfin Technologies Limited.

For details in relation to the Basis of Allotment, see *"Issue Procedure"* on page 288.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see *"Issue Procedure"* on page 288.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or

2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Option to Receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

Withdrawal of the Issue

The Issue shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 268(1) of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or in part thereof, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchange promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Bid/Issue Program

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opens on	[●][(1)]
Bid/Issue Closes on	[●][(2)(3)]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

1. *Our Company may, in consultation with the BRLM, 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.*
2. *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.*
3. *UPI mandate end time and date shall be at 5:00 p.m. IST on the Bid/ Issue Closing Date.*

✶ *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/ Issue Closing Date or such other time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/ Issue Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter confirms that they shall extend reasonable cooperation in relation to the Offered Shares required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Issue Closing Date or such other time as may be prescribed by SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the Allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date or such other time as prescribed by SEBI, 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 two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("IST")
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate and time and date shall be at 5:00 p.m. on Bid/Issue Closing Date*
 # QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIBs.

On Bid /Issue Closing Date, extension of time may be granted by the Stock Exchange only for uploading Bids received by Retail Individual Investors, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/Issue Opening Date until the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Issue on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date, and in any case, no later than 1:00 pm IST on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None of our Company, the Promoter or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

Investors may please note that as per letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchange. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLM reserve the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding 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 one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of a revision of the Price Band, the Bid lot shall remain the same.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond Two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, expect in compliance with the application law of such jurisdiction.

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 SME platform of BSE Limited.

Restrictions, if Any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 71 of this Draft Red Herring Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page 311 of this 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 Promoters, 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 Securities in Dematerialised Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Application By Eligible NRIS, FPIS Or VCFS Registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FPIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIs / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and / or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

As Per the Extent Guidelines of The Government of India, OCBS Cannot Participate in this Offer

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer 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.

Migration to Main Board

In accordance with the NSE Circular dated March 10, 2014, further revised vide circulars dated April 18, 2018 and January 21, 2021 our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI(ICDR) Regulations, NSE has reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main board and has further and revised the migration policy effective from April 20, 2024 from NSE Emerge to NSE Main board vide Circular dated March 07, 2024 as follows.

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:

1. Paid up Capital &Market Capitalisation:

The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalization of the applicant's equity shall not be less than 25 crores**

*** Explanation: For this purpose, capitalisation will be the product of the price (averageof the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.*

2. Earnings before Interest, Depreciation andTax (EBITDA) andProfit After Tax (PAT):

The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.

3. Listing period

The applicant should have been listed on SME platform of the Exchangefor at least 3 years.

4. Other Listing conditions

- The applicant Company has not referred to the Board of Industrial& Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- The company has not received any winding up petition admitted by a NCLT.
- The net worth* of the company should be at least 75 crores.

**Net Worth – as defined under SEBI (Issue of Capital and DisclosureRequirements) Regulations, 2018.*

5. Public Shareholders

Total number of public shareholders on the last day of preceding quarterfrom date of application should be at least 1000.

6. The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:

- ➢ The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
- ➢ Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
- ➢ Redressal mechanism of Investor grievance.
- ➢ PAN and DIN no. of Director(s) of the Company.
- ➢ Change in Control of a Company/Utilisation of funds raised from public.

As per ICDR guidelines

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of NSE from the SME Platform of NSE **("NSE Emerge")** on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹ 25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer 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), we shall have to apply to BSE for listing our 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

2. If the paid-up capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we 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 shareholders 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 are proposed to be listed on the NSE Emerge with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE Emerge. For further details of the market making arrangement please refer the section titled "*General Information*" beginning on page 59 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform to inform the investors of any amendments or modifications 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 STRUCTURE

The Issue is up to 53,00,000 Equity Shares of face value of ₹10/- each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] Lakhs. The Issue comprises a reservation of [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker **("the Market Maker Reservation Portion")** and Net Issue to Public of [●] Equity Shares of face value of ₹10/- each **("the Net Issue")**. The Issue and the Net Issue will constitute [●] and [●], respectively of the post Issue paid-up equity share capital of the Company.

The Issue is being made through the Book Building Process.

Particulars	**Market Maker Reservation Portion**	**QIBs (1)**	**Non - Institutional Investors/Bidders**	**Retail Individual Investors/Bidders**
Number of Equity Shares available for allocation or allotment *(2)	[●] Equity Shares	Not more than [●] Equity Shares of face value of ₹10/- each	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Issue less allocation to QIB Bidders and Retail Individual Investors	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Issue less allocation to QIB Bidders and Non - Institutional Investors
Percentage of Issue Size available for Allocation or allotment	[●] of the Issue Size	Not more than 50% of the Issue size shall be allocated to QIB Bidders. However, 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 balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Issue, or the Issue less allocation to QIB Bidders and Retail Individual Investors was available for allocation	Not less than 35% of the Issue, or the Issue less allocation to QIB Bidders and Non - Institutional Investors
Basis of Allotment	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value of ₹10/- each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value of ₹10/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above (c) Up to 60% of the QIP portion (of up to [●] Equity Shares of face	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see "*Issue Procedure*" beginning on page 288 of this Draft Red Herring Prospectus.	Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see "*Issue Procedure*" beginning on page 288 of this Draft Red Herring Prospectus.

Particulars	Market Maker Reservation Portion	QIBs (1)	Non - Institutional Investors/Bidders	Retail Individual Investors/Bidders
		value of ₹10/- each) may be allocated on a discretionary basis to Anchor Investors of which one third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of allotment^	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares	[●] Equity Shares of face value of ₹10/- ach and in multiples of [●] Equity Shares of face value of ₹10/ each that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each such that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Issue (excluding the Anchor Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Issue (excluding the QIB Portion), subject to limits prescribed under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹2.00 Lakhs
Bid Lot	[●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter			
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Who can apply? (3)(4)(5)	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value

Particulars	Market Maker Reservation Portion	QIBs [(1)]	Non - Institutional Investors/Bidders	Retail Individual Investors/Bidders
		offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs , pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	bodies and family offices	
Terms of Payment	**In case of all other Bidders:** 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[(6)]			

**Assuming full subscription in the Issue.*

^SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) *Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*

(2) *This Issue is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 253 (1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue was made available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion was made available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue was made available for allocation to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue was made available for allocation to RII in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note.*

(5) *Bids by FPIs with certain structures as described under "Issue Procedure – Bids by FPIs" beginning on page 288 and having the same PAN were collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) have been proportionately distributed.*

(6) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see *"Terms of the Issue"* on page 275.

Bidders will be required to confirm and will be deemed to have represented to our Company and 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.

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. 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 public announcement and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Bidders should read 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 which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, including in relation to the process for Bids by UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹2,00,000 to ₹5,00,000 for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.*

*The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023**("SEBI RTA Master Circular")** and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹5,00,000 shall use the UPI Mechanism and provide their UPI ID in the Bid-cum-Application Form for bidding through Syndicate, sub syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue 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. Further, SEBI vide the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.*

Further, our Company and the BRLM are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Issue shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Issue Opening Date.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 252 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process, in compliance with Regulation 253 (1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company in consultation with the BRLM, of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion). Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Issue Price, and the remainder of the Net 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. 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 QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation 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 from them at or above the Issue Price.

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 and subject to applicable laws. 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. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Issue.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders Bidding in the Employee Reservation Portion using the UPI Mechanism) and PAN, 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 rematerialised subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Phased Implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public Issue of, inter alia, equity shares. Pursuant to the SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars; the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public Offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public offer closure to listing continued to be six Working Days. For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 **("T+3 Notification")**. In this phase, the time duration from public offer closure to listing has been reduced from six Working Days to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The offer is being made under Phase III of the UPI:

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circulars.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Electronic Registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Bid Cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (i.e., those not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of Electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of Electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Issue is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

(iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application Form is available with the BRLM.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application form***
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

** Excluding electronic Bid cum Application Form.*
*** Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager.*
Electronic Bid cum Application forms will also be available for download on the website of and NSE (www.nseindia.com).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded up to 5.00 p.m. on Bid/Issue Closing Date.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such Retail Individual Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR /2022/75 dated May 30, 2022.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Issue Bidding process.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("Cut- Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public Issue opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. 4:00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual, Eligible Employee Bidders and Eligible HDFC Bank Shareholders Bidders categories on the initial public offer closure day;

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;

(e) The Stock Exchanges shall display Issue demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100‑black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: - Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

4. Mutual Funds registered with SEBI;

5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;

10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

11. Foreign Venture Capital Investors registered with the SEBI;

12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

18. Insurance funds set up and managed by army, navy or air force of the Union of India;

19. Multilateral and bilateral development financial institution;

20. Eligible QFIs;

21. Insurance funds set up and managed by army, navy or air force of the Union of India;

22. Insurance funds set up and managed by the Department of Posts, India;

23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

24. Applications not to be made by:

    (a) Minors (except through their Guardians)
    (b) Partnership firms or their nominations

(c) Foreign Nationals (except NRIs)
(d) Overseas Corporate Bodies

Participation by Promoters, Promoter Group, The Book Running Lead Manager, The Syndicate Members and Persons Related to Promoters/Promoter Group/The Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, 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 Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Manager;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Manager;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

(v) Pension funds sponsored by entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLM reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-Resident Indians

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident **("FCNR")** Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 310 of this Draft Red Herring Prospectus.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids from individuals.

Bids By FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- Issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(i) such offshore derivative instruments are issued only by persons registered as Category I FPIs;

(ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

(iii) such offshore derivative instruments are issued after compliance with 'know your client' norms;

(iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Issue shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids Under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Sebi Registered VCFS, AIFS and FVCIS

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules.

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 Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with 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 Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, **(the "Banking Regulation Act")**, and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.

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/Issue Opening Date and be completed on the same day.

5) Our Company in consultation with the Book Running Lead Manager, 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 up to ₹2,500.00 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 ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 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 Bidding Date. 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 Book Running Lead Manager before the Bid/Issue 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 Issue 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 Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9) The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

10) Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed. In accordance with RBI regulations, OCBs cannot participate in the Issue.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the 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 compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

4. Ensure that you have Bid within the Price Band;

5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bi d cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

8. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party

9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the

securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. 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;

17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;

23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

24. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

25. Ensure that the Demographic Details are updated, true and correct in all respects;

26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;

27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin.

Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

31. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the Issue;

32. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.

34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹2.00 lakhs (for Bids by RIBs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

18. Anchor Investors should not bid through the ASBA process;

19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not submit the GIR number instead of the PAN;

22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;

23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

31. Do not Bid if you are an OCB;

32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, see "*General Information – Book Running Lead Managers*" on page 62.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹2.00 lakhs;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see "*General Information*" beginning on page 59 of this Draft Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three 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. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular

SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of Entities Responsible for finalising the Basis of Allotment in a Fair and Proper Manner

The authorised employees of the 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.

Issuance of a Confirmation Note ("CAN") and Allotment in the Offers

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No.

SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Method of Allotment as may be prescribed by Sebi from time to time

Our Company will not make any allotment in excess of the Equity Shares Issued through this Offer document.

The allotment of Equity Shares to bidders other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net offer shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, BRLM and Registrar to the Issue, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, provided such final listing and trading approval from all the Stock Exchange is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchange is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchange where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLM and Registrar to the Issue, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], [●] editions of a widely circulated Hindi national daily newspaper, [●] and Mumbai editions of a widely circulated Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located).

The information set out above is given for the benefit of the Bidders. Our Company, 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 this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Issue Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and would be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

❖ Tripartite agreement dated June 07, 2024, amongst our Company, CDSL and Kfin Technologies Limited.

❖ Tripartite agreement dated May 17, 2024 between our Company, NSDL and Kfin Technologies Limited.

Impersonation

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/Issue Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Promoters' contribution, if any, shall be brought in advance before the Bid/Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

- that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

Utilisation of Issue Proceeds

Our Board certifies that:

- Our Company specifically confirm that 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.

- Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment **("FDI")** through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 **("FDI Policy")**, which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Bid/Issue Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee Company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the FDI Policy, foreign direct investment in companies engaged in hotels/hospitality sector as well as those engaged in the construction development of hotel projects, is permitted up to 100% of the paid-up Equity Share capital of our Company under the automatic route, subject to compliance with certain prescribed conditions. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on page 288.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Investors. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares Issue for do not exceed the applicable limits under laws or regulations.

SECTION XI – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 2013)

ARTICLES OF ASSOCIATION*

OF

VIJAYPD CEUTICAL LIMITED

1. CONSTITUTION OF THE COMPANY

a. **Table "F" not to apply but company to be governed by these Articles**

No regulations contained in Table "F" of Schedule I to the Companies Act, 2013 ("**Table F**") as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

b. **Applicability of Stock Exchange Regulations**

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

DEFINITIONS AND INTERPRETATION

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

THE ACT

"The Act" means the Companies Act, 2013and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

ARTICLES

The "Articles" or "Articles of Association" means these articles of association of the Company or as altered from time to time.

BOARD OR BOARD OF DIRECTORS

"Board" or "Board of Directors" means the board of directors of the Company, as constituted from time to time.

CHAIRMAN/ CHAIRPERSON

"The Chairman/ Chairperson" means the Chairman/ Chairperson of the Board of Directors

THE COMPANY OR THIS COMPANY

“The Company” or “This Company” means **VijayPD Ceutical Limited**

RULES

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

LAW

“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

MONTH

“Month” means a calendar month.

PERSONS

“Person” or “person” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

GENDER

Words importing one gender also include the other gender(s).

SINGULAR NUMBER

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa.

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.

SEBI

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

SEBI LISTING REGULATIONS

“Sebi Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

SECURITY OR SECURITIES

“**Security**” OR “**Securities**” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

SHARE OR SHARES

“Share” or **“shares”** shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

SHAREHOLDER OR SHAREHOLDERS OR MEMBER

"Shareholder" or **"Shareholders"** or **"member"** shall mean any shareholder of the Company, from time to time.

SHAREHOLDERS' MEETING

"**Shareholders' Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

STOCK EXCHANGES

"**Stock Exchanges**" shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory.

2. PUBLIC COMPANY

The company is a public company as defined in Section 2(71) of the Act.

3. #CAPITAL, SHARES AND CERTIFICATES

The Authorized Share Capital of the Company is as stated in the **Clause 5th** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person 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.

a. **Increase of Capital by the Company**

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

b. **Issue of Securities**

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

c. Preference Shares

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

d. Shares under the control of the Board

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board 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 either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

e. Purchase / Buy Back of Shares

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

f. Reduction of capital

The Company may (subject to the provisions of Section 52, 55, 66, 67and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

g. Consolidation, Division, Sub-Division and Cancellation of Shares

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution in General Meeting g from time to time, a alter the conditions of its Memorandum as follows that is to say:

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

h. Modification of Rights

(i) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article, is not to derogate from any power the Company would have if this Article was omitted.

(ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the offer of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking paripassu there with. This Article, is not to derogate from any power the Company would have if this Article was omitted.

i. Issue of Further Shares Not to Affect Rights of Existing Members

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 paripassu therewith. This Article, is not to derogate from any power the Company would have if this Article was omitted.

j. Further Issue of Shares/Securities

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time-to-time think fit.

k. Issue of Shares to Employees

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employees stock option scheme. The Board is authorised absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

l. Liability of Members

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

m. Registers to be Maintained by the Company

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

(I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.

(II) A register of Debenture holders; and

(III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

n. Share Certificates

(a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

Every person whose name is entered as a member in the register of members shall be entitled to receive, within two months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

(b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.

(c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. 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 the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

o. Fractional Certificates

(a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -

(i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or

(ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.

(b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.

(c) For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.

(d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

(e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

p. Renewal of Share Certificate

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn-out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

q. Company not bound to recognize any Interest in Share other than Registered Holder

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

4. Company entitled to Dematerialise its Shares and Securities

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialised form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialised form in any media as permitted by law including any form of electronic media.

5. GENERAL AUTHORITY

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures

Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up

Section 55: to issue preference shares.

Section 61: to alter the share capital of the company

Section 42: to issue shares on preferential basis

Section 62: to further issue shares/securities

Section 63: to issue bonus shares

Section 68: to buy back the shares of the Company

Section 88: to keep foreign register of members of debenture holders

Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

6. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.

3. 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.

7. BROKERAGE

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

8. CALLS

a. Board May Make Calls

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

b. Notice of Calls

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. Calls to take Effect from the Date of Resolution

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

d. Calls on Shares of Same Class to be On Uniform Basis

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

e. Board may Extend Time

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

f.Amount Payable at Fixed time or by Instalments to be Treated as Calls

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

g. Deposit and Call, etc. to be Debt Payable

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

h. Interest on Call or Installment

If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

i.Partial Payment not to Preclude Forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

j.Payment in Anticipation of Calls may Carry Interest

(a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing.

(b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

9. LIEN

(a) Company to have Lien on Shares/ Debentures

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

(b) As to Enforcing Lien by Sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

(a) Unless a sum in respect of which the lien exists is presently payable; or

(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

(c) Transfer of Shares sold under Lien

(1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;

(2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;

(3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

(4) 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.

(d) Application of proceeds of sale

(1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and

(2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

(e) Outsider's lien not to affect company's lien

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

10. JOINT HOLDERS

a. **The First Named of Joint Holders Deemed Sole Holder**

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company’s regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles: -

b. **Not More than Four**

(a) The Company shall not be bound to register more than four persons as the holders of any share.

(b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

c. **Title of Survivors**

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d. **Receipt of One Sufficient**

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

e. **Delivery of Certificate and Giving of Notice**

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

11. FORFEITURE OF SHARES

a. If Money Payable on Shares not Paid Notice to be Given to Member

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. Allotment Money Shall be Deemed to be a Call

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

c. Effect of Nonpayment of Sums

In case of non-payment of such sum, all the relevant provisions of these Articles 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.

d. Form of Notice

The notice shall name a day (not being less than fourteen (14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

e. In Default of Payment Shares to be Forfeited

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

f. Notice of forfeiture to a member

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

g. Forfeited Share to be the Property of the Company and may be sold etc.

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

h. Cancellation of Forfeiture

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

i. Member Still Liable to Pay Money Owing at the Time of Forfeiture and Interest

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

j. Effect of Forfeiture

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

k. Validity of Forfeiture

1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;

2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;

4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the share.

l. Cancellation of Share Certificates in Respect of Forfeited Shares

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

m. Validity of Sales

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

12. SURRENDER OF SHARES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

13. TRANSFER AND TRANSMISSION OF SHARES

a. Instrument of Transfer to be Executed by Transferor and Transferee

1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.

2) 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.

3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

b. Board May Refuse to Register Transfer

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

c. Board May Decline to Recognize Instrument of Transfer

The Board may decline to recognize any instrument of transfer unless –

a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

c) the instrument of transfer is in respect of only one class of shares.

d) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

e) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

f) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

d. Transfer of Shares When Suspended

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

e. Transfer of Partly Paid Shares

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

f. Transfer to Minors, etc.

(a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.

(b) A minor may be admitted and registered as a member of the Company in respect of any fully paid-up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

g. The Company Not Liable for Disregard of a Notice Prohibiting Registration of a Transfer

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

h. Title to Shares of Deceased Member

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

i. Title to Shares on Death of a Member

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.

j. Estate of Deceased Member Liable

Nothing 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.

k. Transmission Clause

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time-to-time properly be required by the Board and subject as hereinafter provided, elect, either –

a) to be registered himself as holder of the share; or

b) to make such transfer of the share as the deceased or insolvent member could have made.

l. Indemnity to the Company

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

m. Board's Right Unaffected

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.

n. No Fee on Transfer or Transmission

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

14. MEETINGS OF MEMBERS

a. Annual General Meeting

The Company shall in each year holding addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company is situated through video conferencing or audio-visual means or teleconferencing /permitted mode, as the Board may determine.

b. Extraordinary General Meeting

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the

Act shall for the time being apply through video conferencing or audio-visual means or teleconferencing/permitted mode.

c. Calling General Meeting

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode:(a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes, in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

d. Nature of Business

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

e. Quorum

1) 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.

2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

3) The quorum for a general meeting shall be as provided in the Act.

f. Chairman of General Meeting

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

g. Business Confined to Election of Chairman Whilst Chair Vacant

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

h. Chairman May Adjourn Meeting

(1) The Chairman may, suomoto, adjourn the meeting from time to time and from place to place.

(2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall

remain the same. The said general meeting if called by requisitionists under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.

(3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.

(6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

i. Chairman's Declaration of Result of Voting on Show of Hands

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

j. Chairman's Casting Vote

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

k. Voting Through Electronic Means

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

l. Members Paying Money in Advance Not to be Entitled to Vote in Respect Thereof

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

m. Number of Votes to Which Member Entitled

(i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.

(ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

n. Voting in Person or by Proxy

The instrument appointing a proxy and/or 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 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

The proxy so appointed shall have no right to speak at the meeting.

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.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

o. Members in Arrears Not to Vote

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

p. Minutes of Proceedings of Meetings and Resolutions Passed by Postal Ballot

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

q. Inspection of Minute Books of General Meeting

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

a) be kept at the registered office of the Company; and

b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

r. Members May Obtain Copy of Minutes

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

s. Powers to Arrange Security at Meetings

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

15. DIRECTORS

a. Number of Directors

(a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.

(b) The first Directors of the Company were:

1. Mr. Samit Madhukar Shah,
2. Mr. Rahul Jitendra Shah,
3. Mr. Jigar Narendra Shah,
4. Mr. Bhavin Dhirendra Shah,
5. Mr. Narendra Nagindas Shah,
6. Mr. Viraaj Kirti Shah
7. Ms. Hemanti Jitendra Shah
8. Ms. Vasanti Dhirendra Shah
9. Ms. Dina Madhukar Shah

(c) It shall not be necessary for a Director to hold any share in the Company.

b. Directors Not Liable to Retire by Rotation

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

c. Same Individual May be Chairperson and Managing Director/ Chief Executive Officer

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

d. Appointment of Alternate Director

The Board may appoint an Alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to the India. If the terms of office of the original Director is determined before he returns to the India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

e. Appointment of Special Director

(i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.

(ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

f. Appointment of Debenture Directors

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect not withstanding any of the other provisions herein contained.

g. Appointment of Nominee Directors

(i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as “The Corporation”) continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non-wholetime, (which Directors or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.

(ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

(iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability or the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the

Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.

(iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.

(vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation

(vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholetime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

h. Directors May Fill Vacancies

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

i. Appointment of Additional Directors

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting but shall be eligible for election at such meeting.

j. Appointment of Other Directors

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

k. Appointment of Managing Director or Managing Director(S) Or Whole Time Director or Whole Time Director(S)

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss or reappoint him or them from office and appoint another or others in his or their place or places.

16. REMUNERATION OF DIRECTORS

1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions of the Act.

4) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees 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

c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.

4) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

17. PROCEEDING OF THE BOARD OF DIRECTORS

a. Meetings of Directors

(a) The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI and approved by the Ministry of Corporate Affairs.

(b) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.

(c) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

(d) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

b. When Meeting to be Convened

i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.

ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

c. Quorum

The quorum for the Board meeting shall be as provided above.

d. Chairman

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

e. Questions At Board Meeting How Decided

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

f. Circular Resolution

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

g. Acts of Board or Committee Valid Notwithstanding Defect in Appointment

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

h. General Powers of the Company Vested in Board

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorise all or any of the powers, authorities and discretions for the time being vested in them.

i. Borrowing Powers

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

j. Issue of Debentures

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

k. Delegate Powers

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

18. BOARD MAY APPOINT COMMITTEES

i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated confirms to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.

ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

a. Chairman of Committee of Directors

i) Committee may elect a chairperson of its meetings unless the Board, while constituting a committee, has appointed a Chairperson of such Committee.

ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 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.

b. Functioning of the Committee

1) A Committee may meet and adjourn as it thinks fit.

2) Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.

3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act;

i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole-time director / chief financial officer / company secretary of the Company are severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any provision of the Act or these regulations requiring or authorising 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.

20. STATUTORY REGISTERS

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.

21. FOREIGN REGISTERS

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

22. DIVIDENDS AND RESERVE

i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

iii. Dividends only to be paid out of profits

The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time-to-time, think fit.

iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

vi. Dividends to be Apportioned

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.

vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

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.

viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

x. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

xi. Receipt of one holder sufficient

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.

xii. No interest on Dividends

No dividend shall bear interest against the Company.

xiii. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

23. WINDING UP

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

24. ACCOUNTS

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

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 authorised by the Board.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

25. UNPAID OR UNCLAIMED DIVIDEND

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "Investors education and protection fund".

26. INDEMNITY AND INSURANCE

Directors and officers right to indemnity

(a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.

(b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified 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 discharged or in connection with any application under applicable provisions of the Act in which reliefis given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer, company secretary or officer.

27. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

28. CAPITALISATION

1) The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit 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 no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards: -

(a) paying up any amount for the time being unpaid on any shares held by such members respectively;

(b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.

4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

5) Any agreement made under such authority shall be effective and binding on such members.

29. SECRECY CLAUSE

Every director, manager, auditor, secretary, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required, by the Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

30. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

****The New Set of Articles of Association of the Company has been adopted by the Company vide Special Resolution Passed at the Annual General Meeting of the Company held on October 28, 2024.***

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SECTION XII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered 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) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/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 https://www.vijaypdceutical.com/, and will be available for inspection from date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/Issue Closing Date).

Material Contracts

1. Issue Agreement dated November 23, 2024 between our Company and the Book Running Lead Manager.

2. Registrar Agreement dated November 23, 2024 between our Company and the Registrar to the Issue.

3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank, Sponsor Bank, Public Issue Bank and the Refund Bank.

4. Market Making Agreement dated [●] between our Company and the Book Running Lead Manager and Market Maker.

5. Underwriting Agreement dated [●] between our Company and Book Running Lead Manager and the Underwriter.

6. Syndicate Agreement dated [●] amongst our Company, the Book Running Lead Manager, and Syndicate Members.

7. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated June 07, 2024.

8. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated May 17, 202.

Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Copy of Certificate of Incorporation dated March 19, 2024 issued under the name VijayPD Ceutical Limited, issued by Registrar of Companies, Central Registration Centre.

3. Copy of Certificate of Incorporation dated June 14, 2024 issued under the name VijayPD Ceutical Limited, issued by Registrar of Companies, Central Registration Centre pursuant to object change.

4. Copy of the Business Transfer Agreement dated April 1, 2024, for the acquisition of the ongoing business of M/s. P.D. Doshi, a partnership firm, on a going concern basis, entered into by M/s. P.D. Doshi, the partnership firm, and our company.

5. Resolution of the Board of Directors dated November 21, 2024, in relation to the Issue.

6. Resolution of the Shareholders of our Company, passed at the Extra-Ordinary General Meeting held on November 22, 2024, in relation to the Issue.

7. Examination report for Restated Financial Statements dated November 21, 2024, from our Peer Review Auditor included in this Draft Red Herring Prospectus.

8. The Statement of Possible Tax Benefits dated November 27, 2024, from our Peer Review Auditor included in this Draft Red Herring Prospectus.

9. Copies of Audited Financial Statements of the Company for the Stub Period Ended September 30, 2024 and Financial year ended March 31, 2024, 2023, and 2022.

10. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Chartered Engineer, Statutory Auditor & Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Syndicate Member, Underwriter and Market Maker to act in their respective capacities.

11. Certificate on KPI's issued by the Peer Review Auditor M/s. JD Shah Associates., Chartered Accountants, by way of their certificate dated November 27, 2024.

12. Board Resolution dated November 30, 2024, for approval of Draft Red Herring Prospectus, dated for [●] approval of Red Herring Prospectus.

13. Due Diligence Certificate dated [●] to SEBI by the Book Running Lead Manager.

14. In principle Approval from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of Equity Shares on the NSE Emerge.

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 the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Signed by the Directors, CFO & CS of Our Company

Sd/-
Mr. Samit Madhukar Shah
Chairperson & Managing Director
DIN: 09634053

Sd/-
Mr. Bhavin Dhirendra Shah
Whole Time Director
DIN: 09839989

Sd/-
Mr. Viraaj Kirti Shah
Executive Director
DIN: 07901660

Sd/-
Mr. Narendra Nagindas Shah
Non-Executive Independent Director
DIN: 09634043

Sd/-
Ms. Nikita H Pedhdiya
Non-Executive Independent Director
DIN: 10797108

Sd/-
Mr. Pulkit Gopal Prasad Agrawal
Non-Executive Independent Director
DIN: 10134480

Sd/-
Mr. Vishram Sakharam Gawde
Chief Financial Officer

Sd/-
Ms. Purvi Kishor Surti
Company Secretary and Compliance Officer

Date: December 02, 2024

Place: Mumbai