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Draft Red Herring Prospectus  
Dated: TOctober 30, 2024  
Please read Section 26 and 32  
of The Companies Act, 2013  
100% Book Built Issue

**INFLUX HEALTHTECH LIMITED**  
**CIN: U24299MH2020PLC346825**

REGISTERED OFFICE	CONTACT PERSON	EMAIL ID & CONTACT NO	WEBSITE
109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai, Maharashtra- 400067	Mr. Atul Kumar Ashok Kumar Shukla (Company Secretary & Compliance Officer)	<b>Email:</b> cs@influxhealthtech.com <b>Tel:</b> +91 7045997809	<a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>

**THE PROMOTERS OF OUR COMPANY ARE MR. MUNIR ABDUL GANEE CHANDNIWALA, MS. SHIRIN MUNIR AHMED CHANDNIWALA AND MR. ABDUL GANEE ABDUL RASUL CHANDNIWALA**

**DETAILS OF THE ISSUE TO PUBLIC, PROMOTER/SELLING SHAREHOLDER**

TYPE	FRESH ISSUE	OFS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue and Offer for Sale.	Upto 46,32,000 Equity Shares aggregating to ₹ [•] Lakhs	Upto 13,68,000 Equity Shares aggregating to ₹ [•] Lakhs	Upto 60,00,000 Equity Shares aggregating to ₹ [•] Lakhs	The Issue is being made pursuant to Regulation 229(2) of SEBI ICDR Regulations, 2018. As the Company's post issue face value capital exceeds ₹1000 Lakhs but does not exceed ₹ 2500 Lakhs.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION**

NAME OF THE SELLING SHAREHOLDER	NUMBER OF SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE*1
Mr. Munir Abdul Ganee Chandniwala	Upto 13,68,000 Equity Shares aggregating upto ₹ [•] Lakhs	NIL

\*1. As certified by M/s VB Goel & Co., Chartered Accountant, pursuant to certificate dated October 29, 2024.

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company and the selling shareholder in consultation with the Book Running Lead Manager), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Issue Price" beginning on page 94, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

**ISSUER'S AND PROMOTER, SELLINGSHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principal approval letter dated [•] from NSE Emerge for using its name in this Offer document for listing our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



**Corporate Capital Ventures**



**CORPORATE CAPITAL VENTURES PRIVATE LIMITED**  
Floor No. 101, First Floor Udyog Sheel Mahila Sehkari Samiti Complex, Opp. Apollo hospital 120 Mathura Road New Delhi-110076,  
Tel: +91 11 - 41824066;  
Email: [smeipo@ccvindia.com](mailto:smeipo@ccvindia.com)  
Investor Grievances Email id- [investors@ccvindia.com](mailto:investors@ccvindia.com)  
Website: [www.ccvindia.com](http://www.ccvindia.com)  
SEBI Registration: INM000012276  
Contact Person: Mrs. Harpreet Parashar

**MAASHITLA SECURITIES PRIVATE LIMITED**  
451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West, New Delhi, - 110034,  
Tel No.: +91-11-47581432; ;  
E-mail: [ipo@maashitla.com](mailto:ipo@maashitla.com)  
Investor Grievances Email Id – [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
Website: [www.maashitla.com](http://www.maashitla.com)  
SEBI Registration No.: INR000004370  
Contact Person: Mr. Mukul Agrawal

**ISSUE PROGRAMME**

<b>ISSUE OPENS ON: [●]</b>	<b>ISSUE CLOSES ON: [●]</b>
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*Our Company and the selling shareholder may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.*



**INFLUX HEALTHTECH LIMITED**  
**CIN: U24299MH2020PLC346825**

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as “Influx Healthtech Private Limited” vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the Shareholders at their Extra ordinary General Meeting held on May 09, 2022, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Influx Healthtech Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825. For further details of change in name and change in Registered Office of our Company, please refer to section titled ‘**Our History and Certain Other Corporate Matters**’ beginning on 166 of this Draft Red Herring Prospectus.

**Registered Office:** 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai Maharashtra, - 400067

**Tel:** +91 7045997809 ; **E-mail:** [cs@influxhealthtech.com](mailto:cs@influxhealthtech.com) ; **Website:** [www.influxhealthtech.com](http://www.influxhealthtech.com);

**Contact Person:** Mr. Atul Kumar Ashok Kumar Shukla, Company Secretary and Compliance Officer

**OUR PROMOTERS: MR. MUNIR ABDUL GANEE CHANDNIWALA, MS. SHIRIN MUNIR AHMED CHANDNIWALA AND MR. ABDUL GANEE ABDUL RASUL CHANDNIWALA**

**PUBLIC ISSUE OF UPTO 60,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF INFLUX HEALTHTECH LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”). THE ISSUE COMPRISING OF A FRESH ISSUE OF UPTO 46,32,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UPTO 13,68,000 EQUITY SHARES BY OUR PROMOTER, MR. MUNIR ABDUL GANEE CHANDNIWALA (“THE SELLING SHAREHOLDERS”) AGGREGATING TO ₹ [●] LAKHS (“OFFER FOR SALE”) (THE “OFFER FOR SALE”, TOGETHER WITH THE FRESH ISSUE, THE “PUBLIC ISSUE”). THE ISSUE INCLUDES A RESERVATION OF UPTO 3,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO 57,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.34% AND 25.02% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THE FACE VALUE OF THE EQUITY SHARES IS 10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (“BRLM”) AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITIONS OF THE MARATHI REGIONAL NEWSPAPER [●], A MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST 2(TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE EMERGE”, REFERRED TO AS THE “STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

IN CASE OF ANY REVISION IN THE PRICE BAND, THE BID/ISSUE PERIOD WILL BE EXTENDED BY AT LEAST THREE ADDITIONAL WORKING DAYS AFTER SUCH REVISION IN THE PRICE BAND, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. IN CASES OF FORCE MAJEURE, BANKING STRIKE OR SIMILAR CIRCUMSTANCES, OUR COMPANY AND SELLING SHAREHOLDER IN CONSULTATION WITH BOOK RUNNING LEAD MANAGER MAY, FOR REASONS TO BE RECORDED IN WRITING, EXTEND THE BID/ISSUE PERIOD FOR A MINIMUM OF THREE WORKING DAYS, SUBJECT TO THE BID/ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. ANY REVISION IN THE PRICE BAND AND THE REVISED BID/ISSUE PERIOD, IF APPLICABLE, SHALL BE WIDELY DISSEMINATED BY NOTIFICATION TO THE STOCK EXCHANGES, BY ISSUING A PUBLIC NOTICE, AND ALSO BY INDICATING THE CHANGE ON THE RESPECTIVE WEBSITES OF THE BOOK RUNNING LEAD MANAGERS AND AT THE TERMINALS OF THE SYNDICATE MEMBERS AND BY INTIMATION TO DESIGNATED INTERMEDIARIES AND THE SPONSOR BANK, AS APPLICABLE.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company and the selling shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “**Issue Procedure**” beginning on page 286 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company and selling shareholder in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “*Basis for Issue Price*” beginning on page 94, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” on page 27 of this Draft Red Herring Prospectus.

**ISSUER’S AND PROMOTERS, SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited i.e., NSE Emerge. Our Company has received ‘in-principle’ approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE****REGISTRAR TO THE ISSUE**

Corporate Capital Ventures



Maashitla  
Creating Successful People

**CORPORATE CAPITAL VENTURES PRIVATE LIMITED**

Floor No. 101, First Floor Udyog Sheel Mahila Sehkari Samiti Complex,

Opp. Apollo hospital 120 Mathura Road New Delhi-110076.,

Tel: +91 11 - 41824066;

Email: [smeipo@ccvindia.com](mailto:smeipo@ccvindia.com)

Investor Grievances Email id- [investors@ccvindia.com](mailto:investors@ccvindia.com)

Website: [www.ccvindia.com](http://www.ccvindia.com)

SEBI Registration: INM000012276

Contact Person: Mrs. Harpreet Parashar

**MAASHITLA SECURITIES PRIVATE LIMITED**

451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North

West, New Delhi, Delhi - 110034, India

Tel No.: +91-11-47581432; ;

E-mail: [ipo@maashitla.com](mailto:ipo@maashitla.com)

Investor Grievances Email Id – [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)

Website: [www.maashitla.com](http://www.maashitla.com)

SEBI Registration No.: INR000004370

Contact Person: Mr. Mukul Agrawal

**ISSUE PROGRAMME**

**ISSUE OPENS ON: [●]**

**ISSUE CLOSES ON: [●]**

*Our Company and selling shareholder may, in consultation with the Book Running Lead Managers, 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*

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF  
CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

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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 specified or indicates, requires or implies, shall have the meaning as provided below. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified 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, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the definitions shall prevail.*

#### General Terms

Term	Description
“INFLUX” or “Influx Healthtech” “We” or “us” or “our Company” or “the Issuer” or “Company”	Unless the context otherwise requires, refers to Influx Healthtech Limited, a company incorporated under the Companies Act, 2013, bearing Corporate Identification Number U24299MH2020PLC346825 and having registered office at 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Maharashtra, India, 400067.

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Influx Healthtech Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled –Our Management on page 171 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s V.B. Goel & Co., Chartered Accountants, having FRN 115906W and Peer Review Registration Number 015192.
Board of Directors / Board/ Director(s)	The Board of Directors of Influx Healthtech Limited, including all duly constituted Committees thereof.
Central Registration Centre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mr. Atul Kumar Ashok Kumar Shukla.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Ashish Ghanshyam Shah.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Entities	The group entities of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in–Group Entities on page 193 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled Our Management on page 171 of this Draft Red Herring Prospectus.

<b>Terms</b>	<b>Description</b>
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Influx Healthtech Limited
Non-Residents	A person resident outside India, as defined under FEMA.
NRIs / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor for the Issue	The Peer review auditor for the issue, being V.B. Goel & Co., Chartered Accountants, having FRN 115906W and Peer Review Registration No. 015192
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Munir Abdul Ganee Chandniwala, Ms. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled –Our Promoters Group. For further details refer page 188 of this Draft Red Herring Prospectus.
Registered Office	The Registered office of our company which is located at 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the period ended June 30, 2024, year ended on March 31, 2024, 2023 & 2022 and the restated statements of profit and loss for the period ended June 30, 2024, year ended on March 31, 2024, 2023 & 2022 of our Company prepared in accordance with generally accepted accounting principles (Indian GAAP) and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies, Mumbai.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Selling Shareholder/Promoter Selling Shareholder	Mr. Munir Abdul Ganee Chandniwala.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
Shareholders	Equity shareholders of our Company, from time to time

#### Offer Related Terms

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders.



<b>Terms</b>	<b>Description</b>
Allotment Advice	Note or advice or intimation of Allotment sent to the 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	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the offer.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and Selling Shareholder in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Offer Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer 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 Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and Selling Shareholders in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, One third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the offer containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this offer who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	Collectively, the Escrow Collection Banks(s), Sponsor Bank, Refund Bank(s) and Public Issue Bank, in our case being [•].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the offer and which is described under chapter titled “Issue Procedure” beginning on page 286 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date 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 and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidding Centers	Centers at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches of SCSBs, Specified Locations for members of the Syndicate, Broker Centres for

Terms	Description
	Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, , which shall be published in all editions of [•] (a widely circulated English national daily newspaper), all editions of [•] (a widely circulated Hindi national daily newspaper) and all editions of [•] (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is located) each with wide circulation. Our Company and selling shareholder, in consultation with the LM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, [•], which shall be published in [•] editions of [•] (a widely circulated English national daily newspaper), [•] editions of [•] (a widely circulated Hindi national daily newspaper) and [•] editions of [•] (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is located).
Bid/ Offer Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Draft Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company and selling shareholder, in consultation with the Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the LM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.</p>
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted.
Cut off Price	The Offer Price finalized by our Company and the Selling Shareholders, 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.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.

Terms	Description
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited or NSE EMERGE.
Draft Red Herring Prospectus	Draft Red Herring Prospectus filed with NSE EMERGE for obtaining in-principle approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The EmERGE Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be Finalized and below which no Bids will be accepted.
Initial Public Offer/Initial Public Offering/ IPO/ Offer / Offer Size	Public Issue of 60,00,000 Equity Shares of face value of ₹10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakhs comprising the Fresh Issue of up to 46,32,000 Equity shares and offer for sale up to 13,68,000 Equity shares by our Company.
Issue Price	<p>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 Offer Price in terms of the Red Herring Prospectus.</p> <p>The Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLM on the Pricing Date in accordance with the Book Building Process and the Draft Red Herring Prospectus.</p> <p>The price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity Share of face value of ₹10/- each fully paid.</p>
Issue Proceeds	Proceeds from the Issue that will be available to our Company, being ₹ [●] and the proceed of the offer for sale which shall be available to the selling shareholder, being ₹ [●].
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate Capital Ventures Private Limited.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Makers appointed by our Company from time to time, in this case being [●] having SEBI registration number [●] who have 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 any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker, our Company and the selling shareholder dated [●].
Market Maker Reservation	The Reserved Portion of 3,00,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 57,00,000 Equity Shares of face value of ₹10/- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹ [●].

Terms	Description
Net Proceed	The Total Proceed less portion of Selling shareholder and the Issue related expenses, received by the company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled – “Objects of the Issue” beginning on page 77 of this Draft Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹ 2,00,000/-
OCB / 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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Offer Agreement	The agreement dated August 23, 2024 and supplementary deed dated October 24, 2024 between our Company, the selling shareholder and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Offer Closing Date	The date on which offer closes for subscription is [●]
Offer for Sale	The offer for sale of up to 13,68,000 Equity shares aggregating up to ₹ [●] Lakhs by Mr. Munir Abdul Ganee Chandniwala.
Offer Opening Date	The date on which offer opens for subscription is [●]
Offer Period	The period between the offer Opening Date and the offer Closing Date inclusive of both the days during which prospective investors may submit their application.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Prospectus	The Prospectus, which will be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company and the selling shareholder in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper, in the language where the registered office of the Company is situated, with wide circulation at least two working days prior to the Bid / Offer Opening Date.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lakhs, pension fund with minimum corpus of ₹ 2,500 Lakhs, NIF and 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.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank	The Bankers to the Offer with whom the Refund Account(s) are opened, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar Agreement	The Registrar Agreement dated October 23, 2024 between our Company, the selling shareholder and Registrar to the Issue in relation to the responsibilities and obligations of

Terms	Description
	the Registrar to the Issue pertaining to the Issue.
Registrar/ Registrar to the Offer	Registrar to the Offer being Maashitla Securities Private Limited. For more information please refer —General Information on page 58 of this Draft Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000/-
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Share Escrow Agent	Share Escrow Agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The share escrow agreement dated [●] entered into amongst our Company, the Selling Shareholder, and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer and the selling shareholder, in consultation with Book Running Lead Manager to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case [●].
Total Proceeds/ Issue Proceed	The Issue Proceeds (Comprising proceed from both i.e. Fresh Issue and Offer for sale) less the Issue related expenses. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled - “Objects of the Issue” beginning on page 77 of this Draft Red Herring Prospectus.
Underwriter	Underwriter to this Issue is [●]. .
Underwriting Agreement	The agreement dated [●] entered into between [●], selling shareholder and our Company.
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city [●] as specified in this Draft Red Herring Prospectus are open for business: 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

#### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year

BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BRLM	Book Running Lead Manager
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Carpet Area	The area of the apartment excluding the thickness of inner walls.
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CSR	Corporate Social Responsibility
CST	Central Sales Tax
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPFO	Employees' Provident Fund Organization
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FTP	Foreign Trade Policy
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund

Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India
ISO	International Organization for Standardization
IST	Indian Standard Time
KMP	Key Managerial Personnel
KPI	Key Performance Index
Ltd	Limited
MAPIN	Market Participants and Investors Integrated Database
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NDOH	Next Date of Hearing
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGT	National Green Tribunal
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
Plots	Parcel of land demarcated through boundary
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rs. /₹	Rupees, the official currency of the Republic of India

RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
Sec.	Section
SGST Act	State Goods and Services Tax Act, 2017
STT	Securities Transaction Tax
Super Area	The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, 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 no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WIP	Work in process
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

#### Industry Related Terms

Term	Description
API	Active Pharmaceutical Ingredient



CAGR	Compounded Annual Growth Rate
CC	Commencement Certificate
DIPP	Department of Industrial Policy and Promotion
GDP	Gross Domestic Product
GFC	Global Financial Crises
KPI	Key Performance Indicators
M&A	Mergers and Acquisitions
PHARMEXCIL	Pharmaceutical Export Promotion Council of India
WHO-GMP	World Health Organization- Good Manufacturing Practices
GMP	Good Manufacturing Practices
GLP	Good Laboratory Certificate
FDA	Food and Drug Administration
ANDA	Abbreviated New Drug Application
DCGI	Drug Controller General of India
OTC	Over the Counter
USFDA	US Food and Drug Administration
B2B	Business-to-Business
FD&C	Food, Drugs and Cosmetics
HI&I	Household Industrial and Institutional
HALAL	This certification is a guarantee that the food is prepared in accordance with Islamic law and is unadulterated.
ISO	International Organization for Standardization
KL	Kiloliters
MT	Metric ton
RTS	Ready-To-Spray
R&D	Research and development

*Notwithstanding the foregoing:*

- 1. In the section titled “Main Provisions of the Articles of Association” beginning on page number 321 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 2. In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 20 and 122 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 3. In the section titled “Risk Factors” beginning on page number 27 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 4. In the chapter titled “Statement of Possible Tax Benefits” beginning on page number 104 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 5. In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 238 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated ‘beginning on page 198 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013 and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. 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 decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated beginning on page 198 of this Draft Red Herring Prospectus.

### Currency and units of presentation

In this Draft Red Herring Prospectus, references to Rupees or INR or ₹ are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S. \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million / Million / Mn refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means onehundred thousand and Crore means ten million and billion / bn./ Billions means one hundred crores.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the 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 the Draft Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the 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.

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## FORWARD LOOKING STATEMENTS

*All statements contained in the 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, and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the 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.*

*These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:*

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.
- Our ability to attract and retain qualified personnel;
- Volatility of loan interest rates and inflation;
- Inability to protect our IP or any third-party claims in relation to infringement of our existing intellectual property rights or in future
- Inability to cater to the evolving consumer preferences, in India and abroad, in the information technology
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our service portfolio, from time to time.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 27, 122 and 238 respectively of this Draft Red Herring Prospectus.

Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

## SECTION II - SUMMARY OF OFFER DOCUMENTS

### A. SUMMARY OF OUR BUSINESS OVERVIEW

#### OUR COMPANY

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as “Influx Healthtech Private Limited” vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the shareholders at their Extra Ordinary General Meeting held on May 09, 2022, our company was converted from a Private Limited Company to Public Limited Company. Consequently, the name of our Company was changed to ‘Influx Healthtech Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825.

For further details of change in name, change in object and change in registered office of our company, please refer to section titled ‘History and Certain Corporate Matters’ beginning on page 166 of this Draft Red Herring Prospectus.

#### OUR BUSINESS

Influx Healthtech Limited is a Mumbai-based healthcare product-focused company that has carved a niche in contract manufacturing i.e the company carter as third-party manufacturer. The company operates from its registered office and has three manufacturing units and one warehouse. All three manufacturing units and one warehouse are located in Thane, Maharashtra. The table below lists the premises from which the company operates.

Sr. No.	Address of Premises	Name of the Lessor	Tenure	Consideration	Area	Purpose
<b>Registered office</b>						
1.	109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 1,50,000 per month	650 Square Feet	Registered Office
<b>Factories</b>						
2.	Plot No 9, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 2,00,000 per month	6,500 Square Feet	Factory Unit
3.	Plot No 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala	April 01, 2024 to March 31, 2027	Rs. 1,50,000 per month	13,000 Square Feet	Factory Unit
4.	Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 2,10,000 per month	14,000 Square Feet	Factory Unit
5.	Plot No 01, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404	Mr. Munir Abdul Ganee Chandniwala	April 01, 2024 to March 31, 2027	Rs. 1,40,000 per month	14,000 Square Feet	Factory Unit

Further, these manufacturing plants are certified with GMP, HACCP, ISO 22000, and Halal, and are equipped with advanced machinery, a quality control department, and a skilled workforce. Our company operates as a Contract Development and Manufacturing Organization (CDMO), which is a third-party manufacturer. We specialize in a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic / Herbal, Veterinary Feed Supplements, and Homecare segment. This includes the production of Active Pharmaceutical Ingredients (APIs) and the manufacturing of finished dosage forms such as tablets, capsules, and injectables.

## SUMMARY OF OUR INDUSTRY

India's pharmaceutical industry is projected to grow to \$65 billion by 2024, \$130 billion by 2030, and \$450 billion by 2047. Currently, it's valued at \$50 billion, with exports contributing over \$25 billion, and India supplies 20% of the global generic drug market.

In biotechnology, India ranks among the top 12 global destinations and is the 3rd largest in Asia Pacific, holding 3-5% of the global market share. India's bioeconomy was valued at \$137 billion in 2022, with a goal of reaching \$300 billion by 2030.

During the FY18 to FY23, the pharmaceutical industry grew at an annual rate of 6-8%, driven by an 8% increase in exports and 6% growth in the domestic market.

For detailed information on the industry please refer to “Our Industry” beginning on page number 107 of this Draft Red Herring Prospectus.

### B. PROMOTERS

The promoters of our Company are Mr. Munir Abdul Ganee Chandniwala, Ms. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala. In 2020, Influx was established by our visionary founder, Mr. Munir Abdul Ganee Chandniwala. His dedication and passion laid the foundation for our organization, which has since grown steadily, driven by a commitment to care. Mr. Munir Abdul Ganee Chandniwala is a Post Graduate in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctor of Philosophy program from Bharatiya Shiksha Parishad, Uttar Pradesh (2010). He is also registered with the Maharashtra State Pharmacy Council as a registered pharmacist. Additionally, he completed a Diploma in Nutrition from Fab Academe, a division of Fabulous Body Inc., California, United States, in 2019. He has approximately 18 years of experience, as since 2006, he has been a successful entrepreneur in the field of third-party manufacturing and contract development, of the nutraceutical, cosmetics, ayurvedic, and homecare products.

For detailed information please refer to the chapter titled Our Promoters and Our Promoter Group on page number 188 of this Draft Red Herring Prospectus.

### C. ISSUE SIZE

The following table summarizes the details of the Offer. For further details, see “The Offer” and “Offer Structure” beginning on pages 51 and 286, respectively.

<b>Offer of Equity Shares</b>	Up to 60,00,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹ [●] Lakhs
<b>Out of which:</b>	
➤ <b>Fresh Issue</b> <sup>(1)</sup>	Up to 46,32,000 Equity shares aggregating up to ₹ [●] Lakhs
➤ <b>Offer for Sale</b> <sup>(2)</sup>	Up to 13,68,000 Equity shares aggregating up to ₹ [●] Lakhs
<b>Of which:</b>	
<b>Market Maker Reservation Portion</b>	3,00,000 Equity shares of ₹ 10/- each for cash at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs
<b>Net offer</b>	Up to 57,00,000 Equity shares of ₹ 10/- each for cash at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs

(1) The Offer including the Fresh Issue has been authorized by our Board pursuant to resolutions passed at its meetings held on August 09, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on August 10, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolutions dated August 09, 2024.

(2) The Selling Shareholder has confirmed and authorized its participation in the offer for sale in relation to the offered Shares. The Selling Shareholder confirm that the offered shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with NSE Emerge in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization and consent of the selling shareholder in relation to the offered shares, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 51 and 261, respectively.

The Issue and the Net Issue will constitute 26.34% and 25.02% respectively of the post issue paid up equity share capital of our company.

#### D. OBJECTS OF THE ISSUE

The details of the net proceeds of the Fresh Issue are set out in the following table:

Particulars	Amount (in Lakhs)
Funding Capital Expenditure for setting up of new manufacturing facility for Nutraceutical Division;	1931.26
Funding Capital Expenditure for setting up of new manufacturing facility for Veterinary Food Division;	768.61
Purchase of Machineries for Homecare and Cosmetic Division	275.65
General Corporate Expenses*	●
<b>Total net proceeds of Fresh Issue</b>	<b>●</b>

\*The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.

#### E. PRE-ISSUE SHAREHOLDING

(₹ in Lakhs)

S. No.	Name of shareholders	Pre-issue		Post-issue	
		No. of Equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	Mr. Munir Abdul Ganee Chandniwala (Selling Shareholder)	1,72,42,500	95.00	1,58,74,500	69.68
2	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.85	8,80,638	3.87
3	Mr. Abdul Ganee Abdul Rasul Chandniwala	726	Negligible	726	Negligible
<b>Total – A</b>		<b>1,81,23,864</b>	<b>99.85</b>	<b>1,67,55,864</b>	<b>73.55</b>
<b>Promoter Group</b>					
-	-	-	-	-	-
<b>Total – B</b>		-	-	-	-
<b>Public</b>					
4	Existing Public Shareholders	26,136	0.15	26,136	0.11
5	IPO	-	-	60,00,000	26.34
<b>Total – C</b>		<b>26,136</b>	<b>0.15</b>	<b>60,26,136</b>	<b>26.45</b>
<b>Grand Total (A+B+C)</b>		<b>1,81,50,000</b>	<b>100.00</b>	<b>2,27,82,000</b>	<b>100.00</b>

#### F. SUMMARY OF FINANCIAL INFORMATION

(Amount in Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31		
		2024	2023	2022
Share Capital	2.50	2.50	2.50	2.50
Net Worth	2,488.60	2,287.22	1,165.15	445.73
Revenue (total income)	2,115.38	10,010.23	7,606.75	5,920.17
Profit after Tax	201.37	1,122.08	719.42	443.67
Earnings per share Basic and Diluted (in ₹)* <sup>1</sup>	1.11	6.18	3.96	2.44
Net Asset Value per Equity Share (in ₹)* <sup>1</sup>	13.71	12.60	6.42	2.46

<b>Total Borrowing</b>				
- Long Term	-	-	3.29	7.85
- Short Term	27.82	32.48	76.56	53.15

**\*Note: -**

1. Basic EPS & Diluted EPS and NAV is calculated after considering effect of allotment which was made after March 31, 2024 i.e. Bonus issue of 1,81,25,000 equity shares allotted on July 31, 2024. Accordingly, Weighted Average number of Equity shares are 1,81,50,000 as on June 30, 2024 and March 31, 2024, March 31, 2023 and March 31, 2022.

## QUALIFICATIONS OF AUDITORS

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

## G. SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings & GST Demands/Proceedings	Actions by regulatory authorities	Other Pending Litigations	Amount Involved (in lakhs)
Company	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Promoter	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Promoter Group	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Group Companies/Entities	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-	-
	Against	-	-	5	-	-	36.67

For further details, please refer chapter titled "Outstanding Litigations & Material Developments" beginning on page 250 of this Draft Red Herring Prospectus.

## H. RISK FACTORS

For details relating to risk factors, please refer section titled "Risk Factors" beginning on page no. 27 of this Draft Red Herring Prospectus.

## I. SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per the Restated financial statements of the Company, following are the contingent liabilities: -

Nature of Borrowing Amount	(Amount in Lakhs)			
	Amount as on June 30, 2024	Amount as on March 31, 2024	Amount as on March 31, 2023	Amount as on March 31, 2022
-	-	-	-	-

## J. SUMMARY OF RELATED PARTY TRANSACTIONS

### Related Party Transactions

In accordance with the requirements of Accounting Standard- 18 on Related Party Disclosures, the names of the related parties where control exists and with whom transaction have taken place during the year and description of relationships as identified and certified by the management are given below: -

List of Related Parties

Sr.No	Name of Related Party	Relationship
1	ESLP Digital LLP	Firm in which Director has significant influence

2	Influx Healthcare	Director has significant influence
3	Trusan Printpack Private Limited	Director has significant influence
4	Munir Chandniwala	Managing Director
5	Shirin Chandniwala	Whole Time Director
6	Abdul Ganee Chandniwala	Director
7	Ashish Shah	Chief Financial Officer (appointed on 2nd May 2024)
8	Atul Shukla	Company Secretary (appointed on 2nd May 2024)

Summary of significant related party transactions carried out in the ordinary course of businesses are as under: -

(Rs in lakhs, unless otherwise stated)

Sl.	Nature of Transaction	Period Ended 30 June, 2024	Year Ended 31 March, 2024	Year Ended 31 March, 2023	Year Ended 31 March, 2022
<b>I</b>	<b><u>Key Management Personnel</u></b>				
(i)	<b><u>Munir Chandniwala</u></b>				
	Remuneration	15.00	60.00	33.00	20.00
	Commission	-	-	20.00	12.00
	Loan taken	-	44.70	23.00	55.00
	Loan Repaid	3.47	82.51	-	13.00
	Rent Paid	22.50	90.00	69.00	37.50
(ii)	<b><u>Shirin Chandniwala</u></b>				
	Loan Taken	-	-	-	7.00
	Loan Repaid	-	5.00	-	-
	Rent Paid	3.00	12.00	12.00	10.00
<b>II</b>	<b><u>Other Related Party</u></b>				
(i)	<b><u>Trusan Printpack Private Limited</u></b>				
	Sale of product	0.44	2.52	-	-
	Purchase of product	36.98	38.48	-	-
	Rent Income	0.90	2.70	-	-
(ii)	<b><u>Influx Healthcare</u></b>				
	Purchase of product	-	-	289.75	430.88
	Purchase of Fixed asset	-	-	108.43	183.30

Balance at the Year End:

(Rs in lakhs, unless otherwise stated)

Sr. No	Name	Nature of Transaction	As at 30 June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
1.	Munir Chandniwala	Remuneration	2.00	1.30	(0.002)	1.15
2.	Munir Chandniwala	Commission	-	-	-	12.00
3.	Munir Chandniwala	Unsecured Loan	23.72	27.19	65.00	42.00



4.	Shirin Chandniwala	Unsecured Loan	2.00	2.00	7.00	7.00
5.	Trusan Printpack Private Limited	Purchase of product	9.90	1.63	-	-
6.	Trusan Printpack Private Limited	Rent receivable	0.90	-	-	-

#### K. 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.

#### L. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN LAST ONE YEAR

Name of the Promoter & Selling Shareholder	No. of Shares held	Average cost of Acquisition (in ₹)*
Mr. Munir Abdul Ganee Chandniwala (selling shareholder)	1,72,18,750	0.00
Ms. Shirin Munir Ahmed Chandniwala	8,79,425	0.00
Mr. Abdul Ganee Abdul Rasul Chandniwala	725	0.00

\*The shares were acquired only through Bonus Issue in the last one-year period from the date of this DRHP.

#### M. AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters and selling shareholder as at the date of this Draft Red Herring Prospectus is:

Name of the Promoter & Selling shareholder	No. of Shares held*	Average cost of Acquisition (in ₹)
Mr. Munir Abdul Ganee Chandniwala (selling shareholder)	1,72,42,500	0.01
Ms. Shirin Munir Ahmed Chandniwala	8,80,638	0.01
Mr. Abdul Ganee Abdul Rasul Chandniwala	726	2.48

\* Only the shares acquired are considered.

\*The average cost of acquisition has been calculated after considering the effect of Bonus issue (725:1) dated July 31, 2024.

#### N. DETAILS OF PRE-ISSUE PLACEMENT

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

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

Except as stated below our Company has not issued any equity shares for Consideration other than Cash during last one year:

Sr. No.	Name of shareholders	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,18,750	10	-	July 31, 2024	Bonus Allotment (725:1)
2.	Ms. Shirin Munir Ahmed Chandniwala	8,79,425	10	-	July 31, 2024	Bonus Allotment (725:1)
3.	Mr. Abdul Ganee Chandniwala	725	10	-	July 31, 2024	Bonus Allotment (725:1)

4.	Mr. Ayaan Saeed Chandniwala	725	10	-	July 31, 2024	Bonus Allotment (725:1)
5.	Ms. Nafisa Saeed Chandniwala	725	10	-	July 31, 2024	Bonus Allotment (725:1)
6.	Mr. Moiz Mahamadi Palgharwala	725	10	-	July 31, 2024	Bonus Allotment (725:1)
7.	Mr. Ashish Ghanshyam Shah	725	10	-	July 31, 2024	Bonus Allotment (725:1)
8.	Mr. Brijmohan D Goel	9,425	10	-	July 31, 2024	Bonus Allotment (725:1)
9.	Ms. Sangeeta Kasliwal	13,775	10	-	July 31, 2024	Bonus Allotment (725:1)
	<b>Total</b>	<b>1,81,25,000</b>				

For more details, refer –Capital Structure on page number 65 of this Draft Red Herring Prospectus.

**P. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

The Company has not consolidated its equity shares in the last one (1) year.

**Q. EXEMPTION FROM COMPLYING SECURITIES LAWS**

The Company has not applied for any exemption, so it is not required.

*This space has been left blank intentionally*

## SECTION – III RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. 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 be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.*

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 107, 122 and 238 of this Draft Red Herring Prospectus, respectively. The industry-related information disclosed in this section has been obtained from publicly available industry sources. Neither our Company, nor any other person connected with the Issue, including the BRLM, has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates 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, in the section titled “Forward-Looking Statements” on page 19 of this Draft Red Herring Prospectus.

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. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

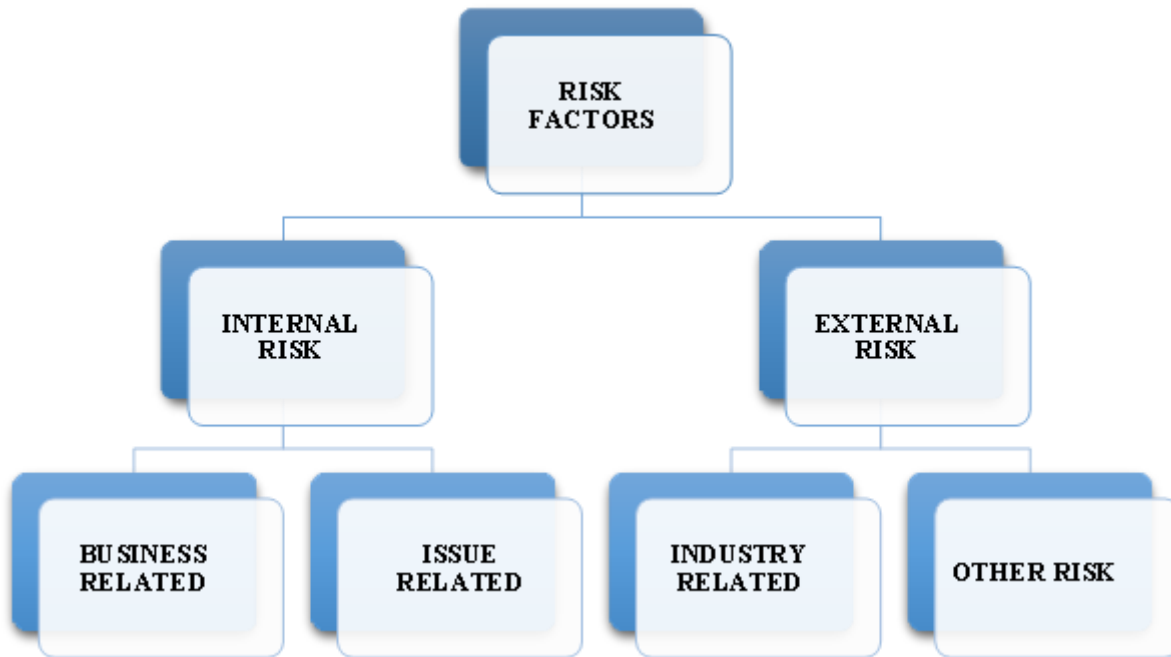
Materiality:

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

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off. In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Influx Healthtech Limited.



The risk factors are classified as under for the sake of better clarity and increased understanding.

1. ***There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies, taxation authorities and other public authorities. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of all applicable law could impact on the financial position of the Company to that extent.***

The Company has generally complied with certain statutory provisions; however, the following discrepancies have been found in the forms filed by the company with the Registrar of Companies under provisions of Companies Act, 2013.

- *Non-Disclosure of Company's web address in the Board's Report of Financial Year 2020-21, 2021-22 and 2022-23 pursuant to Section 134 of the Companies Act, 2013. Further, the Company is taking due care to comply with the necessary disclosures.*
- *Non-Disclosure of loans from Director in the Board's Report pursuant to provisions of Rule 2 (viii) of Companies Acceptance of Deposit Rules, 2014, for the Financial Year 2020-21, 2021-22 and 2022-23. Further, the Company is taking necessary steps to avoid such non-disclosures going forward.*
- *Delay in form filing of MGT-14 for resolutions to be filed pursuant to Section 117 of the Companies Act, 2013, the Company conducted its Annual General Meeting on September 30, 2023. The corresponding form was filed on November 18, 2023, along with the applicable additional fees.*
- *Delay in filing ADT-3 for resignation of Statutory Auditor pursuant to Section 140 (2) of the Companies Act, 2013. M/s. Phirodia Bafna & Associates resigned on March 28, 2024. The corresponding form was filed on May 13, 2024, along with the requisite additional fees paid.*
- *Delay in filing ADT-1 for appointment of Statutory Auditor due to casual vacancy, pursuant to Section 139 (8) of the Companies Act, 2013. M/s. V B Goel & Co., were appointed as Statutory Auditors at the Extra Ordinary General Meeting held on April 12, 2024 and the corresponding form was filed in delay beyond 15 days of the said meeting i.e on May 15, 2024, along with the requisite additional fees paid.*
- *Error in filing SH-7 for alteration in shares pursuant to Section 64 read with Section 62 of the Companies Act, 2013. The Company conducted Extra Ordinary General Meeting on April 04, 2024 for increasing its Authorised Share Capital from Rs. 10 crore to Rs. 25 crore, at time of filling the said form the date of the meeting is*

erroneously mentioned as April 01, 2024. The Company has filed the Adjudication application with ROC for making the error good.

- Error in filing MGT-7 for filing of Annual Return pursuant to Section 92 (1) of the Companies Act, 2013. The Company erroneously reported incorrect Directorship categories of Mr. Abdul Ganee Abdul Rasul Chandniwala & Ms. Shirin Munir Ahmed Chandniwala in the Annual Return for the Financial Year 2021-22 and 2022-23. The Company has filed revised Annual Return with RoC.

Notice(s) maybe issued upon our Company yet but there may be instances where by notices may be issued to our company and fines or penalties may also be imposed upon our Company, which may adversely affect our administration from compliance perspective. There can be no assurance that no penal action will be taken against us by the regulatory authorities with respect to the non-compliances. If any adverse actions are taken against us, our financial results could be affected.

Below are the Forms which were filed in delay, the details are as below:

Sr. No.	Name and Description of Form	SRN	Due Date of Filing	Date of Filing	Period of delay	Reason for delay
1.	Form MGT-14 (Filing of Resolutions and Agreements to the Registrar)	AA6182442	October 30, 2023	November 18, 2023	19 Days	Delay due to operational efficiency
2.	Form ADT -3 (Notice of Resignation by Auditor)	F95478459	April 27, 2024	May 13, 2024	16 Days	Delay due to operational efficiency
3.	Form ADT -1 (Notice to Registrar by Company for appointment of Auditor)	F95517827	April 27, 2024	May 15, 2024	18 Days	Delay due to operational efficiency

Further, to ensure that the above discrepancies/errors will not occur in future, we have taken the following steps i.e. appointed a whole-time Company Secretary to oversee and ensure accurate filings and compliance and implementing a Maker-Checker policy to ensure the accuracy and correctness of all submissions.

2. *We have historically derived, and may continue to derive, a significant portion of our income from our top 10 customers.*

Our top 10 customers represented 45.29%, 49.79 %, 46.28% and 56.27% of our revenue from operation for the period ended as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively. We have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on customers loyalty towards our products and brand. The actual sales by our Company may differ from the estimates of our management due to the absence of long-term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and / or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

Particular	(Amount in Lakhs)			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Total revenue from Top 10 Customers</b>	956.56	5009.10	3522.78	3,334.26
<b>Total Revenue from operations</b>	2112.05	9,996.51	7,605.65	5,920.17
<b>% of revenue from top 10 Customers*</b>	45.29	50.10	46.29	56.27

\*Please note that the % as shown in the tables above has been derived by dividing the total amount received from the said customer with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

3. ***We have historically derived, and may continue to derive, a significant portion of our supply from top 10 Suppliers.***

Our top 10 suppliers represented 37.78, 40.32 %, 38.31 % and 55.37 % of our cost of purchases for the period ended June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, respectively. We have not entered into long terms agreements with our suppliers and the success of our business is accordingly dependent significantly on business terms and conditions with them, which may be affected in future based on our relationship with them. The actual purchases by our Company may differ from the estimates of our management due to the absence of long-term agreements. The loss of one or more of these significant or key suppliers or a reduction in the amount of supplies we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and / or negotiate and execute long term contracts on terms that are commercially viable with our significant suppliers or that we will be able to significantly reduce supplier concentration in the future.

(Amount in Lakhs)

Particular	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Total purchases from Top 10 suppliers</b>	466.34	2698.44	2055.56	2512.74
<b>Total Supply (total purchases from Cost of material consumed)</b>	1212.59	6839.37	5293.00	4728.32
<b>% of purchases from top 10 suppliers*</b>	38.46	39.45	38.84	53.14

*\*Please note that the % in the above tables has been derived by dividing the total amount received from the said supplier with the Cost of Material Consumed of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.*

4. ***Too much Geographical concentration of our Business on specific location can impact our Business.***

The major portion of our revenue for the period ended as on June 30, 2024 and for the year ended March 31, 2024, March 31, 2023, March 31, 2022 is from the State of Maharashtra, Gujarat and Karnataka. Such geographical concentration of our business heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions, and results of operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand, our operations may differ from those in which we are currently offering. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, and are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand more into areas outside Maharashtra's market may adversely affect our business prospects, financial conditions, and results of operations.

State	% of Total Revenue as on June 30, 2024	% of Total Revenue as on March 31, 2024	% of Total Revenue as on March 31, 2023	% of Total Revenue as on March 31, 2022
<b>Maharashtra</b>	58.55	66.90	60.25	61.30
<b>Gujarat</b>	20.79	18.23	26.20	27.56
<b>Karnataka</b>	9.21	5.17	3.35	2.90
<b>Total Revenue Generated from Top 3 States</b>	<b>88.55</b>	<b>90.3</b>	<b>89.8</b>	<b>91.75</b>

*Please note that the % as shown in the tables above has been derived by dividing the total amount received from the said customer with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.*

5. ***Our reliance on certain industries for a significant portion of our sales could have an adverse effect on our business.***

We are primarily engaged in the business of manufacturing of Dietary/Nutritional Supplements, Cosmetics, Ayurvedic medicines veterinary feeds, homecare products finding its application in Food, Drug, Cosmetics, Cleaning compounds, Agriculture and other industries. Consequently, our revenues are dependent on the end user industries that use our products as an input. The table set forth below provides customer segment split of our revenue from operations for the period ended as on June 30, 2023 and for the year ended as on March 31, 2024, March 31, 2023 and March 31, 2022. The table mentioned below also highlights the fact that our company is highly dependent on Nutraceutical segment.

(Amount in Lakhs)

Sr. No	Segment	For the period ended as on June 30, 2024		For the year ended as on March 31, 2024		For the year ended as on March 31, 2023		For the year ended as on March 31, 2022	
		Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
1	Nutraceuticals	1,917.68	90.80	9,346.66	93.5	7,161.16	94.14	5,663.90	95.58
2	Homecare	2.71	0.13	68.26	0.68	16.40	0.22	25.26	0.43
3	Cosmetics	99.61	4.72	300.68	3.01	211.94	2.79	86.87	1.47
4	Ayurvedic	67.42	3.19	193.10	1.93	175.33	2.31	92.29	1.56
5	Veterinary	24.63	1.17	87.81	0.88	40.82	0.54	51.85	0.96
	<b>Total</b>	<b>2,112.05</b>	<b>100.00</b>	<b>9,996.51</b>	<b>100.00</b>	<b>7,605.65</b>	<b>100.00</b>	<b>5,920.17</b>	<b>100.00</b>

\*Please note that the % as shown in the tables above has been derived by dividing the total amount received from the said customer with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

Factors affecting any of these industries in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilized during specific periods;
- our customers' failure to successfully market their products or to compete effectively;
- change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer's final product;
- loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- economic conditions of the markets in which our customers operate;
- regulatory issues faced by these industries in India and internationally;
- downturns or industry cycles that impact demand; and changes in technology or consumer tastes and requirements that alter demands for our products

6. *We have not taken any steps to order the machinery/equipment required for the proposed expansion Plant. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs.*

Our Company intends to utilize a portion i.e amount of Rs. 1511.95 lakhs out of the Net proceeds for the purchase of equipment/machineries and other construction works for proposed expansions as follows: -

Particulars	Amount to be funded from Net Proceeds (Rs. In Lakhs)	Status on Placement of Machineries Order
Amount to be spent on Purchase of Machinery for setting up of new manufacturing facility for Nutraceutical Division;	1112.07	Company is yet to place 100% order of machinery
Amount to be spent on Purchase of Machinery for setting up of new manufacturing facility for Veterinary Food Division;	124.23	Company is yet to place 100% order of machinery
Amount to be spent on Purchase of Machineries for Homecare Division.	66.60	Company is yet to place 100% order of machinery
Amount to be spent on Purchase of Machineries for Cosmetic Division.	209.05	Company is yet to place 100% order of machinery
<b>Total</b>	<b>1511.95</b>	

While we have procured quotations from various vendors in relation to the capital expenditure to support our expanding operations, we have not placed any firm orders for any of them. For details, please refer “Objects of the Issue” on page 77. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the cost associated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. If we are unable to set up a new manufacturing plant within our estimated time frames, we may be unable to expand our business. There can be no assurance that we will complete any proposed expansion or upgradation in a timely manner.

7. ***Our Registered Office, Factory Units and Godown is located on premises which are not owned by us and has been obtained on lease basis from the promoters of our company. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors (promoters) may adversely impact our operations and, consequently, our business, financial condition and results of operations.***

As on the date of this Draft Red Herring Prospectus, our Registered Office, Factory Unit and Godown is located on premises which are not owned by us and has been obtained on lease basis from the promoters of the issuer company. at Mumbai and Palghar, Maharashtra respectively. We operate our business from the following places.

Sr. No.	Address of Premises	Name of the Lessor	Tenure	Consideration	Area	Purpose
<b>Registered office</b>						
1.	109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 1,50,000 per month	650 Square Feet	Registered Office
<b>Factories</b>						
2.	Plot No 9, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 2,00,000 per month	6,500 Square Feet	Factory Unit
3.	Plot No 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India –	Mr. Munir Abdul Ganee Chandniwala	April 01, 2024 to March 31, 2027	Rs. 1,50,000 per month	13,000 Square Feet	Factory Unit



	401404					
4.	Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	April 01, 2024 to March 31, 2027	Rs. 2,10,000 per month	14,000 Square Feet	Factory Unit
5.	Plot No 01, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404	Mr. Munir Abdul Ganee Chandniwala	April 01, 2024 to March 31, 2027	Rs. 1,40,000 per month	14,000 Square Feet	Godown

*Note-Abovementioned properties are owned by Promoters of Issuer company.*

Unless it is renewed, upon termination of the lease, we are required to return the premises of our manufacturing units and registered office to the Lessor/Licenser (promter). There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licenser terminates or does not renew the agreements, we are required to vacate the said premises where operational activities are carried out. In such a situation, we have to identify and take alternative premises and enter into fresh lease or leave and license agreement at less favourable terms and conditions to shift our registered office and operations. Such a situation could result in time overruns and may affect our operations temporarily. However, these properties are leased from the promoters on an arm's length basis.

**8. *Our expansion into new product categories and business verticals and a substantial increase in the number of products offered may expose us to new challenges and more risks.***

In recent years, we have expanded the product categories which are available across our platforms and websites. New product categories require us to understand or make informed judgements as to consumer demands, trends and preferences. We may misjudge consumer demands, trends and preferences for new products offered by suppliers, sellers and brand relationships on our platforms and face challenges in inspecting and controlling quality, regulatory requirements, handling, storage and delivery of such new products. We may also need to price aggressively in new categories to obtain traction with consumers improve brand awareness, which may not be possible in instances where our customers impose restrictions on our ability to offer such products at a discount and which would adversely affect our gross margins.

We may also make substantial investments in launching such new products or business verticals on our platform Also, we expect to obtain new products as a result of acquisition activity, which may require greater investment. Expansion of our offerings or business verticals may also strain our management and operational resources. It may also be difficult for us to achieve profitability with new product categories and business verticals, and as a result, our profit margins may be lower than we anticipate, which would adversely affect our results of operations. We cannot assure you that we will be able to recover our investments in introducing any new products or that any such new products will be successful by any measure.

In addition, we may risk diluting or losing our brand positions as a premium beauty destination as we expand our business model and offerings to include mass brands, non-luxury items or adjacent categories that may detach some high value consumers.

**9. *Our Company is reliant on the demand from the nutraceutical industry for a significant portion of our revenue. Any downturn in the nutraceutical 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 majorly engaged in the business of manufacturing of nutraceutical products and therefore, our revenues are highly dependent on our customers from the nutraceutical 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. Further, in the event, there takes place a shift of practice of developing our products in-house in the nutraceutical industries, it may have an adverse impact on the demand for our products. Similarly, in the event of any new breakthrough in the development of a novel product or raw material by our competitors or customers, 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 manufacturing process or 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.

- 10. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company and as per the Companies Act, 2013 and other applicable laws.***

Since, the Issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. However, the deployment of the funds raised from this issue will be deployed as per the Companies Act, 2013 and other applicable laws. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

- 11. *Our company does not possess an Ayush license which is required for the manufacturing of Ayurveda, Yoga and Naturopathy, Unani, Siddha, and Homeopathy products by the Ministry of Ayush.***

The company does not currently possess an AYUSH (Ayurveda, Yoga & Naturopathy, Unani, Siddha, and Homeopathy) license, as it is not applicable to their operations. However, there are several risks associated with this non-applicability. Future amendments to AYUSH regulations or reinterpretations could necessitate acquiring an AYUSH license, leading to additional compliance costs and operational adjustments. There's also a risk of regulatory authorities misunderstanding our business activities, potentially resulting in disputes or claims of non-compliance. Furthermore, any future expansions or changes in our business model could inadvertently subject us to AYUSH regulations, impacting operational efficiency and financial performance. While we are committed to monitoring regulatory developments and ensuring compliance, these risks could still affect our financial stability and market perception. The company has obtained an approval from the Food & Drug Administration (FDA), Maharashtra State, with letter number MH/PL2/CON/61111187, issued on 01/02/2023 and valid until 30/01/2028. This approval, which applies in the state of Maharashtra, also regulates Ayurveda practices.

- 12. *The company is in process of obtaining Fire NOC from the Fire Safety department for plot no. 57, phase-1, Genesis IND, Township, Kologaon, Palghar, Thane.***

Our Company is in the process of obtaining Fire Safety No Objection Certificate (NOC) for our plot no. 57, phase 1, Genesis IND, Township, Kologaon, Palghar, Thane- 401404, factory from the appropriate regulatory authorities. The Company has made application to the Fire Brigade, Vasai Virar City Municipal Corporation on August 09, 2024. The absence of a valid Fire Safety NOC also increases the risk of inadequate preparedness in the event of a fire-related incident, which could lead to significant property damage, interruption of production processes, injury or loss of life, and potential legal liabilities arising from such incidents. Additionally, non-compliance with fire safety regulations may adversely affect our reputation among customers, investors, and other stakeholders, and could impact our ability to obtain insurance coverage on favourable terms or at all. However, there can be no assurance that we will receive the certificate in a timely manner or without incurring substantial costs. Any prolonged delay or failure in securing the Fire Safety NOC could have a material adverse effect on our business operations, financial condition, and results of operations.

- 13. *There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

During Financial year ended 2021-22 and 2023-24, our Company had certain instances of delays in the payment of certain statutory dues with respect to GSTR-3B, GSTR-1, returns of ESIC. We cannot assure you that such delays will not arise in the future. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.

For details in delay in payment of statutory dues by our Company, please refer below tables:-

**GSTR-3B (A self-declared summary of figures of sales, ITC claimed & Net tax payable):**

Financial Year	Tax Period	Due date of Filing	Actual Date of filing	Date of payment	Period of Delay	Reason of Delay	Corrective Steps Taken by the Company
2021-22	December	January 20, 2022	21/01/2022	21-01-2022	1 day	Delay due to technical issue with respect to Bank's OTP for payment	Timely returns are now filed within the due date to avoid last-minute hassles.
2021-22	June	July 20, 2021	22/07/2021	21-07-2021	2 days		
2023-24	November	December 20, 2023	22/12/2023	22-12-2023	2 days		

**GSTR-1 (Monthly /Quarterly statement of outward supplies):**

Financial Year	Tax Period	Due date of Filing	Actual Date of filing	Date of payment	Period Delay	Reason of delay	Corrective Steps Taken by the Company
2021-22	April	May 11, 2021	19/05/2021	there is no payment require	8 Days	Delay due to operational efficiency	Timely returns are now filed within the due date to avoid last-minute hassles.
2021-22	May	June 11, 2021	18/06/2021	there is no payment require	7 Days		

**ESIC:**

Financial Year	Tax Period	Due date of Filing	Actual Date of filing	Date of payment	Period Delay	Reason of delay	Corrective Steps Taken by the Company
2023-24	September	October 15, 2023	16/10/2023	16/10/2023	1 Day	Delay due to technical issue on ESIC Website at the time of filing	Timely returns are now filed within the due date to avoid last-minute hassles.
2023-24	October	November 15, 2023	23/11/2023	23/11/2023	8 Days		

**14. Our Company /Promoters/Directors/Promoter Group/Group Companies is involved in certain legal proceeding(s) and potential litigations. Any adverse decision in such proceeding(s) may render them liable to liabilities/penalties.**

Our Company /Promoters/Directors/Promoter Group/Group Companies are involved in legal proceedings which are pending at different levels of adjudication authorities. We cannot provide assurance that these legal proceedings will be decided in the favour of our company or director. A classification of these legal and other proceedings are as follows:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings & GST Demands/Proceedings	Actions by regulatory authorities	Other Pending Litigations	Amount Involved (in lakhs)
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<b>Company</b>	<b>By</b>	-	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-	-
<b>Promoter</b>	<b>By</b>	-	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-	-
<b>Promoter Group</b>	<b>By</b>	-	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-	-
<b>Group Companies/Entities</b>	<b>By</b>	-	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-	-
<b>Directors other than promoters</b>	<b>By</b>	-	-	-	-	-	-
	<b>Against</b>	-	-	5	-	-	36.67

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 250 of this Draft Red Herring Prospectus.

**15. Insufficient Verifiable Documentation for Key Directors' Experience May Pose Governance Risks.**

As on the date of this Draft Red Herring Prospectus (DRHP), the Company doesn't have sufficient supporting documentation to fully substantiate the professional experience of Mr. Abdul Ganee Abdul Rasul Chandniwala, Non-Executive Director as he was involved medical practice for 29 years from 1977 to 2006.

Consequently, the experience covering the period from 1977 to 2006 has not been included in the profile of Mr. Abdul Ganee Abdul Rasul Chandniwala as detailed in the “Our Management” section on page no.171.

**16. We highly depend on our major raw materials suppliers who help us procure the same. Our Company has not entered into long-term agreements with its suppliers for supply of raw materials. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.**

Our Company is engaged in the business of manufacturing of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic / Herbal, Veterinary Feed Supplements, and Homecare segment. Thus, if we experience significant increase in demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. Our Company maintains a list of registered suppliers from whom we procure the materials on order basis as per our internal demand projections.

We purchase APIs and other materials such as Acerola Extract, Amalaki Extract, BCAA Instant, Beta Alanine, Calcium Citrate Malate, Citric Acid Anhydrous, Capsule CT/CT Size, and Coenzyme Q10 from third-party suppliers domestically. In fiscal years 2022, 2023, and 2024, our material margin percentages (calculated by dividing the margin (derived from deducting the cost of goods sold from revenue from operations) by revenue from operations—were 23.10%, 30.69%, and 35.08%, respectively.

We do not have any long-term contracts with our third-party suppliers. Prices are negotiated for each purchase order, and we generally maintain relationships with multiple suppliers for each raw material. The terms and conditions, including the return policy, are outlined in the purchase orders. We strive to source our materials from reputable suppliers and typically seek quotations from several suppliers. Our company procures raw materials from multiple states, including Himachal Pradesh, Punjab, Uttarakhand, Haryana, Delhi, Rajasthan, Uttar Pradesh, West Bengal, Madhya Pradesh, Gujarat, Maharashtra, Karnataka, Kerala, Tamil Nadu, Puducherry, and Telangana.

As we have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Non-availability or inadequate quantity of raw material or use of substandard quality of the raw materials in the manufacture of our products, could have a material adverse effect on our business. The shortage or non-availability of electrical power may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers

are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us.

- 17. *Our Promoter, Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala, plays a key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoter remain associated with us.***

Our success depends on our Managing Director and Promoter, Mr. Munir Abdul Ganee Chandniwala, our promoter and Whole time Director, Ms. Shirin Munir Ahmed Chandniwala. We believe that our relationship with our Promoters, who has rich experience and expertise, has enabled us to experience growth and profitability. Our Promoters actively involved in the day-to-day operations and management since the incorporation of the Company. In case our Promoters disassociates himself from our Company, we may have to incur additional costs to replace the services of our Promoters, or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

- 18. *There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.***

Apart from Influx Healthcare, none of our Promoters are involved in any business similar to our Company's activities. Additionally, on October 23, 2024, our Company and the Promoters signed a Non-Compete Agreement with Influx Healthcare. This agreement states that our Company and Influx Healthcare will only engage in transactions at arm's length and will not be directly or indirectly involved in the manufacturing, marketing, or sale of each other's products. However, we cannot guarantee that our Promoter or members of the Promoter Group will avoid competing with our current or future business, or that their interests will always align with ours. Any such conflicts could negatively impact our reputation, business, operational results, and financial condition, potentially affecting our profitability.

- 19. *The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares is lower than the Issue Price as decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title "Capital Structure" beginning on page 65 of this Draft Red Herring Prospectus.

- 20. *Our customer's brands and reputation are critical to the success of our business and may be adversely affected due to various reasons, which could have an adverse effect on our business, financial condition, cash flows and results of operations.***

Our customer's brands and reputation are among most important assets, as they attract consumers to our products over those of competitors. Our customer's brand reputation may be adversely affected in many ways. For example, any failure by our customers to comply with their contractual obligations, including maintenance of requisite licenses and approvals, our quality control and assurance standards; retail of counterfeit products in the market; and unsatisfactory customer service could adversely impact our brand reputation and subject us to additional risks and scrutiny. In addition, any damage in reputation of our customers, distributors or suppliers may in turn damage our reputation.

Other factors that could affect Our customer's brand image include adverse media coverage. Adverse publicity regarding, among others, our brand ambassadors, social media partners and unsuccessful product introductions may also erode our brand image. Further, social media influencers and celebrities who we may or may not be directly associated with can shape public perception about us and our brands/products, or they themselves may face adverse impacts to their personal reputation and public standing for any number of reasons, all of which could hurt our brands and reputation. Further, there have been no occurrences in the past which could have an adverse effect on our business, financial condition, cash flows and results of operations of the Company due to customers brand image and reputation.

- 21. *Product liability claims and product recalls could harm our reputation, business, financial condition, cash flows and results of operations.***

We face risks of exposure to product liability or recall claims if our products fail to meet the required quality standards or are alleged to result in side effects or harm to consumers. We face the risk of legal proceedings and product liability claims being brought against us by various entities including customers, distributors and government agencies for various reasons including for defective products sold or services rendered. Further, we cannot assure you that we will

not experience any product recalls or material product liability losses in the future or that we will not incur significant costs to defend any such claims. We do not maintain product liability and product recall insurance cover. A product recall or a product liability claim may adversely affect our reputation and brand image, which may adversely affect our reputation, business, financial condition, cash flows and results of operations. Further, there have been no occurrences in the past three financial year which could negatively impact our business due to High merchandise returns or interruption in our shipping operations.

- 22. *We are dependent on several third-party service providers to sell or distribute our products to consumer, and on third party technology providers for certain aspects of our operations. Any disruptions or inefficiencies in these operations may adversely affect our business, financial condition, cash flows and results of operations.***

We depend on our distribution network and supply chain for the sale and distribution of our products to our consumers. These parties procure our products from us for distribution to retailers. Further, as part of our modern trade channel, we also have a network of retail chains with whom we have contractual agreements for the sale of our products. In addition, as part of our online sales channel, we rely on third-party courier and logistics companies for the delivery of our products. We need to maintain high levels of coordination with our courier and logistics providers to ensure availability of the products in the markets. Such service providers may not be able to provide satisfactory services to us or our customers, which could also be due to events that are beyond our or their control, such as inclement weather, transportation disruptions or poor quality of infrastructure. Further, some of the agreements with such third-party providers may not be adequately registered or stamped or duly executed.

Any disruptions, delays or inefficiencies by our distributors, courier and logistics providers could adversely affect our operations and may lead to disruption of supply chain, loss of cash and goods resulting in higher costs or lost sales. We may also suffer reputational damage, and our business, financial condition, cash flows and results of operations may be adversely affected. Most of these parties do not provide their service exclusively to us and may be providing the same or similar service to other parties, including our competitors. While there have not been any material delays or defaults in payments from our distributors or super distributors in the past, we cannot assure you that we will be successful in continuing to receive uninterrupted, high-quality service from our distribution network or supply chain service providers for our products.

- 23. *There are the potential risks associated with the protection, enforcement, and defense of our intellectual property rights, and how could these risks impact our business operations and financial performance?***

Our Company having trademarks and domain names to protect our business, as these assets are crucial to maintaining our competitive advantage. The protection and enforcement of these rights can require substantial financial, managerial, and operational resources. To safeguard our intellectual property, we use a combination of laws, regulations, confidentiality agreements, and contractual obligations. However, despite our proactive efforts, unauthorized third parties have in the past, and may in the future, use our trademarks or similar ones, replicate parts of our website's design, content, and features, or misappropriate sensitive information we consider proprietary, such as trade secrets.

Further, If we are required to enforce or defend our intellectual property rights, it may lead to costly and lengthy litigation or other legal proceedings. These proceedings could result in unfavorable judgments, limited damage recovery, or settlement terms that do not fully compensate us for the harm caused by the infringement or violation. Furthermore, litigation, regardless of the outcome, could divert significant time and attention from our management and technical teams, leading to operational disruptions. This could materially and adversely affect our business operations, financial condition, cash flows, profitability, and overall market position.

- 24. *Our existing manufacturing facility are concentrated in a single region i.e., Palghar, Thane, Maharashtra and the inability to operate and grow our business in this particular region may have an adverse effect on our business, financial condition, results of operations, cash flows and future business prospects.***

Our manufacturing unit is located at Palghar, Thane, Maharashtra which exposes us to risks of concentration. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Although in the past we have not experienced instances of operating risks, however our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the

imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. However our company has not faced any such challenges till now.

**25. *Our Company has availed ₹ 25.72 Lakh as unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our financial condition.***

Our Company has, as per the restated standalone audited financial statement, availed total sum of ₹ 25.72 Lakh unsecured loan from the Directors which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of fund. For further details, please refer to the Note -8 of the Restated Standalone Statement of Short-term Borrowings on page 198 of this Draft Red- Herring Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

**26. *Our manufacturing activities are dependent upon availability of skilled and unskilled labour.***

We have made arrangement of labour requirements at our manufacturing facility through our on-roll employees, wherever required by our Company by arranging contract labour based on requirement. Our manufacturing activities are dependent on availability of skilled and unskilled labour. Though our business has not experienced any disruptions due to non-availability of labour or any disputes with them in past, we cannot assure you the same in future which may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower. Any high attrition or competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects. For further details about business of our Company, please refer chapter titled "Business Overview" beginning on page no. 122 of this Draft Red Herring Prospectus.

**27. *We rely on our information technology systems in managing our supply chain, logistics and other integral parts of our business. Any failure in our information technology systems could adversely affect our financial condition, cash flows and results of operations.***

Our information technology systems are of paramount importance to our business. While we have not experienced any material failure in our information technology systems, any failure in our information technology systems which could result in business interruption, adversely impacting our reputation and weakening of our competitive position and could have an adverse effect on our financial condition, cash flows and results of operations.

Vulnerabilities could also be exploited in a malicious manner and may result in exposure of data of users on our platform, or otherwise result in a security breach or other security incident. We may need to expend significant financial and development resources to analyze, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities. Any failure to timely and effectively resolve any such errors, defects, or vulnerabilities could adversely affect our business, reputation, brand, financial condition, cash flows and results of operations. We have limited control over the operational security or data security. We have limited control over computer viruses, denial-of-service attacks, sabotage, acts of vandalism, acts of terrorism, and other misconduct. They are vulnerable to damage or interruption from power loss, telecommunications failures, fires, floods, earthquakes, hurricanes, tornadoes, and similar events, and they may be subject to financial, legal, regulatory, and labour issues, each of which may impose additional costs or requirements on us.

**28. *Environmental, health, employee and safety laws and regulations may expose us to liability and result in an increase of our costs and a decrease in our profits.***

Environmental laws in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Operating facilities that manufacture hair care, skincare and beauty care products, entail an inherent risk of environmental damage, and may attract liabilities in the future arising from the discharge of pollutants into the environment or their waste disposal or hazardous material handling practices. If any of the manufacturing facilities are shut down, we may continue to incur costs in complying with environmental regulations, appealing any decision to close those facilities, increasing production levels at operational facilities and paying labour

and other costs, while not generating any revenues or products from such facilities. As a result, our overall operation expenses may increase and our profits may decrease.

Our operations, such as our warehousing and manufacturing activities pursuant to arrangements entered into with our workers and service providers, are subject to extensive laws and government regulations, including in relation to safety, health and environmental protection. We, are also 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. We may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. 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, financial condition, cash flows and results of operations.

**29. Our Company has not created provisions for contingent liability. Any unexpected obligations in future could affect our future cash flows.**

Our Company has not created any provisions for contingent liability as there are no pending litigations or tax proceedings in the name of the Company. However, failure to create provisions for contingent liabilities, even in the absence of pending litigations or tax proceedings, poses significant risks for a company. These risks include potential financial instability if unexpected obligations arise, leading to sudden cash flow pressures. Without provisions, the company may also face reputational damage, as stakeholders might perceive it as underprepared or negligent in risk management. Additionally, the company could be exposed to regulatory scrutiny for inadequate financial reporting, which could result in penalties or legal consequences. Overlooking such provisions may also impact the company's credit rating and investor confidence, as it reflects a lack of foresight and prudence in managing potential future liabilities. We cannot assure that there will not arise any unexpected obligations in the future.

**30. We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.**

While the majority of our revenue is derived from domestic sales, a small portion of our revenue is generated from export sales. The breakdown is provided below:

State/ Country	June 30, 2024	% to Total Revenue from operations	March 31, 2024	% to Total Revenue from operations	March 31, 2023	% to Total Revenue from operations	March 31, 2022	% to Total Revenue from operations
<b>Domestic Sales</b>	2099.90	99.42	9970.93	99.74	7603.20	99.97	5918.27	99.97
<b>Export Sales</b>	12.15	0.58	25.58	0.26	2.45	0.03	1.90	0.03
<b>Total Revenue Generated from Operations</b>	<b>2112.05</b>	<b>100.00</b>	<b>9996.51</b>	<b>100.00</b>	<b>7605.65</b>	<b>100.00</b>	<b>5920.17</b>	<b>100.00</b>

Please note that the % as shown in the tables above has been derived by dividing the total amount received from the said customer with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

Although the revenue from foreign currency transactions is relatively minor, fluctuations in currency exchange rates may impact our operating results when expressed in rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our company to the extent of cost of services sold in foreign currency terms. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

**31. Any of Directors or KMPs of Our Company does not possess experience of Listed Company.**

Our company's Directors and Key Managerial Personnel (KMPs) lack the experience of publicly listed companies. None of our current Directors or KMPs have previously served in similar roles at a listed company, which may limit their understanding of the complexities and regulatory requirements specific to public markets. This inexperience



could lead to challenges in complying with stringent listing obligations, financial reporting standards, and investor relations practices. Additionally, the learning curve associated with navigating the public company landscape may impact our ability to make informed strategic decisions, potentially resulting in delays or inefficiencies in executing business objectives. This could adversely affect our company's reputation, market perception, and financial performance.

While our Board members and KMPs are qualified and have relevant experience in their respective field but not having any prior experience as being a director and KMP's in any other listed company in India may present some potential challenges to our Company in effectively meeting with good corporate governance norms and practices. For further details, please see chapter titled "Our Management" on page no. 171 of this Draft Red Herring Prospectus.

**32. *We operate in a highly competitive industry and our failure to compete effectively could have a negative impact on the success of our business and/or impact our margins.***

Our industry is highly competitive and we expect that competition will continue to increase. Our competitors include a number of online marketplaces, effectively removing us from the distribution and sales process. The internet and mobile networks provide new, rapidly evolving and competitive channels for the sale of all types of goods and services. Consumers who purchase goods and services through us have other alternatives, and sellers have other channels to reach consumers. We expect competition to continue to intensify.

Online and offline competitors may offer goods and services that we do not offer and which may be more attractive and devote more resources to marketing and promotional campaigns. In addition, competitors may innovate faster and more efficiently, and new technologies may increase competitive pressures by enabling competitors to offer more efficient or lower-cost services or offer products direct to the consumer. If we are unable to change our offerings in ways that reflect the changing demands of offline and online sellers and marketplaces or compete effectively with and adapt to such changes, our business, financial condition, cash flows and results of operations would be adversely affected.

Some of our competitors have competitive advantages such as longer operating histories, more experience in implementing their business plan and strategy, better brand recognition, popular offline locations, greater negotiating leverage, established supply relationships and greater financial, marketing and other resources. In addition, the markets in which we compete have attracted significant investments from a wide range of funding sources, and our competitors can be highly capitalized, which allows them to lower their prices and fees, or increase the incentives, discounts and promotions they offer.

In addition, some of our competitors control other products and services that are important to our success, including credit card interchange, internet search, and mobile operating systems. Such competitors could utilize complementary aspects of their businesses in order to provide a better experience or change pricing, availability, or the terms or operation of service related to their products and services in a manner that impacts our competitive offerings. Our inability to adequately address these and other operational changes and competitive pressures may have an adverse effect on our business, financial condition, cash flows and results of operations.

**33. *We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner all may adversely affect our operations.***

We require certain approvals, licenses, registrations and permissions for operating our business. While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, we are in the process of applying for certain licenses and registrations which are required to be obtained, such as, professional tax registrations for certain states, registrations under the state shops and establishments act or municipal corporation acts for shops and establishments registration and trade licenses, respectively, in respect of certain EBOs and warehouses. In addition, some of our approvals, licenses, registrations or permissions may have expired, for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. If we fail to obtain, renew, maintain or retain any of the required permits, approvals or licenses, including those set out above, in a timely manner or at all, we could be subject to penalties by the relevant regulatory authorities and may cease to be permitted to operate our business, which may disrupt our operations and delay or prevent our expansion plans. Such occurrences could adversely affect our business, financial condition, results of operations and cash flows. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to make substantial expenditure. If we fail to comply or a regulator claims we have not complied with these conditions, our business, prospects, financial condition, cash flows and results of operations may be adversely affected. Additionally, unfavorable changes in or interpretations of existing laws, or the promulgation of new laws,

governing our business and operations, in the future could require us to obtain additional licenses, registrations and permissions. We cannot assure you that we will be able to obtain such additional licenses, registrations or permissions in the future, and our inability to do so could adversely affect our business, financial condition, results of operations and cash flows.

**34. *High merchandise returns or interruption in our shipping operations could negatively impact our business.***

Cost of merchandise returns in an e-commerce business is mainly absorbed by the business. This includes cost of delivery, freight and risk of fraud returns that may lead to additional cost and risk exposure with the product sold. In some cases, the returned inventory is not suitable for resale which further impacts our overall margins. Further, any changes in our shipping arrangements for reverse logistics or any interruptions in shipping could adversely affect our business, financial condition, cash flows and results of operations. Further, there have been no occurrences in the past which could negatively impact our business due to High merchandise returns or interruption in our shipping operations.

**35. *Some of the details mentioned in the respective KYC Documents of persons forming part of Promoter group are not same in all KYC documents.***

During the review of KYC documents such as Aadhaar Card, PAN, Passport, Driving License, and Voter ID, discrepancies were identified across certain details. Specifically, inconsistencies were noted in the names of individuals, with the name listed on some KYC documents not matching the names on others. These discrepancies were observed in the KYC documents of certain individuals within the promoter group. However, steps have already been taken to address these issues, and applications have been submitted to rectify the mismatches in the KYC records to ensure consistency and accuracy across all documents.

**36. *Our business activities are exposed to fluctuations in the prices of raw materials.***

Our Company is dependent on third party suppliers for procuring the raw materials required for manufacturing of our products. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers for raw materials. Our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the raw materials for products we get manufactured. We also face the risks associated with compensating for or passing on such increase in our cost of trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production / trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

**37. *The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 77 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**38. *Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the Trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may

significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

**39. *Continued operations of our manufacturing facility are critical to our business and any disruption in the operation of our manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.***

Our manufacturing facility is subject to operating risks, such as unavailability of spare parts of the machinery, breakdown, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, any local social unrest, natural disaster or breakdown of services and utilities in these areas could have material adverse effect on the business, financial position and results of our operations. In the event, we are forced to shut down our manufacturing unit for a prolonged period; it would adversely affect our earnings, our other results of operations and financial condition. Spiraling cost of living around our unit may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness. In addition to the above if our manufacturing unit suffers losses as a result of any industrial accident, we may be forced to shut down our manufacturing unit which could result in us being unable to meet with our commitments, which will have an adverse effect on our business, results of operation and financial condition. Further, any contravention of or non-compliance with the terms of various regulatory approvals applicable to our manufacturing unit may also require us to cease or limit production until such non-compliance is remedied to the satisfaction of relevant regulatory authorities. We cannot assure you that we will not experience work disruptions in the future resulting from any dispute with our employees or other problems associated with our employees and the labour involved in our manufacturing unit, which may hinder our regular operating activities and lead to disruptions in our operations, which could adversely affect our business, prospects, financial condition, cash flows and results of operations. Further, there have been no occurrences in the past which could have an adverse effect on our business, financial condition, cash flows and results of operations of the Company due to disruption in the operation of our manufacturing facility.

**40. *Our business and operations could be adversely impacted by labor shortages, strikes, regulatory changes, wage demands, or industrial accidents at our worksites.***

Our business is heavily reliant on manpower, depending on both the availability of permanent employees and a sufficient pool of laborers. Any unavailability or shortage of workers, along with potential strikes, work stoppages, or increased wage demands, can adversely impact our cash flows and operational results. We may struggle to secure the necessary number of laborers for timely execution due to disputes with subcontractors, strikes, or uncompetitive rates. Additionally, we must comply with various laws and regulations regarding employee welfare, including minimum wage requirements and working conditions. Changes in labor legislation, such as wage increases mandated by state governments or limitations on working hours, could further strain our operations. Disruptions from strikes, work stoppages, or conflicts with subcontractors may also hinder our business. Moreover, the usage of machinery and handling of mechanical parts poses risks of accidents or fires, potentially injuring our employees and damaging property. If our plant, machinery, and personnel lack adequate insurance coverage for such incidents, it could significantly affect our profitability and cash flow. Further, there have been no occurrences in the past where the business and operation of the Company were affected due to labor shortages, strikes, regulatory changes, wage demands, or industrial accidents at our worksites.

**41. *The nature of our business exposes us to liability claims and contract disputes and our indemnities may not adequately protect us. Any liability in excess of our reserves or indemnities could result in additional costs, which would reduce our profits.***

Time is often of the essence in our business work. In the event there are delays in our current or future service, we will not be able to get extensions from our customers. Further, in some contracts, in case of delay due to deficiency in services by us, clients may have the right to complete the work at our risk and cost by engaging a third party. In the event we fail to perform under the terms of a particular contract, that could adversely affect our financial conditions and business operations. Failure to effectively cover ourselves against any of these reasons could expose us to substantial costs and potentially lead to material losses. In addition, if there is a customer dispute regarding our performance or workmanship, the customer may delay or withhold payment to us.

**42. *Some of the KMPs is associated with our company for less than one year.***

Our Key Management Personnel, Chief Financial officer and Company Secretary & Compliance Officers are associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. The limited exposure could impact their decision-making capabilities and effectiveness in

managing complex situations. Additionally, the evolving dynamics of our business may require experienced leadership to navigate challenges effectively, and the learning curve associated with new roles may present transitional risks. For details of Key Management Personnel and their appointment, please refer to chapter “Our Management” beginning on page 171 of this Draft Red Herring Prospectus.

**43. *Any adverse change in regulations governing our products and the products of our customers, may adversely impact our business prospects and results of operations.***

Regulatory requirements with respect to our products and the products of our customers are subject to change. An adverse change in the regulations governing the development of our products and their usage by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our manufacturing and/or distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing and marketing new products or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products and/or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to forced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products, which may adversely impact our business, results of operations and financial condition.

Being a nutraceutical company, we operate in a highly regulated and controlled industry 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. Being a nutraceutical company, we operate in an industry which is highly regulated and controlled. There are stringent and restrictive norms in relation to quality standards. Further, entry barriers in regulated markets in which we currently operate and seek to expand are very high and have extensive regulations pertaining to research, testing and manufacturing, selling and marketing of nutraceutical products.

In most regulated markets, nutraceutical products must be registered after being tested for safety, efficacy and environmental impact and the regulations differ from country to country. Some of our customers operate in such highly regulated markets and liaise / do business with our Company based on our Company being the approved source of supply. Also, some of our existing registered products need to be renewed after their expiry. There is no assurance that we will be able to obtain the necessary approvals / renewals for all our products, which could adversely impact our ability to sell some of our products in certain markets. Failure of our Company to adapt itself to such regulatory changes, obtain the necessary approvals / renewals for our products, the business of the Company may be adversely affected. Further, due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent laws and regulations. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings being initiated against us, third party claims or the levy of regulatory fines, which may adversely affect our business, results of operations and financial condition. Further amendments to such statutes may impose additional provisions to be followed by our Company and accordingly our Company may need to discontinue any range of product, incur damages, payment of fines or other penalties, other liabilities and related litigation, which could adversely affect our business, prospects, financial condition and results of operations.

**44. *The availability of counterfeit drugs, such as drugs passed off by others as our products, could adversely affect our goodwill and results of operations.***

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. For example, certain entities could imitate our brand name, packaging materials or attempt to create look-alike products. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. We have also invested in our products to prevent counterfeit versions of our products from being distributed in the markets. Such measures include, monitoring products in the market and initiating actions against counterfeiters, each of which entails incurring significant costs at our end. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

**45. We conduct our business activities on a purchase order basis and therefore, have not entered into long-term agreements with our customers.**

Our Company is engaged in the business of manufacturing of nutraceutical products, Dietary/Nutritional supplements, cosmetics, Ayurvedic Products, Veterinary Feeds, Homecare Products on the basis of orders which are received from our customers. We have not entered into any formal agreements, arrangement or any other understanding with our customers, or our traders and therefore, our business is dependent upon the continuous relationship with the customers, our traders and the quality of products supplied to us. Further, neither do we have any exclusive agents, dealers, distributors nor have we entered into any agreements with any of the market intermediaries for selling or marketing the products supplied to us. If there occurs any change in the market conditions, market trends, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers' demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

**46. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.**

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected. The business risks are covered under insurance obtained by the Company covers the physical loss or damage, or destruction caused to the Insured Property by Fire, including due to its own fermentation, or natural heating, or spontaneous combustion, Explosion or Implosion, Lightning, Earthquake, volcanic eruption, or other convulsions of nature, Storm, Cyclone, Typhoon, Tempest, Hurricane, Tornado, Tsunami, Flood and Inundation, Subsidence of the land on which Your Home Building stands, Landslide, Rockslide, Bush fire, Forest fire, Jungle fire, Impact damage of any kind, i.e., damage caused by impact of, or collision caused by any external physical object (e.g. vehicle, falling trees, aircraft, wall etc.), Missile testing operations, Riot, Strikes, Malicious Damages. The details of losses vis-a-vis. insurance cover; and any past instance of claim exceeding liability insurance cover are as follows:

Financial Year	losses vis-a-vis. insurance cover	any past instance of claim exceeding liability insurance cover
2023-24	NIL	NIL
2022-23	NIL	NIL
2021-22	NIL	NIL

**47. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.**

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

**48. Malpractices by some players in the industry affect overall performance of emerging Companies.**

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry

environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

**49. *Our efforts to introduce new formulation and combination are dependent on the success of our formulation development team initiatives.***

Our inability to successfully develop and commercialize new formulation and combinations could adversely impact on our business, growth and financial condition. To remain competitive, we must develop, test and manufacture new combinations, which must meet our customers and applicable regulatory standards. We have established a dedicated formulation team, where we constantly try and develop various combination of formulas. However, our investments in formulation and combination development may result in higher costs without a proportionate increase in revenues. Any failure on our part to successfully identify and commercialize new formulation and combination may affect our business, financial condition, and results of operations.

Further following are the developments made by company to achieve better product portfolio over the previous three years:

- a) Unique liquid fill technology with concepts like capsule in capsule, pellets in capsule
- b) Introduction of bi layer gummies and centre filled gummies
- c) Developed new formula for pectin free gummies
- d) Developed unique formula sugar free fibre based gummies
- e) Developed diskettes formula
- f) Have developed Oral film strips
- g) Have developed various unique special flavours for clients for various supplements
- h) Have developed various ready to drink concepts
- i) Developed nutritional gel concept and made many new formulas
- j) Developed coating techniques to coat soft gelatine and hard gelatine / HPMC capsules
- k) Developed various snacking range like POPED snacks
- l) Developed various protein bars formulas for whey and vegan clients
- m) Developed unique formula by formulating instant oil removing face serums
- n) Developed unique formula of instant face lifting serum
- o) Developed anhydrous sunscreen
- p) Developed unique soft gelatin single dose twist capsules for cosmetics
- q) Developed dog and cat food for non veg and veg kibble

**50. *The improper handling, processing or storage of our products or raw materials, or spoilage of and damage to such products or raw materials, or any real or perceived contamination in our products or raw materials, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

Our products and raw materials are subject to risks such as contamination, adulteration, product labelling error and product tampering during their manufacture, transport or storage. Although our products are tested extensively at our facilities, we cannot assure you that the quality tests conducted by us will be accurate at all times. Also, certain products are required to be stored, handled, and transported at specific temperatures and under certain safety conditions. Any shortcoming in the production or storage of our products due to negligence, human error, or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any actual or alleged contamination of our products or raw materials could damage our reputation, adversely affect our sales, and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. However, our Company has not faced any such instance of damage to products or raw materials, or any real or perceived contamination in our products or raw materials which had material impact on the financial and result of operations of our Company in the preceding three Fiscal years as ended on March 31, 2024.

Any allegation relating to, or the discovery of, unauthorized contaminants in our products or raw materials processed by us, which causes or is alleged to cause injury or illness, allegations that our products were mislabelled, were not produced in accordance with our customer's specifications and/or have not performed adequately, even where food safety or other product safety is not a concern could damage our reputation, adversely affect our sales and may cause product liability or other legal proceedings being initiated against us and our customers, irrespective of whether such allegations have any factual basis.

**51. *We are not largely engaged in advertising, marketing, and promotional programs for our nutritional products.***

Our sales are not largely dependent on advertising, marketing, and promotional programs. Our business has grown mostly through the spread of word of mouth. With this practice, we may not attract and retain customers and our reputation may also suffer as we are not actively engaged in marketing and advertising our products. We cannot provide assurance that our current practice for marketing activities will be adequate to support our future growth. Failure to successfully advertise, market and promote our products may result in material decreases in our revenue and profitability. If the current practice proves to be less successful in future, we may not be effective at building our brand awareness and customer base.

**52. *We are dependent on third party transportation and logistics providers. Any disruptions in logistics and transportation or significant increase in freight charges could adversely affect our business.***

We depend on the smooth logistics, supply and transportation of the various raw materials required for our manufacturing facilities and, of our products from our manufacturing facilities to our customers and distribution partners. We rely on third party logistic services to procure raw materials from our suppliers and for delivery of our products.

We procure raw materials from disparate parts of the country, and our finished products are transported from our manufacturing facilities to distribution points including ports, by transportation vehicles which are not owned or controlled by us. These transportation vehicles are integral to our business operations. We have over the years engaged the services of various transportation service providers to provide us the necessary transportation vehicles. We do not, however, have any contractual arrangements with such third-party transportation service providers. Moreover, most such providers are in the unorganized space and, provide us with a small number of vehicles each. Transportation strikes may have an adverse effect on supplies and deliveries to and from our customers and suppliers.

In addition, raw materials and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. Failures to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and may damage our relationships with our affected customers. In case our transportation and logistics service providers are unable to perform their services we cannot assure you that we will be able to deploy suitable alternative transportation services at favourable rates in a timely manner. Further, any increase in fuel costs could have a corresponding impact on freight charges which we may not be able to pass on to our customers. Any significant increase in our freight costs which we are unable to pass on to our customers may adversely affect our business and results of operations.

**53. *Restrictions imposed on the secured credit facilities and our other outstanding liabilities may limit our ability to operate our business and to finance our future operations or capital needs.***

As of June 30, 2024, our total outstanding liabilities was ₹ 1692.42 Lakhs. Our dues could have several important consequences, including but not limited to the following:

- a portion of our cash flow will be used towards repayment of our existing dues, which will reduce the availability of cash to fund working capital needs, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favorable to us may be limited
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- we may be more vulnerable to economic downturns, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

**54. *We may pursue strategic acquisitions for inorganic growth. However, the integration of such acquisitions could result in operating difficulties, dilution and other adverse consequences.***

As part of our growth strategy, we may actively seek to make acquisitions. However, acquisitions can be time-consuming to execute and may not be accretive to our overall business and result in increased integration costs due to regulatory complexities or otherwise. The identification of suitable opportunities on commercially reasonable terms and securing the necessary financing for such acquisitions can pose challenges. Moreover, the integration of acquired

businesses or investments is not guaranteed, and the profitability of such investments is uncertain. Our inability to successfully identify, acquire and integrate suitable opportunities on commercially reasonable terms could adversely affect our business, financial condition, cash flows and results of operations

**55. *Risk of Tax Liabilities on Capital Gains from the Sale of Equity Shares under Indian Tax Laws.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax (“STT”) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains. As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1,00,000.00 p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹1,00,000.00 pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, 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 jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

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

Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter “Financial Statements as Restated” beginning on page 198 the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

**57. *If we are unable to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risks.***

Effective internal controls are necessary for us to manage our operations, prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.



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

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.

**59. *Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.***

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

**60. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in this Draft Red Herring Prospectus.***

While facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "Our Industry" beginning on page 107 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy elsewhere.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from

a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

**63. *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, tsunamis, 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.

**64. *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 the global equity markets as well 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.

**65. *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.

**66. *Unauthorized Use or Disclosure of Confidential Information could have negative impact on the overall performance of the Company.***

Our business involves the collection and management of confidential information, and any unauthorized access, use, or disclosure of such information could have significant adverse effects on our operations, reputation, and financial standing. Despite implementing measures to safeguard sensitive data, evolving security threats and potential breaches may expose us to legal and regulatory risks. Additionally, there can be no assurance that our security protocols will be sufficient to prevent future incidents. Any failure to protect confidential information adequately could result in legal liabilities, financial loss, and damage to our reputation. Further, there have been no occurrences in the past which could have an adverse effect on our business, financial condition, cash flows and results of operations of the Company due to Unauthorized Use or Disclosure of Confidential Information.

**67. *Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation.***

We may face several cyber threats, including: (i) Phishing and Trojans, where fraudsters send unsolicited emails or malicious codes to customers, seeking sensitive account information or infecting their devices to steal data; (ii) Hacking, where attackers target our systems to disrupt services and damage our reputation; (iii) Data theft, which may be internal (by individuals with access to company data) or external (by cybercriminals attempting to steal our information); and (iv) Advanced persistent threats, where unauthorized individuals gain long-term access to our network without detection. Our systems may be vulnerable to breaches, potentially exposing sensitive data. We currently do not have a cybercrime insurance policy or an issuer data security policy. This exposes us to increased risk in the event of a security breach, as we may face financial losses, legal proceedings, and reputational damage without adequate coverage or protocols in place. Despite not encountering significant disruptions or data breaches so far, the absence of these protective policies could have serious consequences for our business if such incidents occur. However, over the last three years we have not experienced any major disruptions or data security breaches that have significantly impacted our operations or reputation.

## SECTION IV- INTRODUCTION

### THE ISSUE

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
<b>Offer for Equity Shares</b> <sup>(1)(2)(3)(4)</sup> Public Offer of Equity Shares by our Company	Up to 60,00,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>The Offer consists of:</b>	
<b>Fresh Issue</b> <sup>(1)(2)</sup>	46,32,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Offer for sale</b> <sup>*3</sup> <i>of which</i>	13,68,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Reserved for the Market Makers</b>	3,00,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	57,00,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Out of which</b>	
<b>A. QIB Portion</b> <sup>*4</sup> Of which:	Not more than [●] Equity Shares aggregating to ₹ [●] Lakhs
(a) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non-Institutional Category</b> <sup>*4</sup>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Retail Portion</b> <sup>*4</sup>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	1,81,50,000 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Offer</b>	2,27,82,000 Equity Shares of face value of ₹10 each
<b>Objects of the Offer/ Use of Offer Proceeds</b>	Please see the chapter titled “Objects of the Issue” on page 77 of this Draft Red Herring Prospectus for information about the use of Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

**Notes: -**

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.
- The Issue including the Fresh Issue and offer for Sale has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 09, 2024 and by the Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on August 10, 2024. Further our Board has taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolutions dated August 09, 2024.
- The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Selling Shareholder confirm that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The details of such authorization and consent are provided below:

Name of Selling Shareholder	Number of Equity shares offer in the offer for sale	Date of consent letter
Mr. Munir Abdul Ganee Chandniwala	13,68,000	August 09, 2024

The Selling Shareholder has confirmed he has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by him under the Offer for Sale.

4. *The allocation in the net issue to the public category shall be made as per the requirements of Regulation 253(1) of SEBI ICDR regulations, as amended from time to time. Our Company in consultation with the BRLMs may allocate as follows-*
- a) Not less than thirty-five per cent to retail individual investors;*
  - b) Not less than fifteen per cent to non-institutional investors*
  - c) Not more than fifty percent to qualified institutional buyers, five percent. of which shall be allocated to mutual funds:*

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

*Provided further that in addition to five percent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers. For further details, please see the section entitled "Issue Structure" or "Issue Procedure" on page 282 or 286 respectively. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.*

**SUMMARY OF OUR FINANCIAL INFORMATION**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs, unless otherwise stated)

Particulars	Note No.	As at 30 June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
<b><u>EQUITY AND LIABILITIES</u></b>					
<b><u>1. Shareholders' fund</u></b>					
(a) Share Capital	2	2.50	2.50	2.50	2.50
(b) Reserves and Surplus	3	2,486.10	2,284.72	1,162.65	443.23
<b><u>2. Non-Current Liabilities</u></b>					
(a) Long-Term Borrowings	4	-	-	3.29	7.85
(b) Deferred Tax Liabilities (Net)	5	-	-	1.39	2.80
(c) Other Long-Term Liabilities	6	5.26	5.26	5.26	-
(d) Long Term Provision	7	28.66	28.66	16.27	6.81
<b><u>3. Current Liabilities</u></b>					
(a) Short Term Borrowing	8	27.82	32.48	76.56	53.15
(b) Trade Payables	9				
- Dues to Micro, Small and Medium Enterprises ('MSME')		460.35	387.07	221.66	113.81
- Dues to Creditors Other than MSMEs		972.04	1,049.47	1,123.82	989.67
(c) Other Current Liabilities	10	226.95	168.77	187.99	112.36
(d) Short-term Provisions	11	163.22	151.38	29.03	26.66
<b>TOTAL</b>		<b>4,372.90</b>	<b>4,110.31</b>	<b>2,830.42</b>	<b>1,758.84</b>
<b><u>ASSETS</u></b>					
<b><u>1. Non-Current Assets</u></b>					
(a) Property, Plant & Equipment and Intangible Assets	12				
- Property, plant & Equipment		1,446.97	1,370.60	629.64	274.11
- Intangible assets		2.23	2.39	3.22	-
(b) Deferred Tax Asset (Net)	13	30.95	28.56	-	-
(c) Long term loans and advances	14	117.18	117.18	115.13	55.03
<b><u>2. Current Assets</u></b>					
(a) Inventories	15	403.56	545.62	196.19	175.49
(b) Trade receivables	16	1,831.82	1,591.60	1,382.51	1,031.06
(c) Cash and Bank balance	17	366.64	360.56	354.71	146.52
(d) Short-term loans and advances	18	169.46	91.71	149.03	76.61
(e) Other current assets	19	4.09	2.09	-	-
<b>TOTAL</b>		<b>4,372.90</b>	<b>4,110.31</b>	<b>2,830.42</b>	<b>1,758.84</b>

**For V.B.Goel & Co**  
Chartered Accountants  
Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of  
**Influx Healthtech Limited**

Vikas Goel  
Partner  
Membership No. 39287  
Date: October 22, 2024  
Place: Mumbai

**Munir Chandniwala**  
**Managing Director**  
**DIN: 08459582**

**Shirin Chandniwala**  
**Whole time Director**  
**DIN: 08459623**

**Ashish Shah**  
**CFO**

**Atul Shukla**  
**Company Secretary**  
Mem No: A46854

*This space has been left blank intentionally*

**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs, unless otherwise stated)

Particulars		Note No.	As at 30 June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
<b>I.</b>	<b><u>INCOME</u></b>					
	Revenue from Operations	<b>20</b>	2,112.05	9,996.51	7,605.65	5,920.17
	Other Incomes	<b>21</b>	3.33	13.73	1.10	-
	<b>TOTAL INCOME</b>		<b>2,115.38</b>	<b>10,010.23</b>	<b>7,606.75</b>	<b>5,920.17</b>
<b>II.</b>	<b>EXPENDITURE</b>					
	Cost of Materials Consumed	<b>22</b>	1,357.76	6,526.94	5,274.25	4,592.26
	Changes in inventories	<b>23</b>	(3.11)	(37.01)	(2.42)	(39.43)
	Employee Benefit Expenses	<b>24</b>	189.81	704.20	515.42	346.55
	Financial Costs	<b>25</b>	0.11	5.89	5.99	4.18
	Depreciation & Amortization	<b>13</b>	59.77	185.43	93.74	12.20
	Other Expenses	<b>26</b>	249.36	1,115.00	746.14	403.81
	<b>TOTAL EXPENSES</b>		<b>1,853.71</b>	<b>8,500.45</b>	<b>6,633.12</b>	<b>5,319.58</b>
<b>III.</b>	<b>Net Profit before tax</b>		261.67	1,509.78	973.63	600.59
<b>IV.</b>	<b>Tax Expenses</b>					
	Current Tax		62.69	417.66	255.41	154.12
	Current Tax expenses relating to Previous year		-	-	0.21	-
	Deferred Tax		(2.39)	(29.96)	(1.41)	2.80
<b>V.</b>	<b>Net Profit after tax</b>		<b>201.37</b>	<b>1,122.08</b>	<b>719.42</b>	<b>443.67</b>
<b>VI.</b>	<b>Earning per Equity Share</b>	<b>28</b>				
	Basic (in Rs.)		805.49	4,488.31	2,877.68	1,774.66
	Diluted (in Rs.)		805.49	4,488.31	2,877.68	1,774.66

**For V.B.Goel & Co**  
Chartered Accountants  
Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of  
**Influx Healthtech Limited**

Vikas Goel  
Partner  
Membership No. 39287  
Date: October 22, 2024  
Place: Mumbai

**Munir Chandniwala**  
Managing Director  
DIN: 08459582

**Shirin Chandniwala**  
Whole time Director  
DIN: 08459623

**Ashish Shah**  
CFO

**Atul Shukla**  
Company Secretary  
Mem No: A46854

## RESTATED CASH FLOW STATEMENT

(Rupees in Lakhs)

Particulars	As at 30 June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
<b>A</b>				
<b><u>Cash Flow from Operating Activities</u></b>				
<b>Net Profit before tax &amp; extraordinary items</b>	261.67	1,509.78	973.63	607.40
<b><u>Adjustment For:</u></b>				
Depreciation & Amortization Expenses	59.77	185.43	93.74	12.20
Bad Debts Written Off	-	13.20	-	-
Sundry Balances Written Off	(1.22)	(8.64)	-	-
Interest Expenses & other finance cost	0.11	5.89	0.93	0.49
Interest Income	(1.21)	(2.32)	-	-
Unrealised foreign exchange loss / (gain) (net)	(0.26)	(0.07)	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>318.86</b>	<b>1,703.28</b>	<b>1,068.30</b>	<b>620.09</b>
<b><u>Adjusted for:</u></b>				
Increase/(Decrease) in Trade payables	(2.67)	99.77	242.01	1,103.32
Increase/(Decrease) in Other Current Liabilities	58.18	(19.22)	75.63	-
Increase/(Decrease) in Provision	11.84	134.74	11.83	33.47
(Increase)/Decrease in Trade Receivables	(240.22)	(222.29)	(351.44)	(1,031.06)
(Increase)/Decrease in Inventories	142.06	(349.43)	(20.70)	(175.49)
(Increase)/Decrease in Loans and Advances	(77.75)	55.27	(132.52)	(131.63)
(Increase)/Decrease in Other Long-Term Liabilities	-	-	5.26	-
(Increase)/Decrease in Other Current Assets	(2.00)	(2.09)	-	-
<b>Net Cash generated from Operating activities (before tax)</b>	<b>208.32</b>	<b>1,400.02</b>	<b>898.36</b>	<b>418.68</b>
(Tax Paid)/ Tax Refund - Net	(62.69)	(417.66)	(255.61)	(127.47)
<b>Net Cash Generated from Operating Activities (A)</b>	<b>145.63</b>	<b>982.36</b>	<b>642.75</b>	<b>291.22</b>
<b>B</b>				
<b><u>Cash Flow from Investing Activities</u></b>				
Purchase of Property, Plant and Equipment and Intangible Assets	(135.99)	(925.56)	(452.48)	(286.31)
Interest Income	1.21	2.32	-	-
<b>Net Cash used in Investment Activities (B)</b>	<b>(134.78)</b>	<b>(923.24)</b>	<b>(452.48)</b>	<b>(286.31)</b>
<b>C</b>				
<b><u>Cash Flow from Financing Activities</u></b>				
Interest Expenses & other finance cost	(0.11)	(5.89)	(0.93)	(0.49)
(Repayment)/ Proceeds of Long-Term Borrowings	-	(3.29)	(4.56)	56.83
(Repayment)/ Proceeds of Short-Term Borrowings	(4.66)	(44.08)	23.41	-



	<b>Net cash generated from / (used in) Financing Activities (C)</b>	<b>(4.78)</b>	<b>(53.26)</b>	<b>17.92</b>	<b>56.34</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>6.08</b>	<b>5.86</b>	<b>208.19</b>	<b>144.29</b>
	<b>Cash and Cash Equivalents at the beginning of the Year</b>				
	Cash and cash equivalents	290.56	354.71	146.52	2.24
	Short term bank deposits	70.00	-	-	-
	<b>Cash and Cash Equivalents at the end of the Year</b>	<b>366.65</b>	<b>360.56</b>	<b>354.72</b>	<b>146.53</b>
	<b>Cash and cash equivalents comprise of:</b>				
	Cash on Hand	2.65	2.41	1.42	1.19
	Bank Balances:				
	In Current Accounts	293.99	288.16	353.28	145.34
	Short Term Bank Deposit	70.00	70.00	-	
	<b>Cash and cash equivalents at the end of the Year</b>	<b>366.65</b>	<b>360.56</b>	<b>354.72</b>	<b>146.53</b>

**For V.B.Goel & Co**  
Chartered Accountants  
Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of  
**Influx Healthtech Limited**

Vikas Goel  
Partner  
Membership No. 39287  
Date: October 22, 2024  
Place: Mumbai

**Munir Chandniwala**  
Managing Director  
DIN: 08459582

**Shirin Chandniwala**  
Whole time Director  
DIN: 08459623

**Ashish Shah**  
CFO

**Atul Shukla**  
Company Secretary  
Mem No: A46854

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## SECTION V- GENERAL INFORMATION

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as “Influx Healthtech Private Limited” vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the Shareholders at their Extra ordinary General Meeting held on May 09, 2022, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Influx Healthtech Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825.



For further details of change in name, change in object and change in Registered office of our company, please refer to section titled “*History and Certain Corporate Matters*” beginning on page 166 of this Draft Red Herring Prospectus

### Brief Information on Company and Issue

<b>Registered Office</b>	109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400 067 Tel: +91 7045997809 Fax: N.A. E-mail: <a href="mailto:cs@influxhealthtech.com">cs@influxhealthtech.com</a> Website: <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>		
<b>Date of Incorporation</b>	September 28, 2020		
<b>CIN</b>	U24299MH2020PLC346825		
<b>Company Category</b>	Company Limited by Shares		
<b>Registrar of Company</b>	Registrar of Company, Mumbai 100, Everest, Marine Drive, Mumbai-400 002, Maharashtra Tel No.: 022 22812627 Fax No: N.A Email: <a href="mailto:roc.mumbai@mca.gov.in">roc.mumbai@mca.gov.in</a> Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>		
<b>Company Secretary &amp; Compliance Officer</b>	Name: Mr. Atul Kumar Ashok Kumar Shukla Address: 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400 067 Tel: +91 7045997809 E-mail: <a href="mailto:cs@influxhealthtech.com">cs@influxhealthtech.com</a> Website: <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>		
<b>Chief Financial Officer</b>	Name: Mr. Ashish Ghanshyam Shah Address: 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400 067 Tel: +91 86523 75504 E-mail: <a href="mailto:cfo@influxhealthtech.com">cfo@influxhealthtech.com</a> Website: <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>		
<b>Designated StockExchange</b>	National Stock Exchange of India Limited NSE Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Website: <a href="http://www.nseindia.com">www.nseindia.com</a>		
<b>Issue Programme</b>	Issue Opens On:	[●]	Issue Closes On: [●]

Note: Please refer to Section XII “Issue Information” at page no. 275 of this Draft Red Herring Prospectus.

## DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p><b>Corporate Capital Ventures</b> <b>CORPORATE CAPITAL VENTURES PRIVATE LIMITED</b> Floor No. 101, First Floor Udyog Sheel Mahila Sehkari Samiti Complex, Opp. Apollo hospital 120 Mathura Road New Delhi-110076, <b>Tel:</b> +91 11 - 41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Investor Grievances Email id-</b> <a href="mailto:investors@ccvindia.com">investors@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Contact Person:</b> Mrs. Harpreet Parashar</p>	 <p><b>MAASHITLA SECURITIES PRIVATE LIMITED</b> 451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West, New Delhi, Delhi - 110034, India <b>Tel No.:</b> +91-11-47581432; ; <b>E-mail:</b> <a href="mailto:ipo@maashitla.com">ipo@maashitla.com</a> <b>Investor Grievances Email Id –</b> <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a> <b>Website:</b> <a href="http://www.maashitla.com">www.maashitla.com</a> <b>SEBI Registration No.:</b> INR000004370 <b>Contact Person:</b> Mr. Mukul Agrawal</p>
BANKER TO THE ISSUE & SPONSOR BANK	MARKET MAKER
[•]	[•]
STATUTORY AUDITOR OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<p><b>M/s V.B. Goel &amp; Co.</b> Chartered Accountants <b>Firm Registration No.:</b> 115906W <b>Address:</b> 6<sup>th</sup> Floor, Simba Tower, Vishveshwar Nagar, Near Virwani Industrial Estate, Goregaon (East), Mumbai 400 063 <b>Tel:</b> 022- 35174220/ 35174263/ 46030191 <b>Email:</b> <a href="mailto:info@vbgco.com">info@vbgco.com</a> <b>Contact Person:</b> Mr. Vikas Goel <b>Peer Review No.:</b> 015192</p>	<p><b>Dhir &amp; Dhir Associates</b> <b>Enrollment No.:</b> UPA05970/08 <b>Address:</b> D-55, Defense colony, New Delhi – 110024, India <b>Tel:</b> +91- 1142410000 <b>Fax:</b> +91- 1142410091 <b>Email:</b> <a href="mailto:guranpreet.sarna@dhirassociates.com">guranpreet.sarna@dhirassociates.com</a> <b>Contact Person:</b> Mr. Guranpreet Singh Sarna</p>

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.No.	Name	DIN	Category	Designation
1.	Mr, Munir Abdul Ganee Chandniwala	08459582	Executive	Managing Director
2.	Ms. Shirin Munir Ahmed Chandniwala	08459623	Executive	Whole time Director
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	09573672	Non- Executive	Director
4.	Mr. Ashok Kumar Jain	00251096	Non- Executive	Independent Director
5.	Mr. Vipul Balubhai Patel	08091260	Non- Executive	Independent Director

For further details of our directors please refer chapter titled “Our Management” beginning on page 171 of this Draft Red Herring Prospectus.

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, i.e., Mr. Atul Kumar Ashok Kumar Shukla and/or Maashitla Securities Private Limited and/or the lead manager i.e., Corporate Capital Ventures Private Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant

SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

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

## **SELF-CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website [www.sebi.gov.in](http://www.sebi.gov.in) at the following path: Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he/she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

## **REGISTERED BROKERS**

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

## **REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

## **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## **STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Corporate Capital Ventures Private Limited is the sole Lead Manager to this Issue, a statement of inter-se-allocation of responsibilities amongst Lead Managers is not required.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## EXPERT OPINION

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

1. Our Company has received written consent dated October 25, 2024 from Peer Review Auditor of the company for this issue namely, V.B. Goel & Co., Chartered Accountants, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Prospectus as an “expert” to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated October 22, 2024 from on our restated financial information; and (ii) its report dated October 25, 2024 on the statement of Special Tax Benefits in this Draft Red- Herring Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated October 24, 2024 from Dhir & Dhir Associates represented by the Mr. Alok Dhir (Managing Partner), Advocate, having enrolment number D/641/1993 to include its name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red- Herring Prospectus as an “expert”, to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.

Aforementioned consents have 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. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## DEBENTURE TRUSTEE

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

## APPRAISAL AND MONITORING AGENCY

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

## UNDERWRITING AGREEMENT

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

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
<b>Corporate Capital Ventures Private Limited</b> <b>Address:</b> Floor No. 101, First Floor Udyog Sheel Mahila Sehkari Samiti Complex, Opp. Apollo hospital 120 Mathura Road New Delhi-110076, <b>Tel:</b> +91 11 - 41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Investor Grievances Email id-</b> <a href="mailto:investors@ccvindia.com">investors@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Validity:</b> Permanent <b>Contact Person:</b> Mr. Harpreet Parashar	60,00,000	[●]	100%
<b>Total</b>	<b>60,00,000</b>	<b>[●]</b>	<b>100%</b>

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter are sufficient

to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

## FILING OF OFFER DOCUMENT

The Draft offer document, Red Herring Prospectus, Prospectus and Offer Document shall be filed on the platform of NSE Emerge.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai, Maharashtra-400002, at least (3) three working days prior from the date of opening of the Issue.

## CHANGE IN THE AUDITOR DURING LAST 3 YEAR

Except as provided below, Company has not changed auditor during last 3 years.

Name of Auditor	Appointed for the Period	Date of Appointment/ Reappointment	Date of Resignation	Reason for Resignation
<b>M/s V.B. Goel &amp; Co.</b> <b>FRN:</b> 115906W <b>E-Mail:</b> <a href="mailto:info@vbgco.com">info@vbgco.com</a> <b>Address:</b> Simba Tower, 6th Floor, Vishveshwar Nagar, Goregaon West, Mumbai – 400 063, Maharashtra, India	April 01, 2023 to March 31, 2024	April 12, 2024	NA	NA
<b>Phirodia Bafna &amp; Associates</b> <b>FRN:</b> 107911W <b>E-Mail:</b> <a href="mailto:deven@pbassociates.net.in">deven@pbassociates.net.in</a> <b>Address:</b> 212, Ghanshyam Enclave, New Link Road, Near Lalji Pada, Kandivali West, Mumbai – 400 067, Maharashtra, India	April 01, 2021 to March 31, 2026	NA	28/03/2024	The Company is in the process of listing under SME exchange and as per the guidelines the statutory auditors of the company have to be a peer reviewed firm.

## WITHDRAWAL OF THE ISSUE

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

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with [●] the MarketMaker for this Issue, duly registered with NSE Emerge to fulfill the obligations of Market Making:

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(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.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. 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.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. 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.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our corporate office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, 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(s) 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 Makers from time to time.

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

Additionally, the trading shall take place in TFT sent for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

S. No.	Market Price Slab	Proposed Spread (in % to sale price)
1	Up to 50	9.00%
2	50 to 75	8.00%
3	75-100	6.00%
4	Above 100	5.00%

12. **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.
13. **Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27,2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:**

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

The Marketing 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.

*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.*

*This space has been left blank intentionally*



## SECTION VI - CAPITAL STRUCTURE

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

	Particulars	Amount (Rs. in Lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price*
A.	<b>Authorized Share Capital</b>		
	2,50,00,000 Equity Shares of ₹ 10/- each (₹ 25,00,00,000 Equity Share Capital)	2,500.00	-
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,81,50,000 Equity Shares of ₹ 10/- each (₹ 18,15,00,000 Equity Share Capital)	1,815.00	-
C.	<b>Present Issue in terms of the Prospectus</b> <sup>(1)(2)</sup>		
	Fresh Offer of 46,32,000 Equity Shares of Face Value ₹ 10/- each at a Price of ₹ [•] per Equity Share	[•]	[•]
	Offer for sale of 13,68,000 Equity Shares of Face Value ₹ 10/- each at a Price of ₹ [•] per Equity Share <sup>(2)</sup>	[•]	[•]
	<b>Consisting of:</b>		
	Reservation for Market Maker – 3,00,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share reserved as Market Maker Portion.	[•]	[•]
	Net Issue to the Public – 57,00,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] per Equity Share.	[•]	[•]
	<b>Of the Net Issue to the Public</b>		
	1. QIB Portion		[•]
	Of which:		
	(a) Anchor Investor Portion	[•]	[•]
	(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[•]	[•]
	Of which:	[•]	
	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	[•]	[•]
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds	[•]	[•]
	2. Non-Institutional Category	[•]	[•]
	3. Retail Portion	[•]	[•]
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	2,27,82,000 Equity Shares of ₹ 10/- each	2,278.2	
	Securities Premium Account		
E.	<b>Before the Issue</b>		NIL
	<b>After the Issue</b>		[•]

\*To be included upon finalization of offer price.

- The offer including the Fresh issue has been authorized by our Board pursuant to resolution passed at its meeting held on dated August 09, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on August 10, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolutions dated August 09, 2024. The Selling Shareholder have confirmed and authorized his participation in the Offer for Sale.

Name of Selling Shareholder	Number of Equity shares offer in the offer for sale	Date of consent letter
Mr. Munir Abdul Ganee Chandniwala	13,68,000	August 09, 2024

- The Selling Shareholder confirms that the Offered Shares have been held by him for a period of at least one year

prior to filing of this Draft Red Herring Prospectus with NSE EMERGE in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization and consent of the Selling Shareholders in relation to the Offered Shares, see "The Offer" on page 51.

All Equity Shares 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. Details of increase in Authorized Share Capital:

Since September 28, 2020, the authorized share capital of our Company has been altered in the manner set forth below:

Sr. No.	Date	No. of Equity Shares	Face Value (in ₹)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in ₹)	Whether AGM/EGM
1.	On Inception	50,000	10	5,00,000	5,00,000	N.A.
2.	March 18, 2024	99,50,000	10	1,00,00,000	10,00,00,000	EGM
3.	April 04, 2024	1,50,00,000	10	2,50,00,000	25,00,00,000	EGM

### 2. History of Equity Share Capital of our Company

S. No.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Paid - up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation	25,000	10	10	Cash	Subscription to MOA	25,000	25,000	-
2.	July 31, 2024	1,81,25,000	10	Nil	Other than cash	Bonus Issue (725:1)	1,81,50,000	18,15,00,000	-

\*The company is in compliance with The Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of DRHP.

#### Notes:

- a. Initial Subscribers to Memorandum of Association hold 25,000 Equity Shares each of face value of ₹ 10/- fully paid up as per the details given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Munir Abdul Ganee Chandniwala	23,750
2.	Ms. Shirin Munir Ahmed Chandniwala	1,250
	<b>Total</b>	<b>25,000</b>

- b. The Company thereafter allotted 1,81,25,000 Equity shares as Bonus Issue (in the ratio 725:1) on July 31, 2024 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,18,750
2.	Mr. Shirin Munir Ahmed Chandniwala	8,79,425
3.	Ms. Sangeeta Kasliwal	13,775
4.	Mr. Brijmohan D Goel	9,425
5.	Mr. Abdul Ganee Abdul Rasul Chandniwala	725
6.	Mr. Ashish Ghanshyam Shah	725

7.	Mr. Moiz Mahamadi Palgharwala	725
8.	Ms. Nafisa Saeed Chandniwala	725
9.	Mr. Ayaan Saeed Chandniwala	725
	<b>Total</b>	<b>1,81,25,000</b>

Note- Ms. Shirin Munir Ahmed Chandniwala transferred one share to Mr. Saeed Abdul Ganee Chandniwala on April 21, 2022. After his (Late Saeed Abdul Ganee Chandniwala) passing on November 2, 2022, the shares were transmitted to Mr. Ayaan Saeed Chandniwala, making him a shareholder of the company.

### 3. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoters Mr. Munir Abdul Ganee Chandniwala, Ms. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala holds total 1,72,42,500, 8,80,638 and 726 Equity Shares respectively representing 95.00%, 4.90% and Negligible (0.00%) of the pre-issue paid up share capital of our Company.

Details of build-up of shareholding of the Promoters-

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
<b>Mr. Munir Abdul Ganee Chandniwala</b>						
Subscription to MOA	Allotment	23,750	10	10	Cash	NA
On July 31, 2024	Bonus Issue (725:1)	1,72,18,750	10	Nil	Consideration other than cash	NA
Total		1,72,42,500				
<b>Ms. Shirin Munir Ahmed Chandniwala</b>						
Subscription to MOA	Allotment	1,250	10	10	Cash	NA
On April 21, 2022	Transfer	(1)	10	1,800	Cash	Mr. Abdul Ganee Abdul Rasul Chandniwala
On April 21, 2022	Transfer	(1)	10	1,800	Cash	Mr. Saeed Abdul Ganee Chandniwala*
On April 21, 2022	Transfer	(1)	10	1,800	Cash	Ms. Nafisa Saeed Chandniwala
On April 21, 2022	Transfer	(1)	10	1,800	Cash	Mr. Moiz Mahamadi Palgharwala
On April 21, 2022	Transfer	(1)	10	1,800	Cash	Mr. Ashish Ghanshyam Shah
On July 29, 2024	Transfer	(13)	10	9,150	Cash	Mr. Brijmohan D Goel
On July 29, 2024	Transfer	(19)	10	9,150	Cash	Ms. Sangeeta Kasliwal
On July 31, 2024	Bonus Issue (725:1)	8,79,425	10	Nil	Consideration other than cash	NA
Total		8,80,638				
<b>Mr. Abdul Ganee Abdul Rasul Chandniwala</b>						
On April 21, 2022	Transfer	1	10	1800	Cash	Ms. Shirin Munir Ahmed Chandniwala
On July 31, 2024	Bonus Issue	725	10	Nil	Consideration	NA

	(725:1)				other than cash	
Total		726				

*\*Note –*

*Note- Ms. Shirin Munir Ahmed Chandniwala transferred one share to Mr. Saeed Abdul Ganee Chandniwala on April 21, 2022. After his (Late Saeed Abdul Ganee Chandniwala) passing on November 2, 2022, the shares were transmitted to Mr. Ayaan Saeed Chandniwala, making him a shareholder of the company*

*Further, All the Equity Shares held by our Promoters and selling shareholder were fully paid-up on the respective dates of acquisition of such Equity Shares. Further our promoters and selling shareholder have not pledged any of the Equity shares that they hold in our company.*

### 3. Our shareholding Pattern

a) The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Red Herring Prospectus

Category Code	Category of shareholder	No. of shareholder	No. of fully paid-up equity shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (As a percentage of diluted share Capital) As a % of (A+B+C2)	Number of Shares locked in		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								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 X	Class Y	Total								
I	II	III	IV	V	VI	II= IV+ V+VI	VIII	IX			X	XI=VII +X	XII		XIII	XIV		
(A)	Promoters and Promoter Group	3	1,81,23,864	-	-	1,81,23,864	99.86	1,81,23,864	-	1,81,23,864	99.85	-	-	-	-	-	-	1,81,23,864
(B)	Public	6	26,136	-	-	26,136	0.14	26,136	-	26,136	0.14	-	-	-	-	-	-	26,136
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>9</b>	<b>1,81,50,000</b>	-	-	<b>1,81,50,000</b>	<b>100%</b>	<b>1,81,50,000</b>	-	<b>1,81,50,000</b>	<b>100%</b>	-	-	-	-	-	<b>1,81,50,000</b>

*\*\*As on the date of this Draft Red Herring Prospectus 1 Equity Shares holds 1 vote.*

*Note:*

- *In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, all the existing equity shares of the Company will be in dematerialized form at the time of listing of shares.*
- *PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- *Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*
- *The public shareholders are not related to Merchant banker in any way directly or indirectly including any RPT transactions, shareholder, etc. and also the Merchant banker is not connected with the company in any manner directly or indirectly other than as a Lead manager.*
- *The public shareholders are not directly/indirectly related to the issuer Company/ promoters/directors/promoter group members/each other as per Section 2 (76) of Companies Act 2013 and Regulation 2 (1) (pp) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further these shareholders do not have any control in the Business affairs of the Company except by the way of Shareholding.*

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5. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:

S. No.	Name of shareholders	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	Mr. Munir Abdul Ganee Chandniwala (selling shareholder)	1,72,42,500	95.00	1,58,74,500	69.68
2	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.85	8,80,638	3.87
3	Mr. Abdul Ganee Abdul Rasul Chandniwala	726	Negligible	726	Negligible
<b>Total – A</b>		<b>1,81,23,864</b>	<b>99.85</b>	<b>1,67,55,864</b>	<b>73.55</b>
<b>Promoter Group</b>					
	-	-	-	-	-
<b>Total – B</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public</b>					
4	Existing Shareholders	26,136	0.15	26,136	0.11
5	IPO	-	-	60,00,000	26.34
<b>Total – C</b>		<b>26,136</b>	<b>0.15</b>	<b>60,26,136</b>	<b>26.45</b>
<b>Grand Total (A+B+C)</b>		<b>1,81,50,000</b>	<b>100.00</b>	<b>2,27,82,000</b>	<b>100.00</b>

Note: All allotment of shares to the public over the years is done in accordance with applicable provisions of the Companies Act, 2013.

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

Sr. No.	Name of the Promoter and Promoter Group	No. of Shares held*	Average cost of Acquisition (in ₹)
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,42,500	0.01
2.	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	0.01
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	726	2.48

\*Only the shares acquired are considered.

\*The average cost of acquisition has been calculated after considering the effect of Bonus issue dated July 31, 2024.

#### 8. Details of Major Shareholders:

- A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Draft RedHerring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,42,500	95.00%
2.	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.90%
	<b>Total</b>	<b>1,81,23,138</b>	<b>99.90%</b>

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,42,500	95.00%
2.	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.90%
	<b>Total</b>	<b>1,81,23,138</b>	<b>99.90%</b>

C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity shares held	% of Paid-up Capital
1.	Mr. Munir Abdul Ganee Chandniwala	23,750	95.00%
2.	Ms. Shirin Munir Ahmed Chandniwala	1,245	4.98%
	<b>Total</b>	<b>24,995</b>	<b>99.98%</b>

D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity shares held	% of Paid-up Capital
1.	Mr. Munir Abdul Ganee Chandniwala	23,750	95.00%
2.	Ms. Shirin Munir Ahmed Chandniwala	1,245	4.98%
	<b>Total</b>	<b>24,995</b>	<b>99.98%</b>

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

10. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

11. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price, except as following:

Bonus Issue in the ratio of 725:1 i.e 1,81,25,000 Equity Shares were allotted as Bonus Shares.

Sr. No.	Name of shareholders	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,18,750	10	-	July 31, 2024	Bonus Allotment
2.	Ms. Shirin Munir Ahmed Chandniwala	9,02,625	10	-	July 31, 2024	Bonus Allotment
3.	Ms. Sangita Kasliwal	13,775	10	-	July 31, 2024	Bonus Allotment
4.	Mr. Brijmohan D Goel	9,425	10	-	July 31, 2024	Bonus Allotment
5.	Mr. Abdul Ganee Abdul Rasul Chandniwala	725	10	-	July 31, 2024	Bonus Allotment
6.	Mr. Ashish Ghanshyam Shah	725	10	-	July 31, 2024	Bonus Allotment
7.	Mr. Ayaan Saeed Chandniwala*	725	10	-	July 31, 2024	Bonus Allotment
8.	Mr. Moiz Mahamadi Palgharwala	725	10	-	July 31, 2024	Bonus Allotment
9.	Ms. Nafisa Saeed Chandniwala	725	10	-	July 31, 2024	Bonus Allotment
	<b>Total</b>	<b>1,81,25,000</b>				

\*Note- Ms. Shirin Munir Ahmed Chandniwala transferred one share to Mr. Saeed Abdul Ganee Chandniwala on April 21, 2022. After his (Late Saeed Abdul Ganee Chandniwala) passing on November 2, 2022, the shares were transmitted to Mr. Ayaan Saeed Chandniwala, making him a shareholder of the company

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential



or otherwise, except that if we enter into acquisition(s) or joint venture(s), expansion of business, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

13. We have **9 (Nine)** shareholders as on the date of filing of this Draft Red Herring Prospectus.
14. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoters Group hold total 1,81,23,864 Equity Shares representing 99.85% of the pre-issue paid up share capital of our Company.
15. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus except as following:

Sr. No.	Transfer Date	From	To	No. of Equity Shares	Transfer Price of one Equity share
1.	On July 29, 2024	Ms. Shirin Munir Ahmed Chandniwala	Mr. Brijmohan D Goyal	13	9,150
2.	On July 29, 2024	Ms. Shirin Munir Ahmed Chandniwala	Ms. Sangeeta Kasliwal	19	9,150

16. The members of the Promoters Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Draft Red Herring Prospectus.
17. **Details of Promoter's Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post- Issue Capital shall be considered as Promoter 's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

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

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

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

As on date of this Draft Red Herring Prospectus there are no equity shares held by our Promoter and Promoter Group which are under lock in.

We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for three years does not consist of:

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation

reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;

- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

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

### Equity Shares locked-in for three years

The details of Lock-in Period of existing pre- IPO capital of promoters for 3 years are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter (Mr. Munir Abdul Ganee Chandniwala)	45,56,400	3 Years
	<b>Total</b>	<b>45,56,400</b>	

### Equity Shares locked-in for one year

The details of Lock-in Period of existing pre- IPO capital of Promoter, Promoter Group or Public are as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter	1,21,99,464	1 Year
2.	Promoter Group	0	1 Year
3.	Public	26,136	1 Year
	<b>Total</b>	<b>1,22,25,600</b>	

Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

### Pledge of Locked in Equity Shares:

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

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

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

However, the Equity Shares held by the Promoters of the Company are not under any Pledge.

### Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or

persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
18. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
19. Our Company has not issued any shares for consideration other than cash or out of revaluation of reserves since inception, although our company has issued Bonus Shares out of Free reserve or Securities Premium reserve only, details of which are as follows: -

Bonus Issue: 1,81,25,000 Equity Shares (in the ratio 725:1):-

Sr. No.	Name of shareholders	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,18,750	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
2.	Ms. Shirin Munir Ahmed Chandniwala	9,02,625	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
3.	Ms. Sangita Kasliwal	13,775	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
4.	Mr. Brijmohan D Goel	9,425	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
5.	Mr. Abdul Ganee Abdul Rasul Chandniwala	725	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
6.	Mr. Ashish Ghanshyam Shah	725	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
7.	Mr. Ayaan Saeed Chandniwala	725	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
8.	Mr. Moiz Mahamadi Palgharwala	725	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
9.	Ms. Nafisa Saeed Chandniwala	725	10	-	July 31, 2024	Bonus Allotment in the ratio 725:1
	<b>Total</b>	<b>1,81,25,000</b>				

20. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
21. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
22. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. There are no safety net arrangements for this public Offer.
24. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
25. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

26. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. There is no Buyback, Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.
29. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
30. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
31. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE.
32. The Issue is being made through Book Building Method.
33. From the inception uptill the date of the Draft Red Herring Prospectus, the Company has issued securities in compliance with the Companies Act, 2013.
34. Lead Manager to the Issue viz. Corporate Capital Ventures Private Limited and its associates do not hold any Equity Shares of our Company.
35. Our Company has not raised any bridge loan against the proceeds of this Issue.
36. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
37. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
38. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
39. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
40. Our Promoters and the members of our Promoter Group will not participate in this Issue.
41. Our Company has not made any public issue since its incorporation.
42. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
43. For the details of transactions by our Company with our Promoter Group, Group Companies during the period ended June 30, 2024 and last three Fiscals i.e., 2022, 2023 and 2024 please refer to paragraph titled *-Related Party Transaction* in the chapter titled, *"Financial Information"* beginning on page number 198 of this Draft Red Herring Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled *-Our Management* beginning on page 171.

## SECTION VII: PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to 46,32,000 Equity Shares aggregating to ₹ [●] Lakhs by our Company and an Offer for Sale of up to 13,68,000 Equity Shares aggregating up to ₹ [●] Lakhs Promoter Selling Shareholder.

#### Offer For Sale

Our Company will not receive any proceeds from the Offer for Sale by the Promoter Selling Shareholder. However, on the successful completion of the offer, the offer related expenses and the relevant taxes thereon will be borne by the Promoter Selling Shareholder as mutually agreed between the company and the selling shareholder

#### Fresh Issue

The details of the net proceeds of the Fresh Issue are summarized below:

(₹ in lakhs)	
Particulars	Amount
Gross Proceeds from the Fresh Issue	[●]
Less: Fresh Issue related expenses	[●]
<b>Net Proceeds of the Fresh Issue</b>	<b>[●]</b>

#### Requirement of Funds

Our Company intends to utilize the Net Fresh Issue Proceeds for the following Objects (“Objects of the Issue”):

- 1) **Funding Capital Expenditure for setting up of new manufacturing facility for Nutraceutical Division;**
- 2) **Funding Capital Expenditure for setting up of new manufacturing facility for Veterinary Food Division;**
- 3) **Purchase of Machineries for Homecare and Cosmetic Division**
- 4) **General Corporate Expenses.**

In addition to the aforementioned objects, our Company intends to strengthen its manufacturing base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchange, including among other things, enhancing the visibility of our brand and our Company among our existing and potential customers.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main object’s clause of our Memorandum of Association, see “History and Certain Corporate Matters” on page 166.

**Utilization of Net Proceeds:** We intend to utilize the proposed net proceeds in the manner set forth below:

(₹ in Lakhs)	
Particulars	Amount
Funding Capital Expenditure for setting up of new manufacturing facility for Nutraceutical Division;	1931.26
Funding Capital Expenditure for setting up of new manufacturing facility for Veterinary Food Division;	765.60
Purchase of Machineries for Homecare and Cosmetic Division	275.65
General Corporate Expenses*	[●]
<b>Total Net Proceeds</b>	<b>[●]</b>

\* The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) is not applicable to the Company.

#### Proposed schedule of implementation and deployment of Net Proceeds

Following is the tentative schedule, where we expect to invest the proceeds of the issue:

(Rs.in Lacs)

Sr. No.	Particulars	Total Estimated cost	Amount already incurred as on October 25, 2024*	Balance Estimated cost to be incurred from net proceeds	Estimated Utilization of Net Proceeds in F. Y. 2024-25	Estimated Utilization of Net Proceeds in F. Y. 2025-26
1.	Funding Capital Expenditure for setting up of new manufacturing facility for Nutraceutical Division;	1942.26	11.00	1931.26	1000.00	931.26
2.	Funding Capital Expenditure for setting up of new manufacturing facility for Veterinary Food Division;	775.60	10.00	765.60	400.00	365.60
3.	Purchase of Machineries for Homecare and Cosmetic Division	275.65	-	275.65	250.00	25.65
4.	<b>General Corporate Expenses **</b>	[•]	[•]	[•]	[•]	[•]
<b>Total</b>		[•]	[•]	[•]	[•]	[•]

\*As of October 25, 2024 our company has deployed Rs. 21.00 Lakhs from Internal Accruals, toward purchase of land for Nutraceutical and Veterinary food division manufacturing unit as certified by statutory auditor, M/s V.B. Goel & Co., Chartered Accountants vide certificate dated October 25, 2024.

\*\*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Our Board vide its resolution dated October 28, 2024 approved an amount of ₹ 2972.51 Lakhs for funding the proposed capital expenditure from the Net Proceeds.

\*\*\*The Company has received quotations from M/s Fass Construction, M/s Tyromach Solutions, M/s Arjunker Babubhai Sagar, M/s Vaishali Engineering and M/s Keshar Technafine, further these parties are not related party to the company.

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead managers or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object. In case of variations in the actual utilisation of funds earmarked for the purpose set forth or shortfall in the Net Proceeds or delay in raising funds through the IPO, increased fund requirements for a particular purpose may be financed from our internal accruals and/ or debt financing, as required. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Draft Red Herring Prospectus. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page no. 27.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Funding Capital Expenditure for setting up of new manufacturing facility for Nutraceutical Division;

Presently, our company has 4 (four) manufacturing units situated at Palghar, Maharashtra, the details of the same are hereunder:

- I. Plot No. 09 and Plot No. 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404 for nutraceutical division;
- II. Plot No 57A, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404 for Ayurvedic division;
- III. Plot No 57B, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404 for Cosmetic division; and
- IV. Plot No 1, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404 for Pet Care division.

To expand our operations, we are establishing a new manufacturing unit in Kolgaon, Palghar for the Nutraceutical Division at Plot No. 59 Gut No. 242 and 246, Survey Number 49, Kolgaon-401404, Dist. Palghar- Thane, Maharashtra, India. Measuring 3204 Square Meter which is owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala, further, our company has entered into a Memorandum of Understanding dated July 19, 2024 with both the owners to purchase the same parcel of land at an agreed consideration of Rs. 1,39,00,000/- (Indian Rupees One Crore Thirty-Nine Lacs Only) for which our company has also paid the token money of Rs. 11,00,000/- (Indian Rupees Eleven Lakhs Only) further, the remaining consideration will be paid by the company from the Issue Proceeds.

***Reasons for setting up of new manufacturing unit for nutraceutical division:***

The Indian nutraceuticals market size was estimated at USD 26.87 billion in 2023 and is projected to grow at a CAGR of 13.5% from 2024 to 2030. The market growth is attributed to rising consumer focus on health-promoting diets, increasing instances of lifestyle-related disorders, and preventive healthcare. (Source- <https://www.grandviewresearch.com/industry-analysis/india-nutraceuticals-market-report> ). Over the past three years, the company has witnessed a steady and substantial increase in its business in Nutraceuticals segment. The revenue of the company from Nutraceuticals segment is 9321.08 Lakhs in FY 24 which is grown by approx. 30.24% as compared to previous year revenue i.e., 7158.71 Lakhs in FY 23. Also, In FY 23 the revenue has been increased by approx. 26.42% from Rs. 5662.01 lakhs in FY 22 to 7158.71 lakhs in FY23.

In line with such growth, our existing nutraceutical manufacturing facility is close to demonstrating optimal capacity utilisation, due to which we are proposing to expand our production capabilities. Further, over the last 3 years the company has substantially increased their installed capacity of the nutraceutical business which are as follows:

Year	Installed Capacity Per Day	Actual Production Per Day	Capacity Utilisation %
01.04.2024 – 30.06.2024	10,000kg	9000kg	90%
2024	10000 Kg	7300 Kg	73%
2023	7000 Kg	5800 Kg	82%
2022	5000 Kg	3500 Kg	70%

*\*Certified with Chartered engineer GMS Valuers and consultants, Membership number CAT-VII/F-4175 vide its certificate dated October 29, 2024*

Our installed capacity has increased from 5000 Kg per day in FY22 to 10,000 Kg per day in FY 24. In FY 24 the average production per day capacity is approx. 7300 Kg as compared to 3500 Kg in FY 22 with capacity utilisation of 73% of Installed capacity. Accordingly, by this expansion, the aggregate installed capacity of nutraceutical division will increase to 20,000 Kg per day in FY26 for nutraceutical division which shows that the company is in the capex stage and the incremental installed capacity of the company in each year is almost exhausted by the company in succeeding year.

In the existing manufacturing facility of nutraceutical division, the company has already achieved the capacity utilization up to 70-80% of the installed capacity of the plant. Further, it is not operationally possible to achieve 100% capacity the reason being space requirement, man-material movement, for developing linear production it will require space and flow planning for better outputs.

Hence for further increase in the production, the company is required to expand the plant, for which the company is proposing to set up the new manufacturing facility. The facility will start its commercial operations from the second half of the FY 2026.

Also, through the utilization of the issue proceeds our company will add new product lines i.e. oral dispersible films, beverages line (liquid supplements/ tetra packs) which will be manufacture at the new manufacturing facility.

The rationale for adding these products to our line is that many of our current customer segment already includes consumers who are interested in oral dispersible films and beverages. This expansion will allow us to better serve their needs and preferences.

*We are utilizing the proposed IPO Net Proceeds for the following Expansion:*

We are in a process of setting up of manufacturing unit for production of oral dispersible films, snacking line, protein bars, protein powder line, dietary/nutritional supplements, gym/sports supplements, liquid fill capsules. As a part of diversification or expansion strategy, we are also increasing our product range by adding the liquid supplements in our product offering i.e. tetra packs, protein shakes, energy drinks, and juices to expand our market reach. From the net proceeds of this issue, we are purchasing new machineries for manufacturing of following products to streamline our manufacturing process.

a) **Manufacturing of Oral Dispersible films:** Oral dispersible films are the strips dissolve in the mouth for oral absorption. The featuring products under oral dispersible films are vitamins and mineral supplements (e.g., vitamin C, calcium), probiotics, energy boosters, sleep aids, and pain relief products. These strips have gained popularity due to their convenience, ease of use, and ability to bypass gastrointestinal issues. Currently, our company has initiated R&D for the manufacturing of ODFs on a trial basis at the existing facility. Key products in oral dispersible films includes:

- ✓ Vitamin and mineral supplements, such as vitamin C and calcium.
- ✓ Probiotics and gut health supplements.
- ✓ Energy and endurance boosters, like guarana and ginseng.
- ✓ Sleep aids and relaxation supplements, including melatonin and valerian root.
- ✓ Pain relief and anti-inflammatory products, such as acetaminophen and ibuprofen.

b) **Extending line for Snacking, Protein Bars, Protein Powder:** Through the net proceeds of the issue, our company proposes to invest in capital expenditure to acquire automated machines to extending the manufacturing line for snacks, protein bars and protein powder. This strategic move has been taken to enhance our production capabilities and to meet the growing market demand for healthy and convenient snacks. We are currently manufacture the said products through a small-scale production line, with the help of net proceeds we will upgrade our manufacturing unit by procurement of new machines, this move will allow us to produce larger quantities of protein bars and snacks, meeting the demands of a growing customer base and expanding market reach.

c) **Introducing beverages line into our portfolio:** Currently, we are not manufacturing liquid supplements however, in addition to our ongoing production line, we are proposing to introduce the tetra pack or liquid supplements in sports and clinical nutrition. We will offer a variety of liquid preparation under nutraceuticals and health supplements. Key products in tetra pack nutraceuticals will include:

- ✓ Ready-to-drink beverages like protein shakes, energy drinks, and juices.
- ✓ Liquid dietary supplements, such as omega-3 and vitamin D.
- ✓ Plant-based milk alternatives, like soy and almond milk.
- ✓ Probiotic drinks and gut health supplements.
- ✓ Functional waters, including vitamin-enhanced and alkaline water.

**Estimated project cost**

The total estimated cost of the Proposed expansion is ₹ 1942.26 lakhs, it can be vary as per the actual usage or expenditure. The detailed break-down of estimated cost is set forth below:

*(in lakhs)*

BREAKDOWN OF ESTIMATED COST FOR EXPANSION OF NUTRACEUTICAL DIVISION				
Sr.no	Particulars	Total Estimated Cost	Amount deployed as on August 31,2024	Amount to funded from net proceeds



a)	<b>Land</b>	150.00	11.00	139.00
b)	<b>Building &amp; Civil Works</b>	680.19	-	680.19
c)	<b>Purchase of Machinery</b>	1112.07	-	1112.07
	<b>Total</b>	<b>1942.26</b>	<b>11.00</b>	<b>1931.26</b>

#### a) LAND

Our company has identified the land for nutraceutical division located at Plot no 59 Gut No. 242 and 246, Survey Number 49, Kolgaon, Dist. Palghar- Thane, Maharashtra, India, the property, owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala, acquired through a conveyance deed registered with the Sub-Registrar of Palghar (Serial No. 3346/2023). Further, our company has entered into a Memorandum of Understanding dated July 19, 2024 with both the owners to purchase the same parcel of land at an agreed consideration of Rs. 1,39,00,000/- (Indian Rupees One Crore Thirty-Nine Lacs Only) for which our company has also paid the token money of Rs. 11,00,000/- (Indian Rupees Eleven Lakhs Only) further, the remaining consideration will be paid by the company from the Issue Proceeds. The total cost included towards land are as follows:

		<i>(in lakhs)</i>
Sr. No	Particulars	Amount
1.	Token Money*	11.00
2.	Balance consideration**	139.00
	<b>Total</b>	<b>150.00</b>

\*Our company have paid the token money of Rs. 11 lakhs for the land from internal accruals and will not be reimbursed from IPO Proceeds.

\*\*Balance consideration of Rs. 139.00 lakhs will be paid from the IPO proceeds.

#### b) BUILDING & CIVIL WORKS

The manufacturing unit set up for nutraceuticals division includes the construction of ground floor, first floor, Terrace cabins, compound walls and outside work. The detailed break-up of Civil Works Cost is hereunder:

Estimated Breakdown of Civil Works							
Description of work	Estimated Amount (in lakhs)	Vendor Name	Quotation dated	Validity			
Excavation, PCC and Earth filling	26.04	M/s Fass Construction	October 01, 2024	Till 31 <sup>st</sup> March 2025			
Brick Massonary	35.23						
ACC Block	5.52						
RCC Work	340.26						
Plaster Work	48.42						
Beam & Column Finishing	6.64						
Flooring, Railing, Tiling, Tank etc	96.72						
Terrace cabins	22.21						
Compound Wall	86.78						
Contractor charges	12.37						
<b>Total</b>	<b>680.19*^</b>						

\*Rounded Off.

^Excluding GST.

#### Other confirmations relating to vendors:

- We have also received quotation from M/s Arjankumar Babubhai Sagar from Vadali, Gujarat for amount of Rs. 1119.22 Lakhs valid till March 31, 2025.

#### c) PURCHASE OF MACHINERY

The detailed list of machinery to be acquired by our Company is provided below:

**Machineries for Nutraceutical Division:**

(Amount in Lakhs)

<b>Multi Dosage Production Plant</b>					
<b>S. No</b>	<b>Description of Machinery</b>	<b>Qty</b>	<b>Total Estimated Cost funded from net proceeds</b>	<b>Vendor Name</b>	<b>Purchase Order Dated</b>
1	<b><u>Oral Dissolving Film</u></b> i.Oral Dissolving Film Making Machine with Slitting function ii.Automatic ODF Strips Pouch Packing Machine	1	186.80	M/s Keshar Technafine	October 01, 2024  (Quotation Valid till 180 days i.e., March 30, 2025)
2	<b><u>Beverage Mixing System</u></b> i.Sugar pasteurization melting system (Capacity 1T/H) ii.Beverage mixing system (Capacity 2T/H) iii.Homogenizing system (Capacity 2T/H) iv.Sterilizing system (Capacity 2T/H) v.CIP cleaning system vi.Auxiliaries	1	116.56		
	<b><u>Pet Bottle Filling and Packaging Line</u></b> i.Washing filling capping 3 in 1 ii.Empty cap feeding iii.Drink pasteurization and cooling (8 sq. m.) Labeling system	1	97.96		
4	<b><u>Tetra Pack line</u></b> i.Tetra pack type machine ii.Straw applicator iii.Plate type UHT Capacity: 1T/h	1	128.19		
5	<b><u>Jar Filling Line</u></b> i.Automatic bottles feeding device ii.Automatic 4 heads ions air blow bottle washing machine iii.Spoons vibration feeder iv.Automatic powder filling machine v.Powder feeder vi.Dust removal device vii.Metal detector iii.Automatic servo capping machine ix.Extra flow track x.Aluminum foil sealing machine xi.Automatic round bottle labeling machine with ribbon printer xii.Collecting tabel 1.5m long	1	85.37		
6	<b><u>Powder Processing line</u></b> i.Vibro sifter ii.Multi Mill: 5 HP iii.Double cone bin blender	1	22.80		
7	<b><u>Pouch Filling Line (VFES)</u></b>	1	16.59		

	i.Vibro sifter ii.Multi Mill: 3 HP iii.Double cone bin blender				
<b>8</b>	<b><u>Powder Filling Line (downstream)</u></b>  i.Powder Packing machine ii.Extra metering screw material contact part SS316 iii.Date printer iv.Screw auger conveyor (loading powder to hopper automatically) Metal detector	1	24.74		
<b>9</b>	<b><u>Protein Bar Production Line</u></b>  i.Syrup heater (200L) ii.Mixer iii.Elevator iv.Cereal bar forming, cooling, Slitting machine v.180° turning machine vi.600 Chocolate enrobing line with 14M cooling tunnel vii.500L Chocolate melting tank(with heating pipes) iii.Chocolate transfer pump ix.Control System	1	145.55		
<b>10</b>	<b><u>Puffed Food Production Line: Protein Snacking</u></b>  i.Flour Mixer ii.Screw Conveyor iii.Double Screw Extruder iv.Driving & Extruding System v.Cutting System vi.Control System vii.Big Hoist iii.Three-Layer Roaster ix.Flavoring System x.Packaging Machine (Cup type)	1	70.08		
<b>11</b>	<b><u>Popp rice cake production line</u></b>  i.Rice Cake Machine ii.Belt Conveyor iii.Double Drum Flavoring Machine	1	47.17		
<b>12</b>	<b><u>Tablet Section</u></b>  i.Tablet press machine ii.Effervescent tube filling machine	1	87.72		
<b>13</b>	<b><u>Water System</u></b>  i.Reverse Osmosis Water Purification System (Capacity 4T/Hour) ii.Pre-filter system (Capacity 8T/H): iii.RO system (Capacity 4T/H): iv.UV sterilizer v.Pure water Storage tank: 3000liter	1	37.21		
	<b>Total (A)</b>		<b>1,066.74<sup>^</sup></b>		
<b>14.</b>	Metal Detector		4.31		
<b>15.</b>	Rejection System-Automatic Rejection System		0.27		
<b>16.</b>	Tablet Tube Filling Machine		27.31		

17.	Liquid Gel Packing Machine		13.44	
	<b>Total (B)</b>		<b>45.33<sup>^</sup></b>	
	<b>Total(A) &amp; (B)</b>		<b>1,112.07<sup>^</sup></b>	

\*Freight is included in the total estimated cost.

\*\*GST is excluded.

<sup>^</sup>Rounded Off figure.

#### Other confirmations relating to vendors:

- We have also received quotation from M/s Tyromach Solutions from Mumbai for amount of Rs. 1047.02 Lakhs valid for 180 days w.e.f 07.07.2024.
- We have received quotation from M/s Vaishali Engineering from Ahmedabad for amount of Rs. 1079.34 Lakhs valid for 180 days w.e.f October 01, 2024.

#### Infrastructure facilities and utilities:

Our manufacturing unit has adequate power supply position. Our Company gets power from Maharashtra State Electricity Board (MSEB), which is government holding electricity supplier. For our new manufacturing facility, we will require a power supply of more than 300 Hp from Maharashtra State Electricity Board.

#### Government and other Approvals

Our Company is required to get government approval/licenses for the establishment of units in the Plot No 59, Gut No 242 and Gut No 246 in Genesis Industrial Estate, Kolgaon, Palghar for Nutraceuticals Products and the same will apply for government approval using the single-window clearing system.

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
Factory Licence	June-2025	Aug-2025
FSSAI Licence	October - 2025	November - 2025
MPCB Licence	July-2025	Aug-2025
For Fire Licence	Aug-2025	Sept-2025

Note- The government approvals/licenses may vary according to the requirements of industry.

#### Proposed Schedule of implementation;

Particulars	New Plant	
	Estimated month of	
	Commencement	Completion
Land Acquisition	Token Amount is given on dated 05-08-2024	To be Completed on or Before 31-03-2025
<b>Civil Works</b>		
Civil works on Factory Building	March 2025	August 2025
Placement of orders for plant and machinery and other ancillary equipment's	February 2025	February2025
Arrangement of Power	August2025	August2025
Installation / implementation of plant and machinery and the ancillary equipment's	September 2025	September 2025
Trial run/ validation	October2025	October2025
Commercial production	November2025	-

Note: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.

For details in relation to possible risks associated with not meeting the expected schedule of implementation for the Proposed Project, please refer to the section entitled "Risk Factors on page 27." We have not taken any steps to order the machinery/equipment required for the proposed manufacturing Plant. In the event of any delay in placing the orders, or in

the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs.”

## 2. Funding Capital Expenditure for setting up of new manufacturing facility for Veterinary Food Division;

Currently, we are manufacturing Veterinary feed supplements in form of Tablets, Liquid orals, Oral Sprays, Powders, Bolus, Gels, Ointments, Creams for animals and further targeting the pet food market to diversify our portfolio. The India pet food market size is projected to exhibit a growth rate (CAGR) of 15.4% during 2024-2032. (Source: <https://www.imarcgroup.com/india-pet-food-market>). To provide top-tier nutrition for animals, supporting their health and well-being while capturing new growth opportunities in this expanding market. We will manufacture nutrient-rich dry food known as Kibbles for pets, focusing on quality and health benefits. Our company has already started R&D on kibble formulations to meet the rising demand for high-quality, nutrient-rich pet food. Kibbles formulated with glucosamine and chondroitin to support joint function and enriched with omega-3 and omega-6 fatty acids for a healthy, shiny coat, contains prebiotics and probiotics to promote a healthy gut microbiome also Includes vitamins and antioxidants to strengthen the immune system. We have started trials for making dry vet foods in our factory at a small scale with various permutation and combinations of the ingredients.

The capacity utilization of the company for Pet supplement/home care division in FY 2024 is 61% of the total installed capacity i.e. (1800kg), however proposed capital expenditure from the issue proceeds is for the setting up of manufacturing facility for veterinary food products, which the company is not manufacturing till date. Through this capital expenditure, the company will target the new customer segment in the dog and cat food market whom the company has not targeted till date. By this expansion the company will achieve an additional capacity of 2000 kg to pet supplement/homecare division and the new total capacity will be 3800 kg. Under veterinary food division, the company proposed to manufacture the dog and cat food, for which the company has already started the R&D.

Through the net proceeds of the Issue, We will setup the veterinary food manufacturing unit. Our company is ready to commence the production with dog foods i.e Kibbles and in the upcoming months we will start the work on cat food products. For the same we are acquiring machineries for the new manufacturing plant to begin kibble production and streamline the process.

Our key offerings will include:

- ✓ Grain-free and gluten-free kibble for sensitive pets
- ✓ High-protein kibble with chicken, salmon, or lamb as primary ingredients
- ✓ Limited ingredient diets for pets with food allergies
- ✓ Functional kibble with added supplements, such as omega-3 and probiotics
- ✓ Life-stage specific kibble for puppies, adults, and seniors

### Estimated project cost

The total estimated cost of the Proposed veterinary food division is ₹ 775.60., it can be vary as per the actual usage or expenditure. The detailed break-down of estimated cost is set forth below:

(in lakhs)

BREAKDOWN OF ESTIMATED COST VETERINARY FOOD DIVISION				
Sr.no	Particulars	Total Estimated Cost	Amount deployed as on August 31,2024	Amount to funded from net proceeds
a)	Land	69.00	10.00	59.00
b)	Building & Civil Works	582.37	-	582.37
c)	Purchase Of Machinery	124.23	-	124.23
	<b>Total</b>	<b>775.6</b>	<b>10.00</b>	<b>765.60</b>

#### a) LAND

Our company has identified the land located at Plot No. 28, Gut 243 (pt),244, 295(pt), Survey no. 27 (pt) , Kolgaon, Dist. Palghar-Thane (1350 square meters) in the industrial estate, also owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala. This property was acquired through a conveyance deed registered under Serial No. 5939/2023. Further, our company has entered into a Memorandum of Understanding dated July 19, 2024 with both the

owners to purchase the same parcel of land at an agreed consideration of Rs. 69,00,000/- (Indian Rupees Sixty-Nine Lakhs Only) for which our company has also paid the token money of Rs. 10,00,000/- (Indian Rupees Ten Lakhs Only) further, the remaining consideration will be paid by the company from the Issue Proceeds.

The total cost included towards land for two manufacturing facilities are as follows:

(in lakhs)

Sr. No	Particulars	Amount
1.	Token Money*	10.00
2.	Balance consideration**	59.00
	<b>Total</b>	<b>69.00</b>

\*Our company have paid the token money of Rs.10 lakhs for the land situated at Plot no 28, Gut 243 (pt),244, 295(pt), Survey no. 27 (pt) , Kolgaon, Dist. Palghar-Thane from internal accruals and will not be reimbursed from IPO Proceeds.

\*\*Balance consideration of Rs. 59.00 lakhs will be utilise from the IPO proceeds.

#### b) BUILDING & CIVIL WORKS

The Civil Cost of our proposed veterinary manufacturing unit set up for Veterinary division includes construction of ground floor, first floor, second floor, Terrace cabins & Compound wall & Outside work. The detailed break-up of building & Civil Cost is hereunder:

Estimated Breakdown of Civil Works							
Description of work	Estimated Amount (in lakhs)	Vendor Name	Quotation dated	Validity			
Excavation, PCC and Earth filling	18.99	M/s Fass Construction	October 01, 2024	Till 31 <sup>st</sup> March 2025			
Brick Massonary	29.49						
ACC Block	9.40						
RCC Work	236.12						
Plaster Work	103.55						
Beam & Column Finishing	19.99						
Flooring, Railing, Tiling, Tank etc	89.99						
Terrace cabins	15.84						
Compound Wall	44.24						
Contractor Charges	14.77						
<b>Total</b>	<b>582.37*^</b>						

\*Excluding GST

^Rounded Off.

#### Other confirmations relating to vendors:

We have also received quotation from M/s Arjunker Babubhai Sagar from Vadali, Gujarat for amount of Rs. 742.89 Lakhs valid till March 31, 2025.

#### c) PURCHASE OF PLANT & MACHINERY

The detailed list of machinery to be acquired by our Company for veterinary food line is provided below:

Pet Food Processing Machinery					
S. No	Description of Machinery	Qty	Total Estimated Cost funded from net proceeds	Vendor Name	Purchase Order Dated

1.	Pet Food Processing Machinery	1	73.53	M/s Keshar Technafine	October 01, 2024  (Quotation Valid till 180 days i.e., March 30, 2025)
2.	High Pressure High Vaccume Steam Sterillizer	1	15.47		
3.	Suitable Appropriate Steam Generator	1	1.97		
4.	Horizotal Cylinder Steam Air Retort Sterlizer Model SAR-90	1	12.38		
5.	Horizotal Cylinder Steam Air Retort Sterlizer SAR-135	1	20.88		
	<b>Total</b>		<b>124.23*</b>		

\*Including Freight.

\*Excluding GST

^Rounded Off.

#### Other confirmations relating to vendors:

- We have received quotation from M/s Tyromach Solutions from Mumbai for amount of Rs. 117.22 Lakhs valid for 180 days w.e.f July 04, 2024.
- We have received quotation from M/s Vaishali Engineering from Ahmedabad for amount of Rs. 121.64 Lakhs valid for 180 days w.e.f October 01, 2024.

#### Infrastructure facilities and utilities

Our manufacturing unit has adequate power supply position. Our Company gets power from Maharashtra State Electricity Board, which is government holding electricity supplier. For our new manufacturing facility, we will require a power supply of more than 100 Hp from Maharashtra State Electricity Board.

#### Government and other Approvals

Our Company is required to get government approval/licenses for the establishment of units in the Plot No 28, Gut No 243 (pt) 244, and 295(pt) in Genesis Industrial Estate, Kolgaon, Palghar for Veterinary Products and the same will apply for government approval using the single-window clearing system.

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
<b>While construction of civil works</b>		
We have applied for NOC from Gram Panchayat	24/07/2024	30/09/2024
After receiving NOC, we will go for Collector Approval	-	31/12/2024
<b>Government Approval/Licenses/Certificates</b>		
Factory Licence	June-2025	Aug-2025
FSSAI Licence	July-2025	August-2025
For MPCB Licence	July-2025	Aug-2025
For Fire Licence	Aug-2025	Sept-2025

Note- The government approvals/licenses may vary according to the requirements of industry.

#### Proposed Schedule of implementation;

Particulars	New Plant	
	Estimated month of	
	Commencement	Completion
Land Acquisition	Token Amount is given on dated 05-08-2024	To be Completed on or Before 31-03-2025
<b>Civil Works</b>		

Civil works on Factory Building	March 2025	April, 2025
Placement of orders for plant and machinery and other ancillary equipment's	February 2025/2024	February 2025
Arrangement of Power	May 2025	May 2025
Installation / implementation of plant and machinery and the ancillary equipment's	June 2025	June 2025
Trial run/ validation	July 2025	July 2025
Commercial production	August 2025	-

Note: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.

For details in relation to possible risks associated with not meeting the expected schedule of implementation for the Proposed Project, please refer to the section entitled "Risk Factors on page 27." We have not taken any steps to order the machinery/equipment required for the proposed manufacturing Plant. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs."

### 3. Purchase of Machineries for Homecare and Cosmetic Division

Our Company intends to make capital expenditure towards installation of additional machinery and Equipment at our existing manufacturing facility situated at Palghar-Thane. Our Company proposes to use part of net proceeds to the extent to Rs. 275.65 Lakhs to meet capital expenditure in relation to installation of new homecare and cosmetic line machineries.

#### Home Care line Machinery

(Amount in Lakhs)

Homecare Line Machinery					
S. No	Description of Machinery	Qty	Total Estimated Cost funded from net proceeds	Vendor Name	Purchase Order Dated
<b>DETERGENT SOAP PLANT MACHINERY</b>					
1	Mixer	1		M/s Keshar Technafine	October 01, 2024  (Quotation Valid till 180 days i.e., March 30, 2025)
2	Three Roll Mill	1			
3	Single Screw Plodder	1			
4	Soap Stamping and Cutting Machine	1			
5	Conveyor	2			
6	Flow rapping machine	1			
7	Other charges	-			
	<b>Total (A)</b>		<b>25.65</b>		
<b>HYDRAULIC LIFTING VACUUM EMULSIFYING MIXER</b>					
8	500L Hydraulic Lifting Vacuum Emulsifying Mixer	1			
9	Stainless Steel Pipes and Fittings	1			
10	Other Charges	1			
	<b>Total (B)</b>		<b>40.98</b>		
	<b>Total (A) &amp; (B)</b>		<b>66.60</b>		

\*\*Excluding GST

^Rounded Off.

#### Cosmetic Line Machinery

Cosmetic Line Machinery					
S. No	Description of Machinery	Qty	Total Estimated Cost funded from net proceeds*	Vendor Name	Purchase Order Dated



1	<b>Ampoule Fill &amp; Seal Machine</b> i.GGS-118(P2) Plastic Ampoule Fill & Seal Machine	1	21.09	M/s Keshar Technafine	October 01, 2024  (Quotation Valid till 180 days i.e., March 30, 2025)
2	<b>Sachet Machine</b> i.Card Sachet Packing Machine (3 Nozzle with One Horizontal Hopper) i.Hard film with 1 color printing i.Soft film with 3 colors printing i.Cylinder cost for film printing	1	48.88		
3	<b>Automatic Lipstick Production Line</b> i.12 Nozzles Hot Filling Machine i.Freezing Tunnel i.Lipstick Demould Machine	1	39.85		
4	<b>Automatic Nail Polish Filling and Capping Machine</b> i.B-YX2 Automatic Nail Polish Filling and Capping Machine	1	23.38		
5	<b>High Speed Liquid/Viscous Multi Lane &amp; Special Shape Auto Machine</b> i.DC-680 High Speed Liquid / Viscous Multi Lane & Special Shape Auto Packaging Machine	2	69.14		
6	Paper Tube Curling Machine	1	6.71		
<b>Total</b>			<b>209.05*^</b>		

\*Including Freight.

\*Excluding GST.

^Rounded Off.

**Other confirmations relating to vendors:**

- We have received quotation from M/s Tyromach Solutions from Mumbai for amount of Rs. 260.09 Lakhs valid for 180 days w.e.f July 07, 2024.
- We have received quotation from M/s Vaishali Engineering from Ahmedabad for amount of Rs 289.21 Lakhs valid for 180 days w.e.f October 01, 2024.

**Details of the existing capacity utilization and estimated capacity utilization post completion of the object of the Company:**

Division	Existing Capacity (A)	Installed	Proposed Capacity (B)	Installed	Total Capacity (A) + (B)
Nutraceuticals	10,000 KG		10,000 KG		20,000 KG
Cosmetics and Ayurvedic	2,000 KG		1,500 KG		3,500 KG
Pet Supplements/ Homecare	1,800 KG		2,000 KG		3,800 KG

The Figure has been certified by M/S GMS Valuers and Consultant, Govt Chartered Valuer vide their certificate dated 29.10.2024

**Other confirmations:**

Our Company has identified the type of plant and machinery to be purchased for the proposed manufacturing unit and obtained quotations from vendors.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. Further, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries / equipment's or at the same costs.

The machinery / equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification / addition / deletion of machineries or equipments) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipments or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

No second-hand or used equipment are proposed to be purchased out of the Net Proceeds.

### GENERAL CORPORATE EXPENSES

Our management, in accordance with the policies of our Board, will deploy ₹ [●] Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that –

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### ESTIMATED ISSUE RELATED EXPENSES

Other than (i) the listing fees, stamp duty payable on issue of Equity Shares pursuant to Fresh Issue and audit fees of statutory auditors (to the extent not attributable to the Offer), which shall be solely borne by our Company; and (ii) all costs, fees and expenses with respect to the Offer including all applicable taxes except securities transaction tax, which shall be solely borne by the Selling Shareholder, shall be shared by our Company and the Selling Shareholder, on a pro rata basis, in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by the Selling Shareholder through the Offer for Sale. All the expenses relating to the Offer shall be paid by our Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, Selling Shareholder agrees that it shall, severally and not jointly, reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Selling Shareholder and the Selling Shareholder authorizes our Company to deduct from the proceeds of the Offer for Sale from the Offer, expenses of the Offer required to be borne by Selling Shareholder in proportion to the Offered Shares, in accordance with Applicable Law.

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

(₹ in Lakhs)			
Expenses	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Book Running Lead Manager Issue Management	[●]	[●]	[●]
Selling and Distribution Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]

Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable	[●]	[●]	[●]
Processing fees to the SCSBs and to the Sponsor Banks for ASBA Forms procured by Registered Brokers, RTAs or CDPs	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
a. Listing fees	[●]	[●]	[●]
b. NSE Processing	[●]	[●]	[●]
c. Book Building software fees	[●]	[●]	[●]
d. Other regulatory expenses	[●]	[●]	[●]
e. Fees payable to legal counsel	[●]	[●]	[●]
f. Miscellaneous	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and it may include GST and excludes, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

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

- ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
- Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted
- Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted
- Sponsor Bank shall be payable processing fees on UPI application processed by them – Rs [●] /- per application on wherein shares are allotted
- No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
- Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.
- Offer Expenses other than the listing fees shall be shared among our Company and the Selling Shareholder on a pro rata basis, in proportion to the Equity Shares Allotted.

#### **Appraisal by Appraising Fund:**

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

#### **Shortfall of Funds**

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

#### **Bridge Financing Facilities**

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time and in compliance with Companies Act, 2013 and other applicable laws, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

### **Monitoring Utilization of Funds**

As the Issue size is less than 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters 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**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company’s Key Managerial Personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

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## BASIS OF ISSUE PRICE

### BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company and selling shareholder in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue floor Price is ₹ [●] /- which is [●] times of the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times of the face value of Equity Shares. Investors should refer to “Risk Factors”, “Our Business”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 27, 122, 198 and 238 respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Experienced Promoter and management team with strong industry expertise and successful track record
- Established Global Presence
- Experienced Promoters
- Versatile, Technically Sound and young operation Team, which understands creativity at its excellence.
- Well versed and equipped with advance technology.
- Track record of growth and profitability.

For further details, see “Risk Factors” and “Our Business” on pages 27 and 122 respectively.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Information” on page 198. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital

Year ended	Basic EPS (in ₹)*2	Diluted EPS (in ₹)*2	Weight
FY 2021-22	2.44	2.44	1
FY 2022-23	3.96	3.96	2
FY 2023-24	6.18	6.18	3
<b>Weighted Average</b>	<b>4.82</b>	<b>4.82</b>	<b>6</b>
June 30, 2024*	<b>1.11</b>	<b>1.11</b>	

\*The EPS for Period ended 30<sup>th</sup> June, 2024 is not annualised.

#### Note:

1. Basic EPS and Diluted EPS is calculated after considering effect of allotments which was made after June 30, 2024 i.e. Bonus issue of 1,81,25,000 equity shares allotted on July 31, 2024. Accordingly, Weighted Average no. of Equity shares is 1,81,50,000 Equity shares as on the period ended June 30, 2024 and for the year ended March 31, 2024, 2023 and 2022.
2. Basic and diluted EPS: profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equities shares outstanding during the period. Basic and diluted EPS are computed in accordance with AS 20 - Earning per Share post the bonus issue dated July 31, 2024.

The ratio have been computed as under:

Basic earnings per share (Rs.) =  $\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at}}$

the end of the period or year

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. Price / Earning (P/E) Ratio in relation to Issue Price of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times)	P/E at the higher end of the price band (no. of times)
a) P/E ratio based on Basic and Diluted EPS of ₹ 6.18 as at March 31, 2024	[●]	[●]
b) P/E ratio based on Weighted Average EPS of ₹ 4.82	[●]	[●]

## 3. Industry Price / Earning (P/E) Ratio

Particulars	P/E Ratio
Highest	15.70
Lowest	*(4)
Average Industry P/E	15.70

- 1) The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see “- Comparison with listed industry peers”
- 2) Source: Respective audited financials of the Company, as available, for the Financial Year 2024. Information on industry peer is on a standalone basis.
- 3) There is two listed peer Company namely Quest Laboratories Limited and Sudharshan Pharma Industries Limited. Thus, their data are used for comparison.
- 4) There are two peer company of our Company, first one is Sudharshan Pharma Industries Limited and Quest Laboratories Limited. Quest Laboratories Limited got listed on May 23, 2024, therefore the P/E ratio for the Quest laboratories cannot be ascertainable. The P/E ratio of Sudharshan Pharma Industries Limited as on 31.03.2024 is 15.70, therefore the average P/E ratio has been taken from Sudharshan Pharma Industries.

Net worth = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

Basic earnings per share (Rs.) =  $\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at the end of the period or year}}$

## 4. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
FY 2021-22	99.54	1
FY 2022-23	61.74	2
FY 2023-24	49.06	3
<b>Weighted Average</b>	<b>61.70</b>	<b>6</b>
June 30, 2024	<b>8.09</b>	

1. \* RONW is calculated after considering effect of allotments which was made after June 30, 2024 i.e. Bonus issue of 1,81,25,000 equity shares allotted on July 31, 2024. Hence, issued Absolute Equity shares as of July 31, 2024 is 1,81,50,000 Equity Shares. Accordingly, weighted Average number of Equity shares are 1,81,50,000 as on the period ended June30, 2024 and the year ended March 31, 2024, 2023 and 2022.

2. The ratios have been computed as under:

Net profit after tax as restated, attributable to the owners of the company

Return on net worth (%) =  $\frac{\text{Net worth as restated, including share capital and reserves and surplus, as stated at the end of the year}}{\text{Net worth}}$

Net worth = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

## 5. Net Asset Value\* (NAV) per Equity Share

Particulars	Rs.
As of March 31, 2022	2.46
As of March 31, 2023	6.42
As of March 31, 2024	12.60
June 30, 2024	13.71
<b>NAV post issue:</b>	
At the lower end of the price band of ₹ [●]	
At the lower end of the price band of ₹ [●]	
Issue price per share	[●]

*I\* NAV is calculated after considering effect of allotments which was made after June 30, 2024 i.e. Bonus issue of 1,81,25,000 equity shares allotted on July 31, 2024. Hence, issued Equity shares as of July 31, 2024 is 1,81,50,000 Equity Shares. Accordingly, weighted average number of Equity shares are 1,81,50,000 for the period ended June 30, 2024 and for the year ended March 31, 2024, 2023 and 2022.*

2. The ratios have been computed as under:

Net asset value per equity share =  $\frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{Weighted average No. of equity shares outstanding at the end of the year (after taking impact of the bonus issue dated July 31, 2024)}}$

Basic earnings per share (Rs.) =  $\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at the end of the period or year}}$

## 6. Comparison of Accounting Ratios with Industry Peers

For the Period of March 31, 2024								
Sr. No.	Name of Company	Face Value (₹)	Total income (₹ in Cr.)	Basic EPS (₹)	Diluted EPS (₹)	P/E (based on Diluted EPS)	RoNW (%)	NAV per share (₹)
1.	Influx Healthtech Limited	10	100.10	6.18* <sup>2</sup>	6.18* <sup>2</sup>	[●]	49.06* <sup>2</sup>	12.60* <sup>2</sup>
	<b>Peer Group</b>							
2.	Sudarshan Pharma Industries Limited	10	468.31	4.72	4.72	15.70	10.17	46.38
3.	Quest Laboratories Limited	10	82.79	9.11	9.11	NA	35.23	23.99

**Source:** All the financial information for listed industry peer mentioned above is on a standalone basis and is sourced from the filings made with stock exchanges available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and has also been extracted from [www.moneycontrol.com](http://www.moneycontrol.com), [www.screener.in](http://www.screener.in) for the Financial Year ending March 2024.

### Source for Influx Healthtech Limited:

1. Based on the restated financial statements of the Company for year ended F.Y 2024.
2. EPS, RoNW and NAV is calculated after considering effect of allotments which was made after March 31, 2024 i.e. Bonus issue of 1,81,25,000 equity shares allotted on July 31, 2024. Hence, issued Equity shares as of July 31, 2024 is 1,81,50,000 Equity Shares. Accordingly, weighted average number of Equity shares are 1,81,50,000 for the year ended March 31, 2024 is taken.



**7. The Issue Floor Price is ₹ [●] /- which is [●] times the face value of Equity Shares and the Issue Cap Price is ₹ [●] /- which is [●] times the face value of Equity Shares.**

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*” and “*Financial Information*” on pages 27, 122 and 198 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” and you may lose all or part of your investments.

**Key Financial and Operational 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 analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee 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 V.B Goel & Co., Chartered Accountants, IPO Auditors of the Company by their certificate dated October 29, 2024

For details of our other operating metrics disclosed elsewhere, refer “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*” on pages 122, 238 respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later. Any change in these KPIs, during the aforementioned period, will be disclosed by the Company. Uptill that, the ongoing KPIs shall continue to be certified as certified V.B Goel & Co., Chartered Accountants , IPO Auditors of the Company, by their certificate dated August 29, 2024.

**Key Performance Indicators of our Company:**

**(Figures in Lakhs unless otherwise stated)**

Particulars	Period ended June 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Revenue from Operations	2,112.05	9,996.51	7,605.65	5,920.17
Total number of customers served (Nos.)	337.00	545.00	490.00	420.00
Foreign currency gain / (loss)	(0.26)	0.07	-	-
Exports revenue as % of revenue from operations (%)	0.58%	0.26%	0.03%	0.03%
Cost of goods sold as % of revenue from operations (%)	77.94%	75.96%	79.66%	84.47%
EBITDA	318.22	1,687.38	1,072.26	616.97

EBITDA margin (%)	15.07%	16.88%	14.10%	10.42%
EBIT	258.46	1,501.95	978.52	604.78
ROCE (%)	10.27%	64.75%	78.60%	119.35%
PAT	201.37	1,222.08	719.42	443.7
PAT margin (%)	9.53%	11.22%	9.46%	7.49%
ROE (%)	8.43%	65.00%	89.32%	198.16%
Net working capital days	40	30	22	9
Debt to equity ratio (times)	0.01	0.01	0.07	0.14
Fixed asset turnover ratio (times)	7.35	7.28	12.02	21.60

**Formula used to derive the above ratios is as under: -**

S. No.	Ratios	Numerator	Denominator
1.	EBITDA Margin	Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost – Other income	Revenue from operations
2.	Return on capital Employed	Profit Before interest, Tax & Exceptional item	Capital Employed (Total Assets – Current Liabilities)
3.	PAT margin	Net profit after tax-Exceptional items	Revenue from operations
4.	Return on Equity	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]
5.	Net Working Capital Days	Working Capital * 365	Revenue from operations
6.	Debt Equity Ratio	Total Debts (Long term Borrowings + Short term Borrowings)	Total Equity (Equity Share capital + Reserve & Surplus)
7.	Fixed Assets Turnover Ratio	Revenue from operations	Fixed Assets

#### Explanation for KPI Metrics

KPI	Explanation
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
Accounts Receivable turnover ratio	The accounts receivable turnover ratio is a simple metric that is used to measure how effective a business is at collecting debt and extending credit. It is calculated

	by dividing net credit sales by average accounts receivable. The higher the ratio, the better the business is at managing customer credit.
Working Capital	Working capital is the amount of current assets that's left over after subtracting current liabilities. It's what can quickly be converted to cash to pay short-term debts. Working capital can be a barometer for a company's short-term liquidity. A positive amount of working capital indicates good short-term health.
Current Ratio	The current ratio measures a company's ability to pay current, or short-term, liabilities (debts and payables) with its current, or short-term, assets, such as cash, inventory, and receivables.
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.
ROCE	ROCE (%) is used by our management to assess the company's efficiency for utilisation of its capital to generate profits
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
ROE	ROE (%) is measure of profitability of a business in relation to its equity
Net Working Capital Days	Net Working Capital Days is used by our management to track the number of days it takes for the company to convert its working capital into revenue
Debt to Equity Ratio	The debt-to-equity ratio (D/E ratio) depicts how much debt a company has compared to its assets. It is calculated by dividing a company's total debt by total shareholder equity. Note a higher debt-to-equity ratio states the company may have a more difficult time covering its liabilities.

**COMPARISON OF KPI WITH LISTED INDUSTRY PEERS**  
(Rs. In Lakhs unless otherwise stated)

Key Performance	Financial	Influx HealthTech Limited				Sudarshan Pharma Industries Limited			Quest Laboratories Limited		
		June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations		2,112.05	9,996.51	7,605.65	5,920.17	46,556.23	46,133.19	35,709.46	8,256.28	6,164.06	5,948.39
EBITDA		318.22	1,687.38	1,072.26	616.97	2260.45	1,469.16	1,092.00	1,554.85	784.45	648.39
EBITDA Margin		15.07%	16.88%	14.10%	10.42%	4.86%	3.18%	3.06%	18.83%	12.73%	10.90%
Profit for the year (PAT)		201.37	1,122.08	719.42	443.67	1,135.53	703.67	524.79	1,009.39	504.49	416.62
Profit Margin		9.53%	11.22%	9.46%	7.49%	2.44%	1.53%	1.47%	12.23%	8.18%	7.00%
Return On Equity (ROE)		8.43%	65.00%	89.32%	198.16%	10.68%	10.76%	20.07%	46.15%	40.11%	52.26%
Return on Capital Employed (ROCE)		10.27%	64.75%	78.60%	119.35%	9.78%	10.19%	16.62%	43.44	36.81	44.11
Total borrowings		27.82	32.48	79.85	61.00	10,689.00	3,409.38	3,058.23	508.09	409.69	312.54
Net Debt		Nil	Nil	Nil	Nil	10,675.88	2,238.29	3,035.63	493.73	397.66	306.36
Net Debt - Equity Ratio (in times)		NA	NA	NA	NA	0.96	0.22	1.02	0.17	0.26	0.30
Net Debt – EBIDTA (in times)		NA	NA	NA	NA	4.72	1.52	2.78	0.32	0.51	0.47

Asset Turnover Ratio (in times)	5.83	7.29	12.08	21.60	20.73	23.18	50.99	8.09	6.26	8.07
Net Working Capital Days	40	30	22	9	65	64	28	58	28	15
COGS as % of revenue	77.94%	75.96%	79.66%	84.47%	91.19%	93.41%	93.84%	63.39%	67.81%	41.11%

**\*Not annualized.**

**\*\*All the information for listed industry peers mentioned above are on a Standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report.**

## JUSTIFICATION FOR BASIS FOR OFFER PRICE

### A. The price per share of the Company based on the primary/ new issue of shares.

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this certificate where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), 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 (Rs.)	Issue Price (Rs.)	Nature / Reason of allotment	Nature of consideration	Total consideration (Rs.)
NA*						
<b>Total</b>						<b>Nil</b>
<b>Weighted average cost of acquisition (WACA) for primary transactions</b>						<b>Nil</b>

\*The company has allotted 1,81,25,000 Equity shares through Bonus Issue on July 31, 2024. This transaction has been ignored for the purpose of this clause as the transaction is of nature of Bonus Allotment and does not fall under this clause.

### B. The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

### C. Price Per share based on last five primary or secondary transactions:

There are no such transaction to report under (a) and (b) above. Therefore, the details of last five primary transactions or secondary transactions of our promoter and promoter group prior to the date of filing of this Draft Red Herring Prospectus are below:

Date of Transfer	Name of Transferor	Name of Transferee	No. of securities	Face Value (in INR)	Nature of consideration	Transfer Price per security*
On April 21, 2022	Ms. Shirin Munir Ahmed Chandniwala	Mr. Abdul Ganee Abdul Rasul Chandniwala	1	10	Cash	INR 2.48/-
On April 21, 2022	Ms. Shirin Munir Ahmed Chandniwala	Mr. Saeed Abdul Ganee Chandniwala	1	10	Cash	INR 2.48/-
On April 21, 2022	Ms. Shirin Munir Ahmed Chandniwala	Ms. Nafisa Saeed Chandniwala	1	10	Cash	INR 2.48/-
On April 21, 2022	Ms. Shirin Munir Ahmed Chandniwala	Mr. Moiz Mahamadi Palgharwala	1	10	Cash	INR 2.48/-
On April 21, 2022	Ms. Shirin Munir Ahmed Chandniwala	Mr. Ashish Ghanshyam Shah	1	10	Cash	INR 2.48/-

On July 29, 2024	Ms. Shirin Munir Ahmed Chandniwala	Mr. Brijmohan D Goel	13	10	Cash	INR 12.60/-
On July 29, 2024	Ms. Shirin Munir Ahmed Chandniwala	Ms. Sangeeta Kasliwal	19	10	Cash	INR 12.60/-
<b>Weighted Average cost of Acquisition (WACA) (Secondary transactions) (Rs. Per Equity shares)</b>						<b>INR 11.23/-</b>

\*Our Board of directors pursuant to a resolution dated July 31, 2024 have allotted the bonus equity shares in the ratio of 725:1 for everyone existing fully paid-up equity shares.

Further our company has made Bonus allotment of 1,81,25,000 Equity shares on 31.07.2024:

Date of allotment	No. of equity shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature / Reason of allotment	Nature of consideration	Total consideration (Rs.)
31.07.2024	1,81,25,000	10	-	Bonus Allotment	Other than cash	-
<b>Total</b>						<b>Nil</b>
<b>Weighted average cost of acquisition (WACA) for primary transactions</b>						<b>Nil</b>

**Weighted average cost of acquisition, floor price and cap price:**

Type of transaction	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price is ₹ [●] /-	Cap Price is ₹ [●] /-
Weighted average cost of acquisition of primary issuances	-	[●] /-	[●] /-
Weighted average cost of acquisition for secondary transactions	-	-	-

#### Justification for Basis for Issue Price

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

[●]\*

\*To be included upon finalization of Price Band

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

[●]\*

\*To be included upon finalization of Price Band

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## STATEMENT OF POSSIBLE TAX BENEFIT

To,  
**The Board of Directors of  
Influx HealthTech Limited**  
109, Ghanshyam Enclave,  
New Link Road,  
Near Lalji Pada Police Chowky,  
Kandivali West,  
Mumbai – 400 067

**Sub: Statement of possible Special tax benefit ('the Statement') available to Influx HealthTech Limited (Formerly known Influx HealthTech Private Limited) and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

**Dear Sirs,**

We hereby confirm that the enclosed annexure, prepared by Influx HealthTech Limited (Formerly known as Influx HealthTech Private Limited) ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, 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 the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated 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 hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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 issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

- The Company or its Shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits, where applicable have been/would be met.

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

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent



of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Hearing Prospectus/Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Signed in terms of our separate report of even date.

**V. B. GOEL & CO.**  
**Chartered Accountants**  
**FRN: 115906W**

**(Vikas Goel)**  
**Partner**  
**Membership No.: 39287**  
**UDIN: 24039287BKBLUX2622**

**Place: Mumbai**  
**Date: October 25, 2024**

## ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

Outlined below are the possible Special tax benefits available to the Company and its 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 the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

Special Tax Benefits available to the Company under the Act:

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

Special Tax Benefits available to the shareholders of the Company:

**The Shareholders of the company are not entitled to any Special tax benefits under the Act.**

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

The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

Signed in terms of our separate report of even date.

## SECTION VIII – ABOUT US

### INDUSTRY OVERVIEW

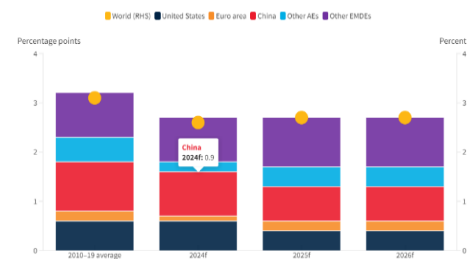
*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

#### GLOBAL ECONOMY

Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. By 2025–26, growth is expected to edge up to 2.7 percent alongside modest expansions in trade and investment, according to the Global Economic Prospects Report. Reflecting continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) are likely to remain cautious in easing policy. As such, interest rates over the next few years are set to be markedly higher than prior to the pandemic. Escalating geopolitical tensions, further trade fragmentation, and persistently high policy rates are some of the downside risks weighing on the global outlook.

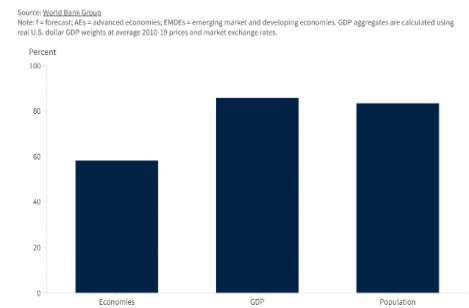
#### 1. The global outlook remains subdued.

The global economy is stabilizing but the outlook remains subdued by historical standards—both advanced economies and EMDEs are projected to grow at a slower pace over 2024–26 compared to the pre-pandemic decade.



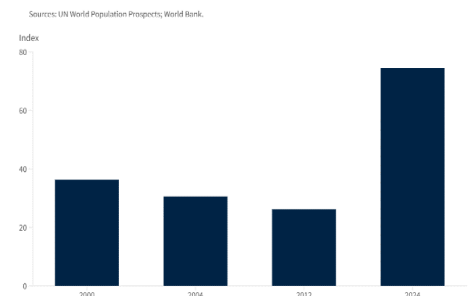
#### 2. Lower growth prospects relative to the pre-pandemic decade are widespread.

In 2024–25, growth is set to underperform its average pace in the 2010s in nearly 60 percent of economies, representing more than 80 percent of global output and population. Against this backdrop, income per capita in EMDEs is forecast to grow at an average rate of 3 percent in 2024–26, well below its 2010–19 average and with almost half of EMDEs expected to fall behind advanced economies over 2020–24.



#### 3. The potential for further trade fragmentation amid heightened uncertainty is a key risk.

The number of trade-distorting policy measures has already tripled in 2022–24 compared to the 2017–19 period. Proliferating trade restrictions and heightened trade policy uncertainty—already at an unusually high level relative to previous years with major elections since 2000—could weigh on trade prospects and economic activity.



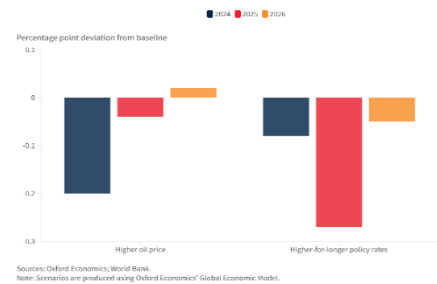
#### 4. Central banks are likely to keep rates elevated over the forecast horizon.

Inflation continues to wane globally, but at a slower pace than previously envisaged. As a result, advanced-economy interest rates are expected to remain above 2000–19 average levels and could turn out higher still if inflationary pressures

persist, substantially slowing global growth.

### 5. Risks to the outlook, while more balanced, remain tilted to the downside.

Conflict-related disruptions to oil supply could result in sizable oil price increases. Persistent inflation in advanced economies could see interest rates remain higher for longer. These developments could result in significantly weaker global growth.



Source: <https://blogs.worldbank.org/en/developmenttalk/the-global-economy-in-five-charts>

## GLOBAL ECONOMY REMAINS RESILIENT DESPITE UNEVEN GROWTH, CHALLENGES AHEAD

Despite gloomy predictions, the global economy remains remarkably resilient, with steady growth and inflation slowing almost as quickly as it rose. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, an energy and food crisis triggered by Russia’s war on Ukraine, a considerable surge in inflation, followed by a globally synchronized monetary policy tightening.

Global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to our latest World Economic Outlook projections, growth this year and next will hold steady at 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators continue to point to a soft landing.

We also project less economic scarring from the crises of the past four years, although estimates vary across countries. The US economy has already surged past its pre-pandemic trend. But we now estimate that there will be more scarring for low-income developing countries, many of which are still struggling to turn the page from the pandemic and cost-of-living crises.

Resilient growth and rapid disinflation point toward favourable supply developments, including the fading of energy price shocks, and a striking rebound in labour supply supported by strong immigration in many advanced economies. Monetary policy actions have helped anchor inflation expectations even if its transmission may have been more muted, as fixed-rate mortgages became more prevalent.

Despite these welcome developments, numerous challenges remain, and decisive actions are needed.

### INFLATION RISKS REMAIN

Bringing inflation back to target should remain the priority. While inflation trends are encouraging, we are not there yet. Somewhat worryingly, progress toward inflation targets has somewhat stalled since the beginning of the year. This could be a temporary setback, but there are reasons to remain vigilant. Most of the good news on inflation came from the decline in energy prices and in goods inflation. The latter has been helped by easing supply-chain frictions, as well as by the decline in Chinese export prices. But oil prices have been rising recently in part due to geopolitical tensions and services

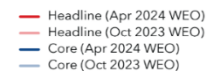
### Growth and inflation

Forecasts for growth have been marked upwards, while inflation has been revised down and is continuing its downward trend.

#### World real GDP growth revisions (vs. Oct 2023 WEO; percentage points)



#### Global median inflation (percent; y/y)



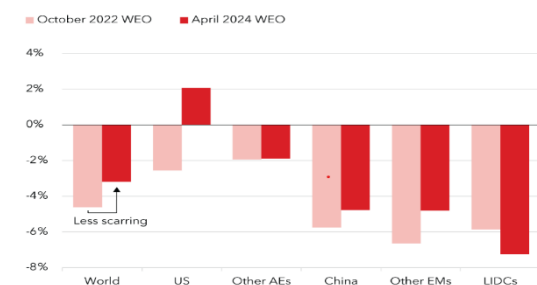
Sources: IMF, World Economic Outlook; and IMF staff calculations.



### Scarring from the crisis

Estimates of scarring are mostly revised down, with the exception of low-income countries, which continue to be severely affected.

#### Difference in projected level of GDP at end-2024 vs. Jan 2020 WEO



Sources: IMF, World Economic Outlook; and IMF staff calculations.



inflation remains stubbornly high. Further trade restrictions on Chinese exports could also push up goods inflation.

## ECONOMIC DIVERGENCES WIDEN

### The resilient global economy also masks stark divergence across countries.

The strong recent performance of the United States reflects robust productivity and employment growth, but also strong demand in an economy that remains overheated. This calls for a cautious and gradual approach to easing by the Federal Reserve. The fiscal stance, out of line with long-term fiscal sustainability, is of particular concern. It raises short-term risks to the disinflation process, as well as longer-term fiscal and financial stability risks for the global economy. Something will have to give.

Growth in the euro area will rebound but from very low levels, as past shocks, and tight monetary policy weigh on activity. Continued high wage growth and persistent services inflation could delay the return of inflation to target. However, unlike in the United States, there is little evidence of overheating, and the European Central Bank will need to carefully calibrate the pivot toward monetary easing to avoid an inflation undershoot. While labor markets appear strong, that strength could prove illusory if European firms have been hoarding labor in anticipation of a pickup in activity that does not materialize.

China's economy remains affected by the downturn in its property sector. Credit booms and busts never resolve themselves quickly, and this one is no exception. Domestic demand will remain lacklustre unless strong measures address the root cause. With depressed domestic demand, external surpluses could well rise. The risk is that this will further exacerbate trade tensions in an already fraught geopolitical environment.

Many other large emerging market economies are performing strongly, sometimes benefiting from a reconfiguration of global supply chains and rising trade tensions between China and the US. These countries' footprint on the global economy is increasing.

## POLICY PATH

Going forward, policymakers should prioritize measures that help preserve or even enhance the resilience of the global economy.

The first such priority is to rebuild fiscal buffers. Even as inflation recedes, real interest rates remain high and sovereign debt dynamics have become less favourable. Credible fiscal consolidations can help lower funding costs, improve fiscal headroom and financial stability. Unfortunately, fiscal plans so far are insufficient and could be derailed further given the record number of elections this year.

Fiscal consolidations are never easy but it is best not to wait until markets dictate their conditions. The right approach is to start now, gradually, and credibly. Once inflation is under control, credible multiyear consolidations will help pave the way for further monetary policy easing. The successful 1993 US fiscal consolidation and monetary accommodation episode comes to mind as an example to emulate.

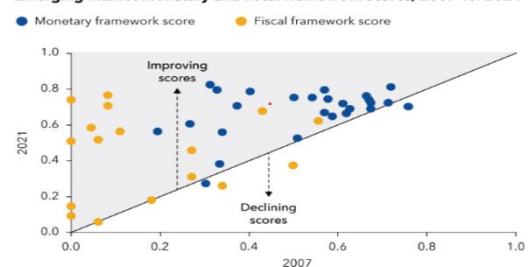
The second priority is to reverse the decline in medium term growth prospects. Some of that decline comes from increased misallocation of capital and labour within sectors and countries. Facilitating faster and more efficient resource allocation will boost growth. For low-income countries, structural reforms to promote domestic and foreign direct investment, and to strengthen domestic resource mobilization, will help lower borrowing costs and reduce funding needs. These countries also must improve the human capital of their large young populations, especially as the rest of the world is aging rapidly.

Artificial intelligence also gives hope for boosting productivity. It may do so, but the potential for serious disruptions in labour and financial markets is high. Harnessing the potential of AI for all will require that countries improve their digital infrastructure, invest in human capital, and coordinate on global rules of the road. Medium-term growth prospects are also

### Improvements in policy frameworks

Better monetary and fiscal policy frameworks since the global financial crisis have contributed to current economic resilience.

#### Emerging market monetary and fiscal framework scores, 2007 vs. 2021



Sources: Davoodi and others (2022); Unsal and others (2022); and IMF staff calculations.  
Note: Sample of 26 emerging markets. The scores range from zero to one with a higher score indicating an improvement. Fiscal frameworks are defined by the strength of fiscal rules, based on the assessment of five institutional criteria. The score of monetary policy frameworks is based on the IAPOC index, which covers Independence and Accountability, Policy and Operational strategy, and Communications of central banks.

IMF

harmed by rising geoeconomics fragmentation and the surge in trade restrictive and industrial policy measures. Trade linkages are already changing as a result, with potential losses in efficiency. The net effect could well be to make the global economy less, not more, resilient. But the broader damage is to global cooperation. It is still time to reverse course.

Third, a great achievement of the past few years has been the strengthening of monetary, fiscal and financial policy frameworks especially for emerging market economies. This has helped make the global financial system more resilient and avoid a permanent resurgence of inflation. Going forward, it is essential to preserve these improvements. That includes protecting the hard-won independence of central banks.

Lastly, the green transition requires major investments. Cutting emissions is compatible with growth and activity has become much less emission-intensive in recent decades. But emissions are still rising. Much more needs to be done and done quickly. Green investment has expanded at a healthy pace in advanced economies and China. The greatest effort must now be made by other emerging market and developing economies, which must massively increase their green investment growth and reduce their fossil fuel investment. This will require technology transfer by other advanced economies and China, as well as substantial private and public financing.

On these questions, as well as on so many others, multilateral frameworks and cooperation remain essential for progress.

Source: <https://www.imf.org/en/Blogs/Articles/2024/04/16/global-economy-remains-resilient-despite-uneven-growth-challenges-ahead>

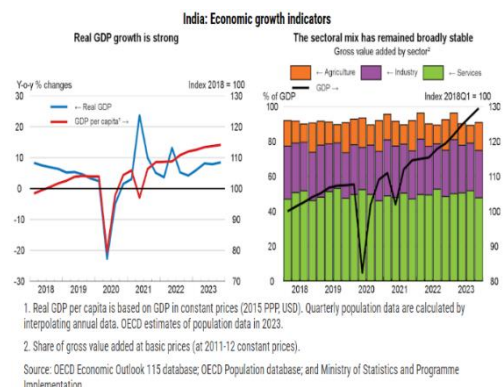
## INDIAN ECONOMY

GDP growth is projected at 7.8% in FY 2023-24 and around 6½ per cent in each of the following two fiscal years. Domestic demand will be driven by gross capital formation, particularly in the public sector, with private consumption growth remaining sluggish. Exports will continue to grow, especially of services such as information technology and consulting where India will continue to increase its global market share, supported by foreign investment. Headline inflation will decline gradually, although uncertainty about food inflation remains elevated.

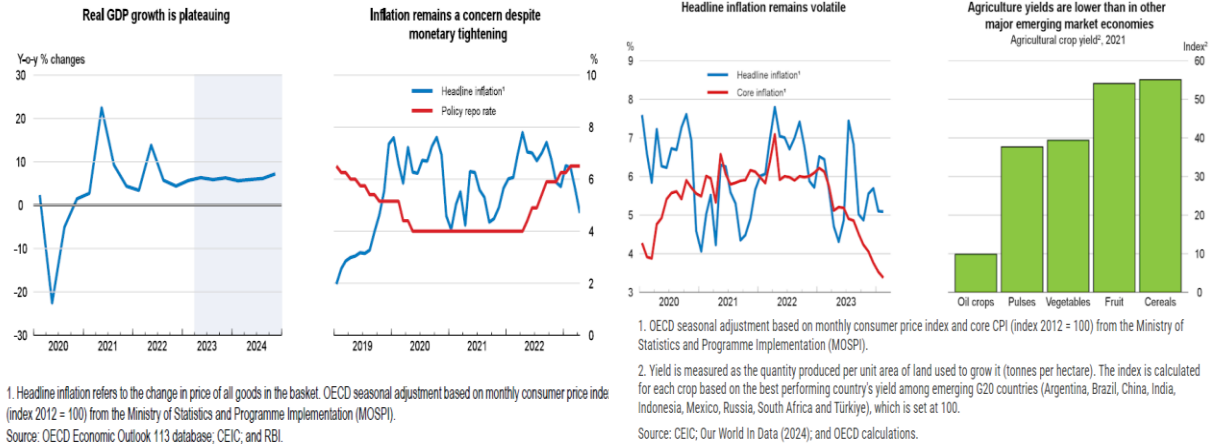
Monetary policy easing is projected to start in the second half of the year once lower inflation is maintained. The 2024 Interim Union Budget aims for consolidation, setting a fiscal deficit target at 5.1% of GDP for FY 2024-25. Fiscal support should remain targeted towards vulnerable households. Rising debt limits fiscal space and increases the need to tackle structural problems in order to make growth fairer and more sustainable. Returns from reforms could be significant in agriculture, which accounts for the largest share of employment and, due to low productivity and still widespread poverty, absorbs considerable public subsidies.

### Public investment has boosted aggregate demand

Growth was stronger than expected in the second half of FY 2023-24, driven by strong public investment in transport and energy infrastructure, as well as exports of services. Private real estate demand is also strong. On the other hand, private consumption has been less vigorous, confirming the preliminary findings from a new household consumption expenditure survey. Some high-frequency indicators, including on E-way bills, toll collections, and new vehicle and scooter sales are suggesting increasing activity. Other indicators, such as digital payment transactions and cement output, remain relatively flat. In urban areas, conditions on the labour market have become more favorable for job seekers, but in rural areas demand for work under the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) has lost steam, although it remains at high levels. The tighter monetary policy stance and tight liquidity have helped to anchor inflation expectations, despite recurrent supply-side shocks. Headline inflation eased to 4.9% in March 2024, helped by lower import price growth and softer input prices, and core inflation stood at 3.2%. The stock exchange has reached new highs recently, with related capital gains supporting discretionary consumption. The growth of bank credit to industry slowed to 7.8% in January 2024.



## India 1



Global near-term developments pose obstacles to higher growth. The terms-of-trade tailwinds of recent years will fade, while the Middle East conflict and the threats to Red Sea shipping lanes add risk to India's trade, contributing to a decline in diesel exports to Europe. Foreign capital flows to Indian stock markets are continuing, including into small- and medium-cap companies. There are signs of growing integration of India into global production networks through trade in intermediary inputs and business services. However, expectations of a major shift to India by global corporations keen to diversify their supply chains away from China, prominently in electronic goods, have yet to materialize.

### Monetary policy will start loosening and fiscal consolidation remains a priority

The Reserve Bank of India (RBI) remains committed to the objective of achieving the medium-term target for CPI inflation of 4% within a band of +/- 2%, while supporting growth. Assuming a normal monsoon season and no other supply shocks that may de-anchor inflation expectations, a first cut of the policy rate is projected in late 2024, with cumulative cuts of up to 125 basis points implemented before March 2026. The RBI will only switch the stance to neutral during 2025.

The FY 2024-25 budget is projected to meet the Interim Budget's ambitious Union deficit target of 5.1% of GDP, mostly through continuing improvement in tax collection (at largely unchanged rates) and, to a lesser extent, lower outlays for defense and transportation. A full-year budget will be presented after the April-June general election, providing a detailed statement of the new government's strategy. Reducing government indebtedness will require a combination of increased revenues, improved spending efficiency and stronger fiscal rules. Renewed consideration should be given to divestiture of government assets, including of public banks and utilities.

### A moderate slowdown is expected

In FY 2024-25, India's GDP growth will slow to 6.6%. Fiscal consolidation, while necessary, will weigh on public investment, and be offset only partially by stronger private investment as business confidence improves. Household consumption (in particular, consumers' discretionary demand) is not expected to accelerate, amid disappointing job creation, lukewarm rural performance, and still tight financial conditions. Stronger external demand will bring an improvement in export growth. GDP growth will remain in line with the 20-year average in FY 2025-26.

Risks are balanced. On the downside, they include new supply chain disruptions generated by geopolitical turmoil, food inflation stickiness due to extreme weather episodes, and negative spillovers from fluctuations in global financial markets. On the upside, growth may be faster than projected if ongoing disinflation strengthens consumers' purchasing power, boosting household consumption, business investment and job creation.

### Fiscal consolidation should be accompanied by reforms, including in agriculture

India needs to achieve a higher level of real GDP growth to address the country's multiple development challenges, especially job creation. Fiscal consolidation is appropriate in the current context given the high level of public debt, which holds back private investment. Fiscal consolidation requires a prioritization of expenditures on infrastructure, including schools and hospitals, climate risk mitigation and digitalization. Removing market distortions is another key requirement

to facilitate resource allocation and foster stronger, more sustainable and inclusive growth, including in agriculture. The sector employs 44% the workforce and accounts for 56% of non-energy CO2 emissions, but only for around 15% of GDP. Agricultural yields are sub-par and incomes low. Moreover, fertilizer and food subsidies represent a fifth of the overall government budget. To ensure further progress, unpredictable export restraints and tax surcharges should be avoided, subsidies for fertilizers and pesticides reduced, and minimum price supports rationalized (accompanied by a shift to direct payments for non-staple crops). In addition, requirements to sell produce in mandis (state-regulated wholesale markets) should be relaxed. Such bold actions must be accompanied by pro-active communication, open dialogue with stakeholders and regulatory safeguards.

SOURCE: <https://www.oecd-ilibrary.org/sites/69a0c310-en/1/3/2/23/index.html?itemId=/content/publication/69a0c310-en&csp=3184060ecf59639d0f609174b10264b5&itemIGO=oecd&itemContentType=book>

## ROAD AHEAD

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakhs crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakhs crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

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

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

## INDIA'S NUTRACEUTICAL INDUSTRY



India's nutraceutical market is prepped to be a global leader at USD 4-5 billion. It is expected to grow approximately USD 18 billion by 2025.

The dietary supplements market in India is valued at USD 3924.44 million in 2020 and reports say that it will reach USD 10,198.57 million by 2026 that is 22% growth rate year on year.

The ongoing pandemic and the rising importance about preventive healthcare has led to the exponential growth of this sector. Indian population has begun to believe in immunity-boosting supplements and has led to a significant shift in buying patterns and market behavior. Vitamin capsules, chewable tablets and gummies are examples of the open-minded buying behavior of consumers of healthcare products.



Source - <https://www.foodprocessingindia.gov.in/newsletter/emailer/two>

## RISE OF PREVENTATIVE HEALTHCARE

- Preventive healthcare has become an important line of defence during the pandemic proving the nutraceuticals sector to be a strong economic partner to the people.
- Even after the pandemic severity has minimized, nutraceuticals purchases are soaring. The second wave proved that the nutraceutical sector has built and will continue to grow its presence in the market. (Naresh, n.d.)
- The global market for nutraceuticals is huge at approximately USD 117 billion, the Indian nutraceutical industry can step up to combat health issues in India amidst ongoing pandemic and significantly contribute to India's Gross Domestic Product (GDP).
- The consumption of potential nutrients and micro-nutrients like Vitamin A, Vitamin D, Vitamin C, folate, selenium, zinc, etc. has substantially increased for better immunity.
- According to a study by Nutrition and Dietary Supplements, many ingredients can be included in daily diet to possibly gain immunity or protection against coronavirus. Polyphenols, leguminous seeds containing plant protease inhibitors, as well as proteins, such as whey protein could be incorporated into the daily diet.

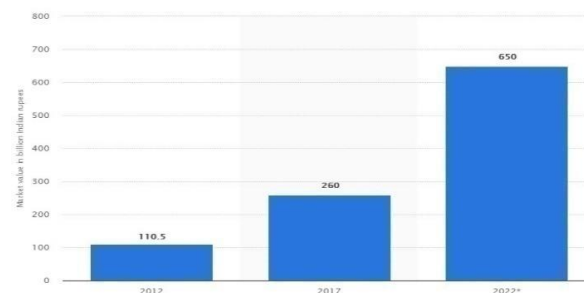
## INDUSTRY OVERVIEW

### Global Nutraceutical Market Stats

Currently, 90% of the total global nutraceutical market is captured by the USA, Japan and Europe. The global market should reach USD 336 billion by 2023 from USD 247 billion in 2019 at a compound annual growth rate (CAGR) of 8%

### Indian Nutraceutical Market Stats

- After these global markets have attained maturity, the nutraceutical organizations are now shifting to developing economies in the Asia Pacific.
- In 2017, the Indian market held only a 2% market share of the global nutraceutical market and its estimated valuation stands at around \$5 billion as of 2019. It is expected to reach USD 11 billion by 2023, increasing at a CAGR of 21%.
- By 2023, India is also expected to hold at least a 3.5% market share of the global market.
- Pharmaceuticals export from India stood at USD 16.3 billion in FY20. As of November 2020, India exported pharmaceuticals worth USD 15.86 billion in FY21. Pharmaceutical exports stood at USD 16.28 billion in FY20 and USD 2.07 billion in October 2020.



- Currently, the Indian market imports more than it exports; USD 1.5 billion in exports and importing the USD 2.7 billion worth of nutraceuticals. The market is expected to grow at a significant 22% CAGR by 2023.
- The Indian nutraceuticals industry has been growing at 25% annually during the pandemic. The Foreign Direct Investment (FDI) has also increased from USD 131.4 million (FY12) to USD 584.7 million (FY19).

### **Current Trends and Future Predictions**

- The urban population across India have become health and fitness conscious like never before. This is providing a massive growth opportunity for Nutraceuticals Industry in India. Due to which the market is expected to witness significant growth.
- Nutraceutical manufacturers and marketers have come up with new ways to make the consumer aware about the product, its benefits and role in preventative healthcare as well as medical treatment.
- Industry players are also undertaking several initiatives on their own, including a renewed focus on improved quality standards of the product, enhanced transparency, and competitive pricing for innovations.
- This will give a boost to Nutraceuticals in the health and wellness segment. The nutraceutical market already occupies 67% share beating the pharma dominated supplement market.

SOURCE: [https://www.foodprocessingindia.gov.in/newsletter/emailer/two#:~:text=The%20market%20is%20expected%20to,USD%20584.7%20million%20\(FY19\)](https://www.foodprocessingindia.gov.in/newsletter/emailer/two#:~:text=The%20market%20is%20expected%20to,USD%20584.7%20million%20(FY19))

### **AYURVEDIC PRODUCTS INDUSTRY INDIA**

Ayurvedic Medicines are produced by several thousand companies in India, but most of them are quite small, including numerous neighbourhood pharmacies that compound ingredients to make their own remedies. It is estimated that the total value of products from the entire ayurvedic production in India is on the order of one billion dollars (US). There are today 30 companies doing a million dollars per year in business to meet the growing demand for ayurvedic medicines. The products of these companies are included within the broad category of FMCG (Fast Moving Consumer Goods) which mainly involves foods, beverages, toiletries, cigarettes etc.

Source <https://www.dsir.gov.in/ayurveda>

### **GROWTH OF AYUSH INDUSTRY IN INDIA**

As per the research report on Ayush Sector by Forum on Indian Traditional Medicine (FITM) under Research and Information System for Developing Countries (RIS), the market size of Ayush industry is US\$ 18.1 billion (INR 1,49,451 Crore as per current INR-Dollar rate) in 2020 whereas it was US\$ 2.85 billion (INR 23,532 Crore as per current INR-Dollar rate) in 2014-15 (Goraya and Ved).

The Ministry has developed a Central Sector Scheme for Promotion of International Co-operation in Ayush (IC Scheme) under which Ministry of Ayush provides support to Indian Ayush Manufacturers/ Ayush Service providers to give boost to export of Ayush products & services; facilitate International promotion, development and recognition of Ayush system of medicine; foster interaction of stakeholders and market development of Ayush at international level; promote academics and research through establishment of Ayush Academic Chairs in foreign countries and holding training workshop/symposiums for promoting and strengthening awareness and interest about Ayush Systems of Medicine at international level.

The Ministry of Ayush in cooperation with Ministry of Commerce and Industry has set up an Ayush Export Promotion Council for medicines and products of Ayurveda, Homoeopathy, Siddha, Sowa Rigpa and Unani systems and services of the Ayush systems.

As per the report of Research and Information System for Developing Countries (RIS), on 'Ayush Sector in India: Prospects & Challenges', the global market size of the herbal sector was estimated at US\$ 657.5 billion (INR 54,28,977 Crore as per current INR-Dollar rate) in 2020. In terms of overall exports, the total Ayush export of India has increased from US\$ 1.09 billion (INR 9,000 Crore as per current INR-Dollar rate) in 2014 to US\$ 1.54 billion (INR 12,715 Crore as per current INR-Dollar rate) in 2020.

Ministry of Ayush has taken the following steps to push exports globally: -

- Ministry has signed 24 Country to Country MoUs for Cooperation in field of Traditional Medicine and Homoeopathy with foreign nations.
- 40 MoUs have been signed with international institutes for undertaking Collaborative Research / Academic collaboration.
- 15 MoUs have been signed with international institutes for setting up of Ayush Academic Chairs in foreign nations.
- Ministry of Ayush has provided support for establishment of 39 Ayush Information Cells in 35 foreign nations.
- The “Ayush Export Promotion Council” has been registered under section 8(4) of the Companies Act 2013 on 04.01.2022 under the Ministry of Ayush in support of the Ministry of Corporate Affairs to tackle the obstacles for registration of Ayush products abroad, undertaking of market studies and research activities abroad.
- MoUs have been signed with London School of Hygiene & Tropical Medicine (LSH&TM), UK and Frankfurter Innovationszentrum Biotechnologie GmbH (FIZ), Frankfurt Germany for clinical research studies on mitigation of Covid-19 through Ayurveda.
- WHO-GMP (COPP) has been given to 31 Ayurvedic Drug manufacturers to facilitate the export of Ayurveda, Siddha, and Unani & Homoeopathy Drugs.

SOURCE: <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1909096>

## GLOBAL AYURVEDIC MARKET

The Global Ayurveda market was estimated to be US\$ 4.5Bn in 2019, and is expected to reach US\$ 14.9Bn by 2026 at a CAGR of 16.14%.

Factors favouring the growing global demand for Ayurveda include its wide knowledge-base, increasing modern adaptation of traditional procedures, trust arising out of centuries of usage, advanced educational system and large institutional base.

Key markets outside India include the Asia-Pacific (APAC) countries, USA, Nepal, UAE, the Netherlands, Italy, Russia and France.

### Niche segments of the Ayurveda Market

Nutraceuticals (products derived from food sources but which provide extra health benefits) and personal care products like lotions, oils and shampoos are among the major product segments, part from medicinal formulations.

### The huge domestic market for Ayurveda in India

The estimated domestic market for Ayurveda in India is US \$ 4Bn according to Research and Markets. This is roughly 89% of the global market. Supported by a large pool of trained manpower and patronized by large and growing middleclass, the market is expected to grow at a CAGR of 16% in the coming years.

### Top Export Destinations from India for Ayurveda

USA, Nepal, UAE, Netherland, Italy, Russia and France.

- While the search for a cure to Covid 19 continues, the delay in its discovery has turned public attention to preventive health solutions. There has consequently been considerable interest in Ayurveda, the ancient healthcare system from India, which is also one among the oldest medical disciplines of the world. However, the growing acceptance and adoption of Ayurveda across the world is not a Covid 19-related development, but has been a trend over the last few years.
- According a report by Maximise Market Research Private Ltd., the global Ayurveda market was estimated to be US\$ 4.5Bn in 2019, and is expected to reach US\$ 14.9Bn by 2026 at a CAGR of 16.14%. (For details: <https://www.maximizemarketresearch.com/market-report/global-ayurvedic-market/23882/>) This CAGR makes Ayurveda a sector with significantly high growth potential and makes it attractive for investments.

### Factors supporting growth of global market of Ayurveda:

- a) One of the oldest systems of medicine which has gained people's trust over centuries of usage.
- b) Elaborate knowledge-base with rapid adoption of current and modern approaches.
- c) Well-developed systems of education, regulation, medical services and manufacturing infrastructure.
- d) Large pool of skilled man power
- e) Proactive International Cooperation policies of Ministry of AYUSH, including collaborations with bodies like the WHO
- f) The massive local market in India with the patronage of a growing middle-class population.
- g) Significant and growing adoption of Ayurveda in countries like USA, UAE, Russia, Japan and many more destinations ensuring stability locally and internationally.



Nutraceuticals (products derived from food sources but which provide extra health benefits) and personal care products like lotions, oils and shampoos are among the major product segments, apart from medicinal formulations. The nutraceuticals include those providing cellular health support, immune health support, bio-chemical/neuroendocrine support and nutritional support through phytonutrients.

The huge and loyal domestic market support for Ayurveda in India (estimated to be US \$ 4 Billion according to Research and Markets) is a key factor that augers well for the future of the sector. The Indian market accounts for 89% of the global market. Supported by a large pool of trained manpower and patronized by a large and growing middleclass, the domestic market is expected to grow at a CAGR of 16% in the coming years.

The major markets for Ayurveda outside India include the Asia-Pacific (APAC) countries, USA, Nepal, UAE, the Netherlands, Italy, Russia and France

**Disclaimer: The above note is based on industry reports available in public domain, and is for the purpose of awareness creation.**

SOURCE:

[1] Global Ayurvedic Market - Industry Analysis and Forecast (2019-2026) <https://www.maximizemarketresearch.com/market-report/global-ayurvedicmarket/23882/>

[2] How to export Medicaments of Ayurvedic System from India | HS 30049011 Export Import Data. <https://connect2india.com/global/export-MEDICAMENTS-OF-AYURVEDICSYSTEM-from-india/hs-code-30049011>

[3] Growth Potential of AYUSH in India. <https://www.investindia.gov.in/team-india-blogs/growth-potential-ayush-india>.

## INDIA'S COSMETIC AND HOMECARE INDUSTRY

### Cosmetic

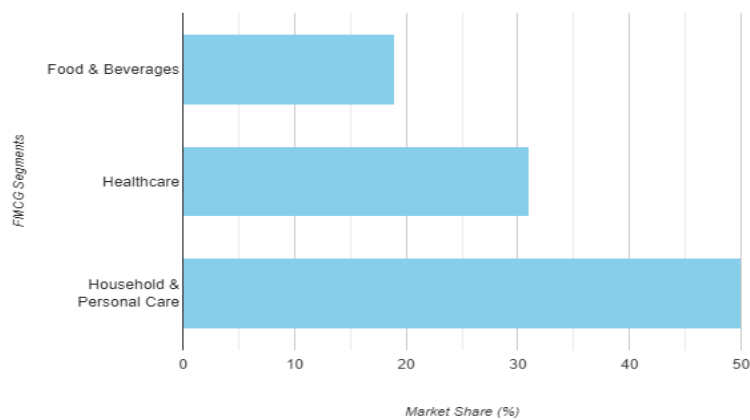
Over the last decade, India has seen consistent growth in the personal care and cosmetics market with increasing shelf space in boutiques and retail stores across the country. The India Cosmetics Products Market is projected to register a CAGR of 10.91% during the forecast period (2024-2029). On the other hand, the global cosmetics industry is growing at 4.3% CAGR and will reach US\$ 450 billion by 2025.

Many multinational brands have entered the Indian market, primarily aided by dedicated support structure and their respective pricing strategies.

The Indian beauty market continues to be one of the fastest-growing ones in the entire world. India is one of the most attractive countries for multinational corporations aiming to increase their market share, with a population of over a billion people and rising disposable income. The Indian cosmetics industry is majorly categorised into skin care, hair care, oral care, fragrances, and colour cosmetics segments.

Increasingly, individuals have integrated beauty care into their daily routines for skincare and haircare, moving away from traditional medical interventions. Consequently, the beauty sector is not merely focused on aesthetics but is also encroaching upon the therapeutic solutions market.

**Market Share of FMCG Segments in India (2022)**



### Homecare

India household cleaning market size was estimated at USD 7,621.1 million in 2022. During the forecast period between 2023 and 2029, the size of India household cleaning market is projected to grow at a CAGR of 21.4% reaching a value of USD 29,617.5 million by 2029.

Indian households spent nearly Rs. 47 Lakh crore (US\$ 60 billion) on FCMG, in the year ending February 2021. Online portals are expected to play a pivotal role in penetrating rural markets, facilitated by the anticipated growth in internet users, projected to reach 1 billion by 2025. For 51% of Indians, spending on healthcare products increased in the 12 months to August 2021. The covid-19 pandemic has driven Indian consumers to focus their spending priorities on healthcare. By 2030, it is estimated that 40% of FMCG consumption will occur online, with the share of e-commerce in total FMCG sales expected to increase by 11%.

The organized sector is experiencing significant expansion due to heightened brand consciousness and the proliferation of modern retail formats, thereby reducing the market share held by unorganized entities.



## **RISE OF INDUSTRY**

### Cosmetic

- Cosmetic products and their application have been documented since the Indus valley culture in India. Before the turn of the century, beauty products, including skincare and hair care were mostly homemade, using herbs and ingredients available locally in India. Besides, some beauty practices were based on routine and other practices were dependent on the seasons. In Ayurveda, Tailams (oils) and Ghritas (clarified butter or ghee) were used for facial beautification.
- With globalization, beauty and personal care products from other countries became available in India, increasing accessibility and affordability. One example is the replacement of Shikakai (a powder made from parts of a dry shrub) with shampoos containing surfactants.
- According to research, the industry was valued at approximately USD 14.9 billion in 2021 and is projected to reach USD 28.9 billion by 2026. This reflects a compound annual growth rate (CAGR) of 14.9% over the forecast period (2021-2026). Such robust growth highlights the increasing demand for beauty and personal care products among Indian

consumers, signifying the market's vast potential. India's Beauty & Personal Care Market was estimated to be USD 25.96 Bn in 2023 and is expected to reach USD 35.21 Bn by 2028, growing at a CAGR of 6.286%.

- Changing lifestyles, and growing awareness contributed to a significant development in India's cosmetic industry. India is ranked fourth globally for generating the highest revenue from the beauty and personal care market in 2023.

### Homecare

- Cleaning products are crucial to our daily lives because they keep us healthy by removing allergens, pollutants, and bacteria.
- The increased awareness of the importance of maintaining a clean and germ-free environment, especially in light of health concerns, has driven the demand for household cleaning products. Consumers are seeking a wide range of cleaning solutions, including surface cleaners, disinfectants, hand sanitizers, and laundry detergents, to ensure their homes are free from contaminants. This surge in demand has led to innovation in product formulations and packaging, making these products more accessible and convenient for consumers. As a result, the India household cleaning market has witnessed substantial expansion, with both established brands and new players competing to meet the growing hygiene needs of the population.
- Fast-moving consumer goods (FMCG) is the fourth-largest sector in the Indian economy. There are three main segments in the sector food and beverages, which accounts for 19% of the sector; healthcare, which accounts for 31% of the share; and household and personal care, which accounts for the remaining 50% share. The urban segment contributes to about 65% of the revenue share, while the rural segment accounts for 35%. The rise in rural consumption will drive the FMCG market.
- Accounting for a revenue share of around 65%, the urban segment is the largest contributor to the overall revenue generated by the FMCG sector in India in 2022. India's villages contributed more than 35% to overall annual FMCG sales in 2022.

## INDUSTRY OVERVIEW

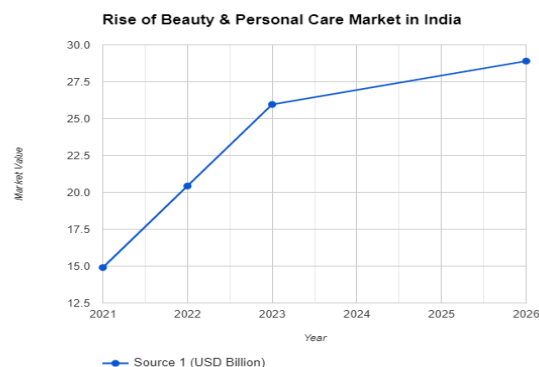
### Cosmetic

#### Global Cosmetic Market Stats

The United States leads the global beauty and personal care market with a substantial revenue of 97.81 billion U.S. dollars. In second place, China secures 67.18 billion U.S. dollars in revenue. Conversely, Egypt ranks at the lower end of this market with a revenue of 6.7 billion U.S. dollars, marking a significant gap of 91.11 billion U.S. dollars when compared to the United States.

#### Indian Cosmetic Market Stats

- One of the sectors with the highest growth in India is the beauty industry, which is predicted to continue expanding in the years to come.
- The Indian cosmetics and grooming market are expected to reach a staggering US\$ 20 billion by 2025. The market share ratio between the organised and unorganised segments is anticipated to evolve from the current 25:75 to a more balanced 44:55 by the same year.
- The industry was valued at approximately USD 14.9 billion in 2021 and is projected to reach USD 28.9 billion by 2026. This reflects a compound annual growth rate (CAGR) of 14.9% over the forecast period (2021-2026).
- India's Beauty & Personal Care Market was estimated to be USD 25.96 Bn in 2023 and is expected to reach USD 35.21 Bn by 2028, growing at a CAGR of 6.286%.
- By 2025, along with this growth, India will constitute 5% of the total cosmetics market and reach the top five global markets in terms of revenue.



### Current Trends and Future Predictions

- Increasingly, individuals have integrated beauty care into their daily routines for skincare and haircare, moving away from traditional medical interventions. Consequently, the beauty sector is not merely focused on aesthetics but is also encroaching upon the therapeutic solutions market.
- Generation Z has driven a significant change in this industry, as they have accessed social media to express their demands and seek products that cater to their preferences. Companies have leveraged digital marketing, particularly social media, to engage with their target audience effectively. These trends have intensified, positioning India's cosmetic industry for remarkable growth in the future.
- The industry has also witnessed a massive transition from offline to online platforms, affecting premium products. Companies have offered customised products in response to consumer preferences, which has attracted more clients. The digital revolution has enhanced accessibility to various cosmetic products through e-commerce, allowing consumers from urban to rural areas to shop easily.
- The Indian beauty sector has undergone a substantial amount of consolidation in recent years as huge global businesses have tried to tap into the lucrative market. This has led to a more competitive environment where many smaller competitors struggle to stay competitive and maintain business growth. Additionally, firms are now able to connect deeply with their target demographic owing to digital marketing methods.
- Offering customised products could assist businesses in drawing in more clients because consumers are more likely to buy from companies that will meet their needs and supply goods that match their preferences. Customers frequently favour firms that can deliver the same services to them at home or that can create products specifically for them.
- Furthermore, there has been a rise in quality-conscious consumers, and the market has expanded with growing disposable incomes and urbanisation.
- With the changing mind-sets and the rise of metro sexuality concept, the number of male customers has been steadily rising and are expected to grow stronger in the coming years. The retail sales value of male grooming products has grown by 40% over the last 5 years and is valued at US\$1.4 bn.

[source: https://www.ibef.org/research/case-study/growth-of-the-cosmetic-industry-in-india](https://www.ibef.org/research/case-study/growth-of-the-cosmetic-industry-in-india)

### Homecare

#### Global Homecare Market Stats

The global FMCG market size was valued at \$11,490.9 billion in 2021 and is projected to reach 18,939.4 bn USD by 2031, registering a CAGR of 5.1% from 2022 to 2031. Asia-Pacific segment held the major share of 35.1% in 2021.

#### Indian Homecare Market Stats

- Fast-moving consumer goods (FMCG) is the fourth-largest sector in the Indian economy.
- The sector had grown 8.5% in revenues and 2.5% in volumes in FY23. In the January-June period of 2022, the sector witnessed value growth of about 8.4% on account of price hikes due to inflationary pressures.
- In the second quarter of 2022, the FMCG sector clocked a value growth of 10.9% YoY — higher than the 6% YoY value growth seen in the first quarter.
- The personal and household care category in the FMCG sector grew from 32% in 2019 to 40% in 2020.
- According to NielsenIQ's report, in 2024, the FMCG industry in India is expected to grow between 4.5-6.5%, owing to strength in the sector and Indian economy.
- By 2030, it is estimated that 40% of FMCG consumption will occur online, with the share of e-commerce in total FMCG sales expected to increase by 11%.

### Current Trends and Future Predictions

- Rural consumption is on the rise, driven by increasing incomes and elevated aspirations, resulting in a higher demand for branded products.
- The organized sector is experiencing significant expansion due to heightened brand consciousness and the proliferation of modern retail formats, thereby reducing the market share held by unorganized entities.
- Online portals are expected to play a pivotal role in penetrating rural markets, facilitated by the anticipated growth in internet users, projected to reach 1 billion by 2025.

- The role of rising income, increasing brand awareness, digitalization, and supportive economic policies are collectively driving substantial growth in India's FMCG and food services sectors.
- The FMCG sector has received good investments and support from the Government in the recent past. Union Budget 2023-24 has allocated US\$ 976 million for PLI schemes that aims to reduce import costs, improve the cost competitiveness of domestically produced goods, increase domestic capacity, and promote exports.
- FMCG giants such as Johnson & Johnson, Himalaya, Hindustan Unilever, ITC, Lakmé and other companies (that have dominated the Indian market for decades) are now competing with D2C-focused start-ups such as Mamaearth, The Moms Co., Bey Bee, Azah, Nua and Pee Safe. Market giants such as Revlon and Lotus took ~20 years to reach the Rs. 100 crore (US\$ 13.4 million) revenue mark, while new-age D2C brands such as Mamaearth and Sugar took four and eight years, respectively, to achieve that milestone.
- India's FMCG sector has long been the top spender in the country's advertising market, commanding nearly one third share Rs. 31,000 Crore (US\$ 3.75 billion) in 2023 of the total Advertising expenditure.
- The FMCG sector employs around three million people accounting for approximately 5% of the total factory employment in India. FMCG sales in the country were expected to grow 7-9% by revenues in 2022-23. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and the growth of e-commerce platforms.
- The FMCG market in India is expected to increase at a CAGR of 14.9% to reach US\$ 220 billion by 2025, from US\$ 110 billion in 2020.

source: <https://www.ibef.org/industry/fmcb-presentation>

## INDIA'S VETERINARY FEED AND FOOD INDUSTRY

As more families adopt pets, particularly in urban areas, the demand for high-quality pet food products has surged. India Pet Food Market was valued at USD 843.89 million in 2024 and is anticipated to grow with a CAGR of 15.37% through 2030. The India pet food market has experienced substantial growth over the past decade, fuelled by increasing pet ownership, urbanization, and rising disposable incomes.

### RISE OF INDUSTRY

- In the Indian pet food market, the dog food segment is experiencing rapid growth, driven by several factors contributing to its prominence. Dogs are the most popular pets in India, particularly in urban areas where pet ownership is on the rise due to changing lifestyles and increasing disposable incomes. As more families choose to adopt dogs, the demand for specialized and nutritionally balanced dog food products has surged.
- India's pet food industry has been witnessing growth with the rise in pet expenditure. Pet expenditure witnessed a growth of 24.9% between 2017 and 2022 due to the different types of pet food provided to pets and the rising premiumization. Pet parents are purchasing pet food products that contain natural ingredients and organic food by paying a premium price for these products to keep their pets healthy and prevent malnutrition.
- The high demand for purchasing pet food through online channels can be attributed to the availability of different types of pet food, such as organic pet food, dry pet food, and wet pet food, on a website with an easy delivery process. For instance, in 2021, about 73% of pet parents purchased pet food through online retailers. The country's evolving quick e-commerce business landscape may also boost online pet food sales during the forecast period.



### INDUSTRY OVERVIEW

#### Global Veterinary feed and food market stats

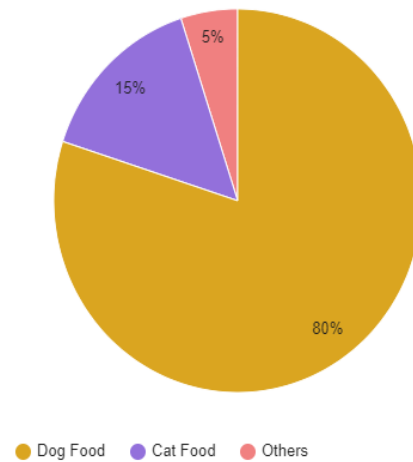
The global animal feed market size was valued at USD 509.64 billion in 2023. The market is anticipated to grow from USD 525.69 billion in 2024 to USD 678.45 billion by 2032, exhibiting the CAGR of 3.2% during the forecast period.



### Indian Veterinary feed and food market stats

- In Asia-Pacific, India is one of the emerging pet food markets. In 2022, it accounted for a 2.1% share of the region's pet food market, an increase of 113.0% during 2017-2022. This growth was due to the significant increase in the pet population, the rise in the pet humanization trend, and the higher usage of commercial pet food products over home-cooked foods.
- India Pet Food Market was valued at USD 843.89 million in 2024 and is anticipated to grow with a CAGR of 15.37% through 2030.
- The dog food segment accounts for the largest share of the country's pet food market. It held a market value of USD 562.7 million in 2022, which is anticipated to reach USD 1,760.1 million in 2029.
- Cats held the second-largest share in the country's pet food market, amounting to 7.0% in 2022, anticipated to record a CAGR of 12.7% during the forecast period.
- The India Pet Food Market is moderately consolidated, with the top five companies occupying 56.03%. The major players in this market are Charoen Pokphand Group, Colgate-Palmolive Company (Hill's Pet Nutrition Inc.), IB Group (Drools Pet Food Pvt. Ltd.), Mars Incorporated and Nestle (Purina)

Market Share of Pet Food in India (2022)



### Current Trends and Future Predictions

- The burgeoning pet ownership trend in India is a key catalyst for the growth of the pet food market. As lifestyles evolve and disposable incomes rise, particularly in urban centres, pets are increasingly viewed as cherished family members. This shift is fuelled by a growing appreciation for the emotional benefits and companionship that pets provide.
- Rising incomes correlate with greater awareness of pet nutrition, leading to a demand for high-quality, specialized diets. The availability of online resources further fuels this trend, empowering pet owners to make informed choices.
- Increased awareness about pet health and nutrition is driving the demand for high-quality pet food in India. Pet owners are becoming more knowledgeable about the specific dietary needs of their animals, seeking products that cater to different life stages, health conditions, and breed-specific requirements.
- Brands are responding to this demand by offering a variety of products, including age-specific formulas, grain-free options, and therapeutic diets for pets with medical conditions.
- The role of e-commerce in shaping the pet food market in India cannot be overstated. Online platforms have democratized access to a wide range of pet food products, offering convenience, competitive pricing, and a vast selection that may not be available in local brick-and-mortar stores. This trend has been accelerated by the COVID-19 pandemic, which prompted a shift towards online shopping for pet essentials.

source: <https://www.techsciresearch.com/report/india-pet-food-market/5074.html>

## 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. Before deciding to invest in the Equity Shares, investors should read this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 27 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 198, 238 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. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

### BUSINESS OVERVIEW

Influx Healthtech Limited is a Mumbai-based healthcare product-focused company that has carved a niche in contract manufacturing the Company carter as third-party manufacturer. The company operates three manufacturing facilities located in Thane, Maharashtra, covering an area approximately 6,500 square feet, 13,000 square feet, and 14,000 square feet. These manufacturing plants are certified with GMP (Good Manufacturing Practice), HACCP (Hazards Analysis & Critical Control Points), ISO 22000, and Halal, and are equipped with advanced machinery, a quality control department, and a skilled workforce.

Our company operates as a Contract Development and Manufacturing Organization (CDMO), which is a third-party manufacturer. We specialize in a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic / Herbal, Veterinary Feed Supplements, and Homecare segment. This includes the production of Active Pharmaceutical Ingredients (APIs) and the manufacturing of finished dosage forms such as tablets, capsules, and injectables.

In 2020, Influx was established by our visionary founder, Mr. Munir Abdul Ganee Chandniwala. His dedication and passion laid the foundation for our organization, . Mr. Munir Abdul Ganee Chandniwala completed a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctor of Philosophy program from Bharatiya Shiksha Parishad, Uttar Pradesh (2010). He has Approximately 18 years of experience in the nutraceutical, cosmetics, ayurvedic, and homecare industries. He is also registered with the Maharashtra State Pharmacy Council as a registered pharmacist. Additionally, he completed a Diploma in Nutrition from Fab Academe, a division of Fabulous Body Inc., California, United States, in 2019. Since 2005, he has been a successful entrepreneur in the field of third-party manufacturing, contract development, and manufacturing.

Ms. Shirin Munir Ahmed Chandniwala is another founder and the Whole-Time Director of the company. She holds a Bachelor of Commerce and a Master of Commerce degree from Hemchandracharya North Gujarat University. Ms. Shirin Chandniwala is well-versed in financial management, data analysis, and budget oversight. With more than 12 years of in the field of Finance industry, she has been an integral part of the company since its inception. She is highly qualified to supervise the overall financial development at Influx. As a founder of the company, she has over three years of experience in the nutraceutical, cosmetics, and healthcare industries.

Our Manufacturing division offers the following products:

#### **Dietary/Nutritional Supplement**

We manufacture dietary and nutritional supplements in the form of tablets, capsules, powders, liquid orals, softgels, lozenges, jellies, Oral Dispersible Films, Candies, Gym/Sports Supplements, Gummies & Effervescent Tablets, Liquid Fill Capsules and more;

#### **Cosmetics**

We manufacturer cosmetics products for men and women viz. skin, body care, hair care, beard care, face masks, and soaps;

#### **Ayurvedic / Herbal**

We manufacturer ayurvedic formulations in form of Tablets, Capsules, Powder, Liquid Orals and External Application viz. Ointments, Creams, Lotions etc;

## Veterinary Feed

We manufacture veterinary feed supplements in the form of tablets, liquid orals, oral sprays, powders, boluses, gels, ointments, and creams for animals, including dogs, cats, horses, birds, cows, chickens, pigs, buffaloes, squirrels, and goats.

## Homecare

We manufacture home care products which includes bathroom cleaners, floor cleansers, and phenyle liquid etc.

All products manufactured under our contract manufacturing services are produced in compliance with applicable statutory and regulatory requirements, as well as customer preferences. This approach allows us the flexibility to incorporate any necessary changes based on customer specifications.

Our Company operates a comprehensive business model designed to support Nutraceutical and Cosmetics companies through all stages of product development and manufacturing. The primary aim of our company is to offer end-to-end services that encompass product development, production, and regulatory support, enabling client companies to focus on their core competencies of formulation, discovery and commercialization. One of the key components of our business model is the provision of development services. This includes formulation development, where the organization creates stable and effective formulations, and process development, which involves establishing efficient and scalable manufacturing processes. Additionally, analytical development is critical as it entails developing testing methods to ensure quality, safety, and efficacy.

Quality assurance and control are fundamental aspects of our business model. Quality Control (QC) involves rigorous testing of products to ensure they meet predefined quality standards. Concurrently, Quality Assurance (QA) implements systems and processes to maintain these standards throughout the development and manufacturing stages. This dual focus on QC and QA helps us to build client trust and ensure the delivery of high-quality products.

We are proud to be WHO-GMP compliant, adhering to the stringent guidelines set by the World Health Organization. Our commitment to quality is further demonstrated by our ISO 22000:2018 and ISO 14001:2015 certification, obtained from a respected Euro-UK certification body. Our company is also in compliance of international food safety certification that guarantees critical points in product preparation are controlled, which is obtained from a respected Euro-UK certification body. Currently, Our Company is having FDA approval for products from Food & Drugs Administration.

Since inception, our company embarked on a journey of growth and continuous improvement. Initially, we started as a modest manufacturing house for oral and external formulations. However, recognizing the importance of quality and compliance, we swiftly shifted to a Schedule M GMP compliant unit where we started the production of our products. This transition enabled us to enhance our manufacturing capabilities and ensure stringent adherence to regulatory standards. This addition enabled us to contribute to the critical healthcare need for oral rehydration solutions, further widening our portfolio and addressing the needs of our customers. Schedule M part of Drugs and Cosmetics Act 1940 deals with Good Manufacturing Practices for pharmaceuticals that should be followed by pharmaceutical manufacturing units in India.

Our Company has an inhouse department of formulation development, quality control & product stability studies in the Company. The Department takes existing products and their dosage then we make different formulations and variation in existing products. The department further studies the different formulations and does process validations, analytical method validations, cleaning validation are carried out as per standard operation procedure. After the process is complete the commercial launch of any new formulation is done.

## FINANCIAL KPIs OF OUR COMPANY

(Amounts in Lakhs)

Particulars	Period ended June 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Revenue from Operations	2,112.05	9,996.51	7,605.65	5,920.17
Total number of customers served (Nos.)	337.00	545.00	490.00	420.00

Foreign currency gain / (loss)	(0.26)	0.07	-	-
Exports revenue as % of revenue from operations (%)	0.58%	0.26%	0.03%	0.03%
Cost of goods sold as % of revenue from operations (%)	77.94%	75.96%	79.66%	84.47%
EBITDA	318.22	1,687.38	1,072.26	616.97
EBITDA margin (%)	15.07%	16.88%	14.10%	10.42%
EBIT	258.46	1,501.95	978.52	604.78
ROCE (%)	10.27%	64.75%	78.60%	119.35%
PAT	201.37	1,222.08	719.42	443.7
PAT margin (%)	9.53%	11.22%	9.46%	7.49%
ROE (%)	8.43%	65.00%	89.32%	198.16%
Net working capital days	40	30	22	9
Debt to equity ratio (times)	0.01	0.01	0.07	0.14
Fixed asset turnover ratio (times)	7.35	7.28	12.02	21.60





Source: The Figure has been certified by our statutory auditor's M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated October 29, 2024 having UDIN: 24039287BKBMFB7258.






**Formula used to derive the above ratios is as under: -**




S. No.	Ratios	Numerator	Denominator
1.	EBITDA Margin	Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost – Other income	Revenue from operations
2.	Return on capital Employed	Profit Before interest, Tax & Exceptional item	Capital Employed (Total Assets – Current Liabilities)
3.	PAT margin	Net profit after tax-Exceptional items	Revenue from operations
4.	Return on Equity	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]
5.	Net Working Capital Days	Working Capital * 365	Revenue from operations
6.	Debt Equity Ratio	Total Debts (Long term Borrowings + Short term Borrowings)	Total Equity (Equity Share capital + Reserve & Surplus)
7.	Fixed Assets Turnover Ratio	Revenue from operations	Fixed Assets

## OUR PRODUCT PORTFOLIO

As our company is involved in the business of third-party manufacturing services across different segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal products, Veterinary Feed Supplements, and Homecare items and also provide customised product to meet our clients' specific needs. With a strong focus on excellence, we ensure that every product is carefully crafted according to our customer's specifications.

Segment	Products/Specification	Usage/Purpose	Images
<p><b>Dietary/Nutritional Supplements</b></p>	<p>Tablets, Capsules, Powders, Liquid Orals, Softgel, Lozenges, Jellies etc.</p>	<p>Nutritional supplements are used to fill dietary gaps.</p>	
	<p><b>Gym/Sports Supplements</b> - Whey protein, Creatine Supplement, Muscle Booster, Weight Gainers, Weight Loss, Anabolic Supplements, Raspberry Ketones, ZMA Tablets, Omega Soft Gels, Whey Peptides, Whey Caseinates, BCAA'S etc.</p>	<p>Gym/Sports Supplements are used to enhance performance and recovery.</p>	
	<p><b>Liquid Fill Capsules</b> - Tablets, Capsules, Liquid Orals, Lotions, Ointments, Creams, Dry syrup.</p> <p><b>Gummies &amp; Effervescent Tablets</b> - Multivitamin Jellies, DHA Jellies, Immunity Builders, Herbal Blends, Curcumin Jellies, Digestive Jellies, Nootropics, Antioxidants etc.</p>	<p>Liquid fill capsules deliver liquid formulations effectively and enhance bioavailability along with supply of nutrients on specified intervals in the stomach.</p> <p>Gummies and effervescent tablets provide convenient and enjoyable nutrient delivery.</p>	 

	<p><b>Oral Dispersible Films (ODF)</b> - Films contain drug within an appropriate film forming material, designed to break down immediately upon contact with saliva.</p>	<p>Oral dispersible films (ODF) provide rapid drug delivery from bucal cavity.</p>	
	<p><b>Ice Candy</b> - We offer nutritional ice candies in the form of popsicles and freezies, featuring a variety of formulations such as L-Carnitine, collagen, multivitamins, electrolytes, BCAAs, pre-workouts, and many others</p>	<p>Nutritional ice candies deliver essential nutrients in a fun, enjoyable form.</p>	
<p><b>Cosmetics</b></p>	<p><b>Skin and body care product</b> – Body wash, Silicon Sunscreen, Anti-Pollution Mist, Anti Acne Cream, Scrubs etc.</p> <p><b>Hair Care Products</b> – Hair Styling gel, Keratin, Hair oil, Hair conditioner, Hair mask, shampoo etc.</p> <p><b>Face Mask Products</b> – Sheet Mask, Clay, Cream Mask, Peel off Mask, Charcoal &amp; sleep mask.</p> <p><b>Bases</b> – Moisturizing Matt Finish Cream, Anti-Ageing base, Moisturizing Cream base, Smart Texture gel cream etc.</p> <p><b>Beard care Products</b> – Beard oil, Beard &amp; Wash wash, After Shave Cream Gel, Shaving Cream, After shave location, Beard serum</p>	<p>Cosmetic products, promote beauty, personal grooming and self-care routines.</p> <p>Hair care products are used for multiple purposes such as hairfall control, dandruff control, frizzy hair etc.</p> <p>Face mask products and bases are used to cater various issues such as cleansing, acne, detaning, hydration etc.</p> <p>Beard care products are used for cleansing, hair growth, astringent, styling etc.</p> <p>Soaps are used for</p>	  

	<b>Soaps</b> – Alovera soap, Honey soap, Goat milk soap, SLS free soap, Charcoal soap.	cleansing, moisturising etc.	
<b>Ayurvedic / Herbal</b>	Tablets, Capsules, Powder, Liquid Orals and External (Ointments, Creams, Lotions etc), External Oils soaps in herbals and cosmetics.	Ayurvedic / Herbal product are used for livercare, jointcare, digestion and general health.	
<b>Veterinary Feeds</b>	Tablets, Liquid orals, Oral Sprays, Powders, Bolus, Gels, Ointments, Creams.	Veterinary feeds provide essential nutrition for animal health and growth	
<b>Homecare</b>	Bathroom Cleaner, Floor Cleanser, Phenyle Liquid, Room Freshner, Alcohol based surface, Toilet cleaner, Fruit and vegetable wash, Clinic & office spray, wipes, Car polish Liquid, soap oil Liquid, Tiles & Marbel cleaner, Glass cleaner etc.	Homecare products maintain cleanliness and hygiene in households.	

S. No	Segments	Number of Products We Offer
1.	Dietary/Nutritional	2874
2.	Cosmetics	240
3.	Ayurvedic / Herbal	79
4.	Veterinary Feeds	46
5.	Homecare	30

### Segment wise revenue breakup

Distribution of our revenue during the last 3 years are as under:

(Amount in Lakh)

Sr. No	Segment	For the period ended as on June 30, 2024	For the year ended as on March 31, 2024	For the year ended as on March 31, 2023	For the year ended as on March 31,

								2022	
		Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
1	Nutraceuticals	1,917.68	90.80	9,346.66	93.5	7,161.16	94.14	5,663.90	95.58
2	Homecare	2.71	0.13	68.26	0.68	16.40	0.22	25.26	0.43
3	Cosmetics	99.61	4.72	300.68	3.01	211.94	2.79	86.87	1.47
4	Ayurvedic	67.42	3.19	193.10	1.93	175.33	2.31	92.29	1.56
5	Veterinary	24.63	1.17	87.81	0.88	40.82	0.54	51.85	0.96
	<b>Total</b>	<b>2,112.05</b>	<b>100.00</b>	<b>9,996.51</b>	<b>100.00</b>	<b>7,605.65</b>	<b>100.00</b>	<b>5,920.17</b>	<b>100.00</b>

The Figure has been certified by our statutory auditor's M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated 29.10.2024 having UDIN: 24039287BKBMFD1699

## OUR CLIENTS

Our longstanding relationships with our clients are characterized by a commitment to consistency and trust. As of March 31, 2024, key clients for our CDMO business include Bling Brands Private Limited, Pursuit of Wellness Private Limited, Aarkios Health Private Limited, HSHS Nutraceuticals Limited, Novus Life Science Private Limited, Bruder Life Science, Fredun Pharmaceuticals Limited, Bigflex Lifescience private Limited. The image below includes some of our key clients for our CDMO business.

The following table sets forth certain information in relation to the number of brands in the Domestic Trade Generics for periods indicated.

Particulars	Fiscal		
	2024	2023	2022
Number of customer/Brands	559	538	426





## OUR COMPETITIVE STRENGTHS

### Diversified Product Portfolio

Our company is Contract Manufacturing of extensive and diverse range of products, designed to cater a wide range of customer needs and preferences. Our comprehensive product portfolio encompasses the variety of items, including multi-nutritional tablets, dietary supplements, various Ayurvedic products, oral dispersible films, gummy candies, ice sticks, and numerous other innovative products. This broad spectrum not only showcases our commitment to meet diverse consumer demands but also highlights our ability to adapt and innovate across various market segments.

By operating across multiple industries and product categories, we strategically position ourselves to handle economic fluctuations and shifts in consumer trends. This diversified approach significantly mitigates the potential impact of downturns or slowdowns in any single sector, thereby enhancing our overall stability and resilience. As a result, we can consistently deliver high-quality products and solutions to our clients, regardless of external market challenges.

### Diverse Clientele

Our diverse client base spans various sectors, including cosmetics, pharmaceuticals, and homecare. This variety gives us a strategic advantage by reducing our dependency on any single customer or industry, which helps maintain our financial stability, with such a broad clientele, our operations are not overly dependent on the preferences of one customer, minimizing the risks associated with changes in supplier preferences or buying behaviour.

### Stringent Quality Assurance/Quality Control

Our company is committed to maintain the quality of our product offerings. We are dedicated to ensuring the quality of our products through a stringent quality control mechanism at each stage of the manufacturing process. This approach is essential to guarantee that our finished products meet the exact requirements of our customers and successfully pass all validations and quality checks.

Quality assurance and control are fundamental aspects of our business model. Quality Control (QC) involves rigorous testing of products to ensure they meet predefined quality standards. Concurrently, Quality Assurance (QA) implements systems and processes to maintain these standards throughout the development and manufacturing stages. This dual focus on QC and QA helps us build client trust and ensure the delivery of high-quality products.

Furthermore, as a testament to our commitment to quality assurance, our company has received ISO 22000:2018 and ISO 14001:2015 certifications from a respected Euro-UK certification body. We also comply with international food safety standards, which ensure that critical points in product preparation are controlled. Additionally, our company holds FDA approval for our products from the Food and Drug Administration. We believe that our focus on product quality has enabled us to sustain and grow our business model for the benefit of our customers.

### **Formulation Development Department**

Influx Healthtech Ltd. specializes in contract manufacturing for nutraceuticals, cosmetics, ayurvedic products & veterinary formulations. The **Formulation Development Department** plays a pivotal role in developing various combination of formulas. Its formulation development (F&D) department focuses on practical, market-ready solutions for third-party clients.

Key aspects of the department include:

1. **Formulation Expertise:**

The team is experienced in creating stable and palatable formulations for nutraceutical, cosmetic products. They ensure that each formula has an optimal sensory profile, considering factors such as texture, taste, and appearance, which are essential for consumer acceptance.

2. **Development as per statutory law**

The team employs scientific knowledge to develop new product formulations, ensuring the effectiveness and safety of each product before it reaches the market.

3. **Product Stability & Sensory Evaluation:**

The team works in fine-tuning formulations to ensure stability during storage and use. The department also focuses on delivering good sensory experiences, crucial for nutraceuticals cosmetics and pet markets.

4. **Market-Ready Formulations:**

Influx's formulation team evaluates the feasibility of products, estimating costs and refining formulations to match client expectations and market trends.

5. **Contract Manufacturing Collaboration:**

The team works closely with clients to provide tailor-made solutions, leveraging their expertise in dietary supplements, cosmetics, and more.

### **Some of the formulation development successfully achieved by the team is as follows:**

Company has been able to develop newer concepts and formulas in various segments

- a) Unique liquid fill technology with concepts like capsule in capsule, pellets in capsule
- b) Introduction of bi layer gummies and center filled gummies
- c) Developed new formula for pectin free gummies
- d) Developed unique formula sugar free fiber based gummies
- e) Developed diskettes formula
- f) Have developed Oral film strips
- g) Have developed various unique special flavours for clients for various supplements
- h) Have developed various ready to drink concepts
- i) Developed nutritional gel concept and made many new formulas
- j) Developed coating techniques to coat soft gelating and hard gelatin / HPMC capsules
- k) Developed various snacking range like POPED snacks
- l) Developed various protein bars formulas for whey and vegan clients
- m) Developed unique formula by formulating instant oil removing face serums
- n) Developed unique formula of instant face lifting serum
- o) Developed anhydrous sunscreen

- p) Developed unique soft gelatin single dose twist capsules for cosmetics
- q) Developed dog and cat food for non veg and veg kibble

## **Experienced Promoters and Management team**

### **Promoter**

#### **Mr. Munir Abdul Ganee Chandniwala – Promoter**

Influx was established by our visionary founder/promoter Mr. Munir Abdul Ganee Chandniwala. His dedication and passion laid the foundation for our Company, with a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), Bachelor of Pharmacy from University of Pune (2002) and Doctor of Philosophy Programme from Bharatiya Shiksha Parishad, Uttar Pradesh (2010) he has experience for approximately 18 years in the industry of Nutraceutical, Cosmetics, Ayurvedic and Homecare. He is also registered with Maharashtra State Pharmacy Council as registered pharmacist. He has also completed Diploma in Nutrition from Fab Academe, Division of Fabulous Body Inc, California, United States in the year 2019. He has been successful entrepreneur in the field of Third-Party Manufacturing, Contract Development and Manufacturing since 2006. Today, Influx is proudly promoted by Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala who continue to lead our organization with a shared vision for growth, quality, and patient-centric care. Further, Mr. Abdul Ganee Abdul Rasul Chandniwala joined the organization adding his expertise and knowledge to the continued success of our organization.

### **Management team**

#### **Mr. Moiz Mahamadi Palgharwala- Production Manager and COO**

Mr. Moiz Mahamadi Palgharwala, a seasoned professional with a Bachelor of Pharmacy. He plays a pivotal role in production managing that drive the company's production efficiency. With a robust educational foundation and practical experience, Mr. Moiz Mahamadi Palgharwala is a valuable blend of skills, contributing significantly to Influx's future. He is heavily involved in strategic planning, helping to shape and execute the company's long-term vision. Leading cross-functional teams, he drives innovation and operational improvements across the organization.

## **STRATEGIES**

### **Grow our Nutraceutical and Veterinary Food Division and purchase machinery for the Homecare and Cosmetic Division**

Our growth strategy for our domestic business is designed to expand our brand presence, Expansion our Nutraceutical Division, and our Homecare & Cosmetic Division, also exploring opportunities within the Veterinary Food Division through the following initiatives.

- I. Expansion of Manufacturing Facility for Nutraceutical Division – In considering the revenue from operations from nutraceutical products, we have observed a rising demand for our products, The total revenue of the Company in FY 2021-22 was Rs. 5,920.17 lakhs with major customer base in Nutraceutical, Cosmetics and Ayurvedic segments i.e.330, 33 and 35 respectively. Further the Company's total revenue increased to 7,606.75 lakhs in FY 2022-23 with increase in customers in Nutraceutical segment i. e. 430. In the FY 2023-24 Company's total revenue increased to 10,010.23 lakhs due to increase in customers in Nutraceutical and Cosmetics segment i.e. 461 and 70 respectively. Over the past years, the company has successfully penetrated new markets, thereby broadened its customer base and drove sales growth. This expansion was supported by targeted marketing campaigns that increased brand visibility through exhibitions.
  - Land - Our company has identified a plot of land located at Plot No. 59, Gut Nos. 242 and 246, Survey Number 49, Kolgaon, Dist. Palghar-Thane, Maharashtra, India, measuring 3204 Square Meter, owned by Mr. Munir Abdul Ganee Chandniwala, was acquired through a conveyance deed registered with the Sub-Registrar of Palghar (Serial No. 3346/2023). Additionally, a company has entered into agreement to sell with Mr. Munir Abdul Ganee Chandni for purchase Plot No 59 for total consideration of ₹1,50,00,000 (Rupees One crore fifty lakhs only) and company has also paid ₹11,00,000 (Rupees Eleven lakh only) as a token money. The said plot was acquired from the promoter by the Company on the arm's length basis.

- Civil Work – The construction work required for the manufacturing facility includes the construction of the ground floor, first floor, terrace cabins, compound wall, RCC work, plaster work, and external work. The total cost of civil work is ₹882.84 Lakhs.
- Purchase of Machinery – We require new machinery for our Nutraceutical Division to streamline our manufacturing process. We have identified different lines for which we need machinery. The total quantity of machinery required is eleven, and the estimated total cost of the machinery is ₹ 1235.48 Lakhs.

II. The Homecare and Cosmetic Division contributes 0.68% and 3.01% of total revenue of FY 2024, which has been increasing year by year. To cater to this growing demand, we require new machinery for the Homecare and Cosmetic Division. For the Homecare Division, we need the following machinery

- Detergent Soap Plant Machinery
- Hydraulic Lifting Vacuum Emulsifying Mixer

The estimated cost of machinery for the Homecare Division is ₹74.18 lakhs. For the Cosmetic Division, we require

- Ampoule Fill & Seal Machine
- Sachet Packing Machine
- Automatic Lipstick Production Line Machinery
- Automatic Nail Polish Filling and Capping Machinery
- Packaging Machine

The estimated cost of machinery for the Cosmetic Division is ₹192.81 lakhs.

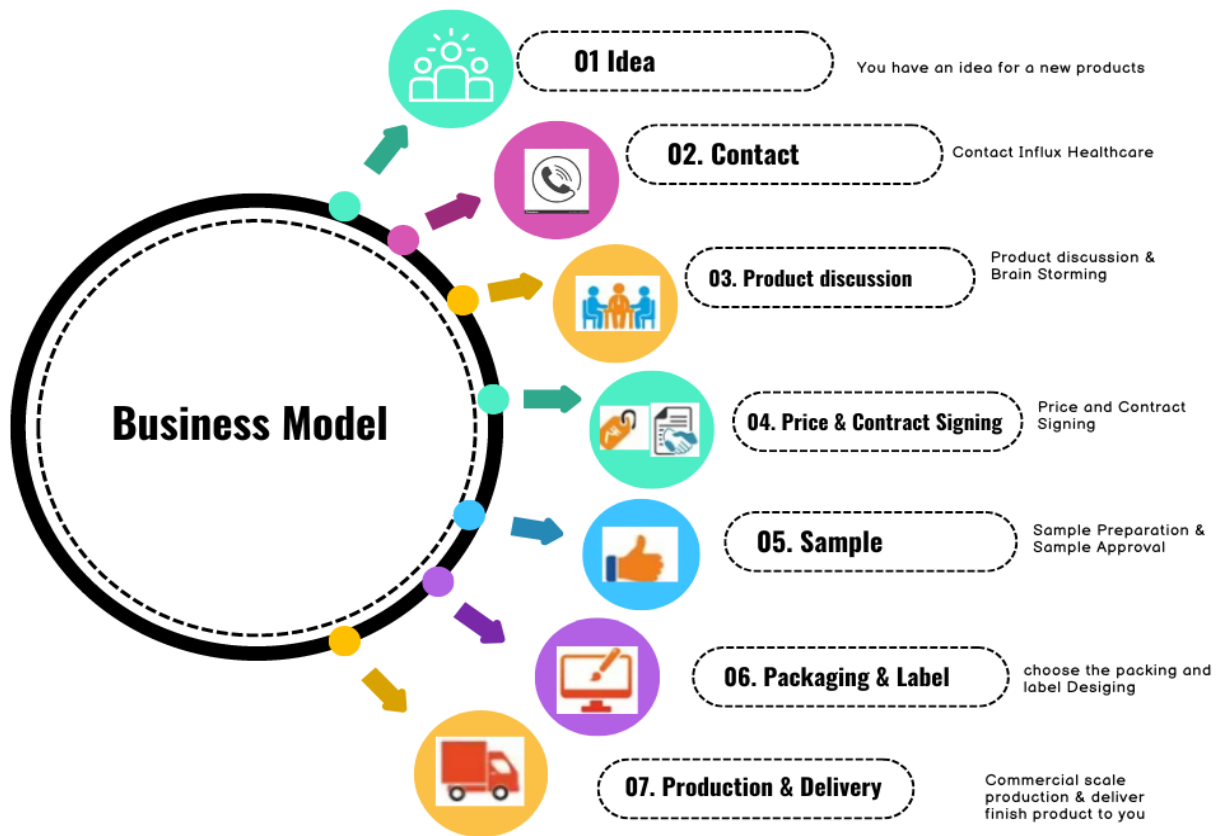
III. Exploring the Veterinary Food Division - As of now, we have four product segments. We just started our Veterinary Food Division in FY 2024, which contributed 0.88% of total Revenue of FY 2024. Our company is ready to commence production with dog foods, specifically kibbles, and in the upcoming months, we will begin work on cat food products. To facilitate this, we will set up a new manufacturing plant, which involves acquiring land, constructing the facility, and purchasing new machinery.

- Land - Our company has identified a plot of land located at Plot No. 28, Gut 243 (pt), 244, 295 (pt), Survey No. 27 (pt), Kolgaon, Dist. Palghar-Thane (1350 square meters) in the industrial estate. This land is also owned by Mr. Munir Abdul Ganee Chandniwala and is being acquired on a leasehold basis for 90 years. The total consideration is ₹69 lakhs, of which ₹10 lakhs has been paid as token money, not through IPO proceeds.
- Civil Works - The construction of the manufacturing unit for the Veterinary Division at Plot No. 28, Genesis Industrial Estate, Kolgaon, Palghar, includes the construction of the ground floor, first floor, second floor, terrace cabins, compound wall, and external work. The total consideration for civil works is ₹ 644.34 Lakhs.
- Purchase of Plant and Machinery - To operate the Veterinary Food Division, we require pet food processing machinery. The total quantity of machinery needed is one, *and the estimated total cost of the machinery is ₹ 138.31 Lakhs.*

## OUR BUSINESS MODEL

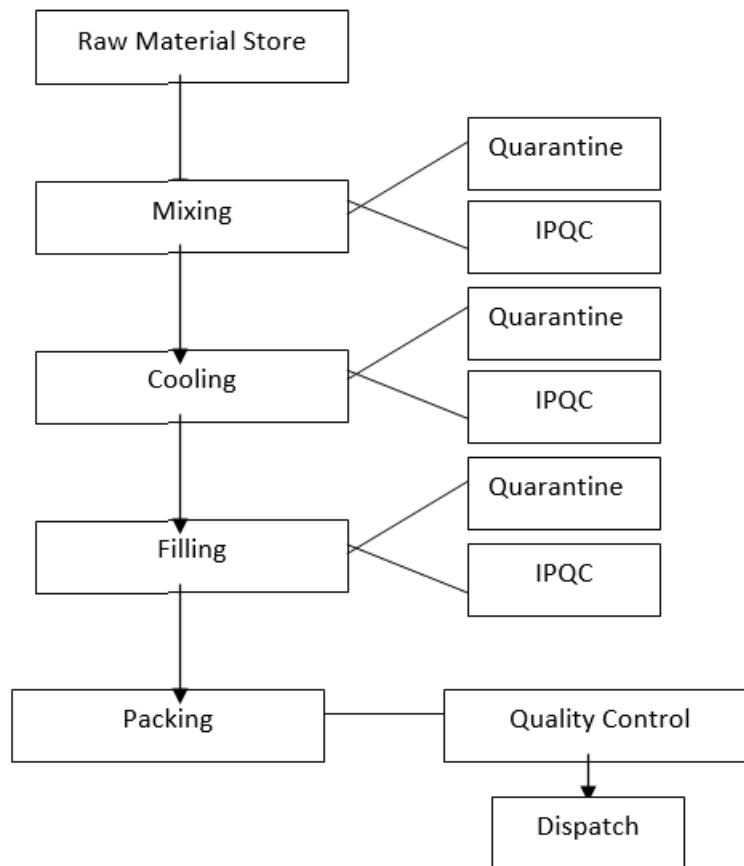
Our company specializes in contract manufacturing a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal products, Veterinary Feed Supplements, and Homecare products for B2B customers.

When a customer has an idea for a new product, they contact the Influx team. Our company collaborates with the customer to initiate discussions and brainstorming sessions about the product. Together, we determine the pricing and finalize the contract with the customer. Following this, we proceed with sample preparation. Once the customer reviews and approves the sample, they select the packaging and label design. After these steps, we commence commercial-scale production, culminating in the dispatch of the finished product to the client.



**PROCESS FLOW CHART**

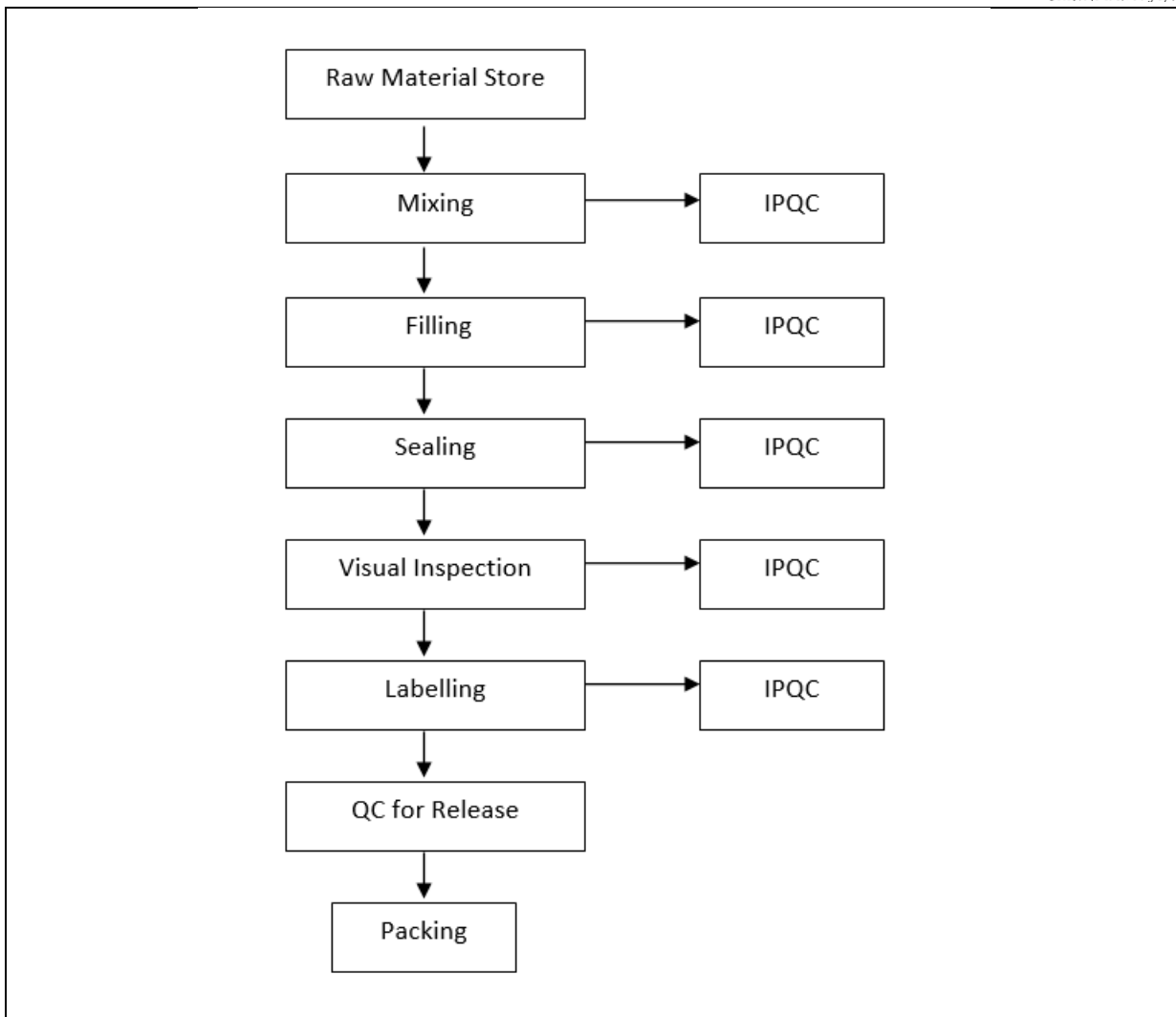
Ayurvedic Manufacturing Section



#### **Brief Description Ayurvedic Manufacturing Section**

1. **RAW MATERIAL STORE:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **HOT MIXING:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC CHECK:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **COOLING:** After the mixing completed, transfer the batch in another vessel for cooling.
5. **FILLING:** After cooling completed, transfer the batch for tube or bottle filling.
6. **PACKING:** After filling, transfer the filling tube for final packing.
7. **ANALYSIS OF PRODUCT BY QUALITY CONTROL:** After coating, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **DISPATCH:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

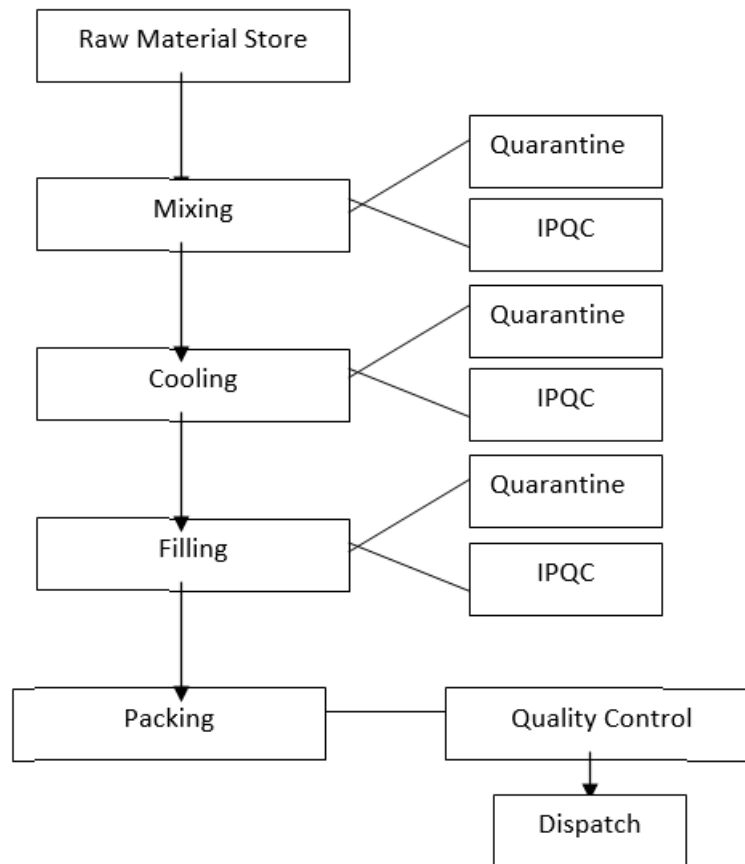
#### **Homecare Manufacturing Section**



**Brief description for Homecare Manufacturing Section**

1. **RAW MATERIAL STORE:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **MIXING:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC CHECK:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **BOTTLE FILLING:** After the manufacturing completed, bottle filling process will be performed for product as per product specific BMR/BPR.
5. **ANALYSIS OF PRODUCT BY QUALITY CONTROL:** After filling, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
6. **PACKING:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
7. **DISPATCH:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

**Cosmetic Manufacturing Section**

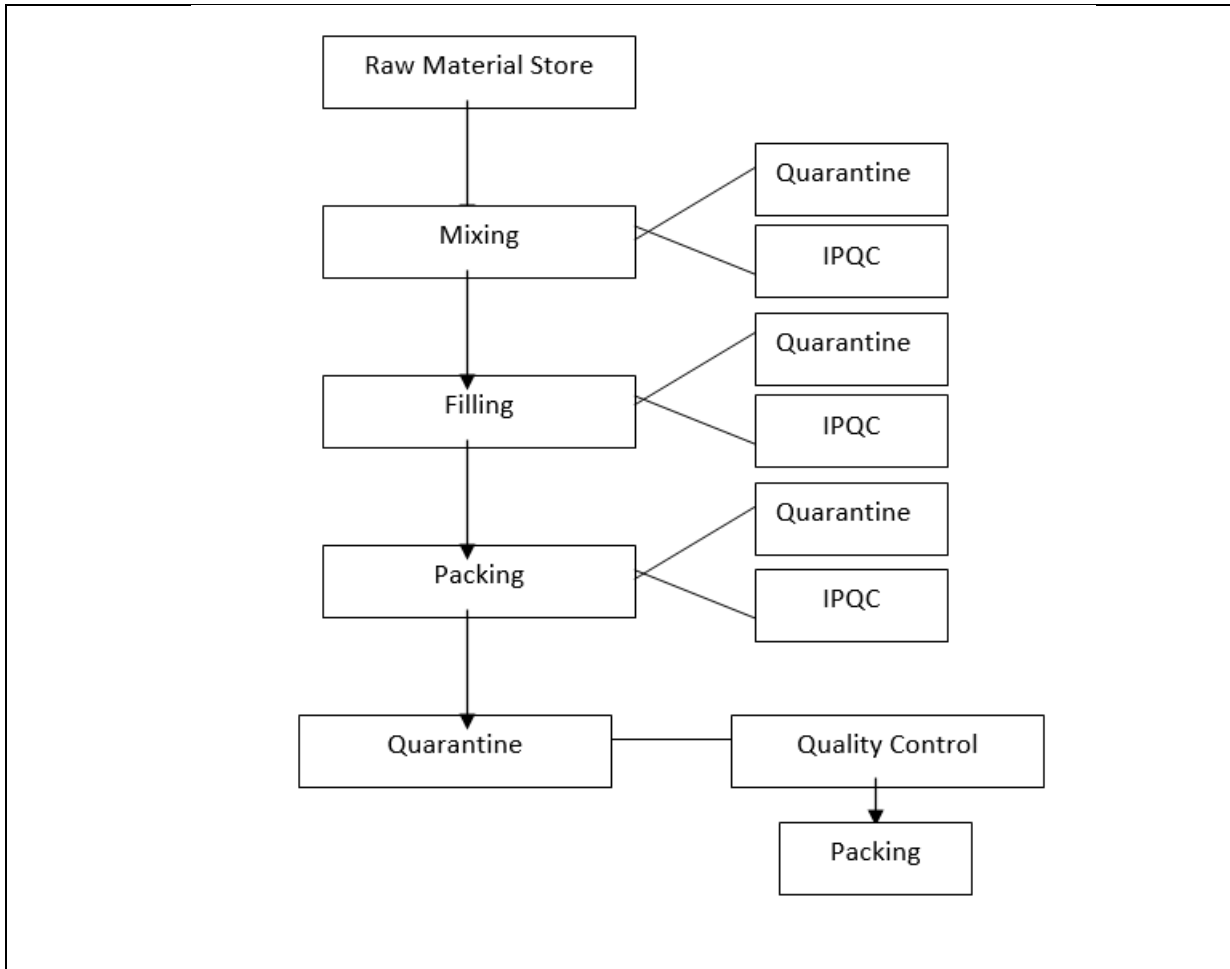


#### Brief description for Cosmetic Manufacturing Section

1. **RAW MATERIAL STORE:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **HOT MIXING:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC CHECK:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **COOLING:** After the mixing completed, transfer the batch in another vessel for cooling.
5. **FILLING:** After cooling completed, transfer the batch for tube or bottle filling.
6. **PACKING:** After filling, transfer the filling tube for final packing.
7. **ANALYSIS OF PRODUCT BY QUALITY CONTROL:** After coating, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **DISPATCH:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

#### Nutraceuticals Manufacturing Section

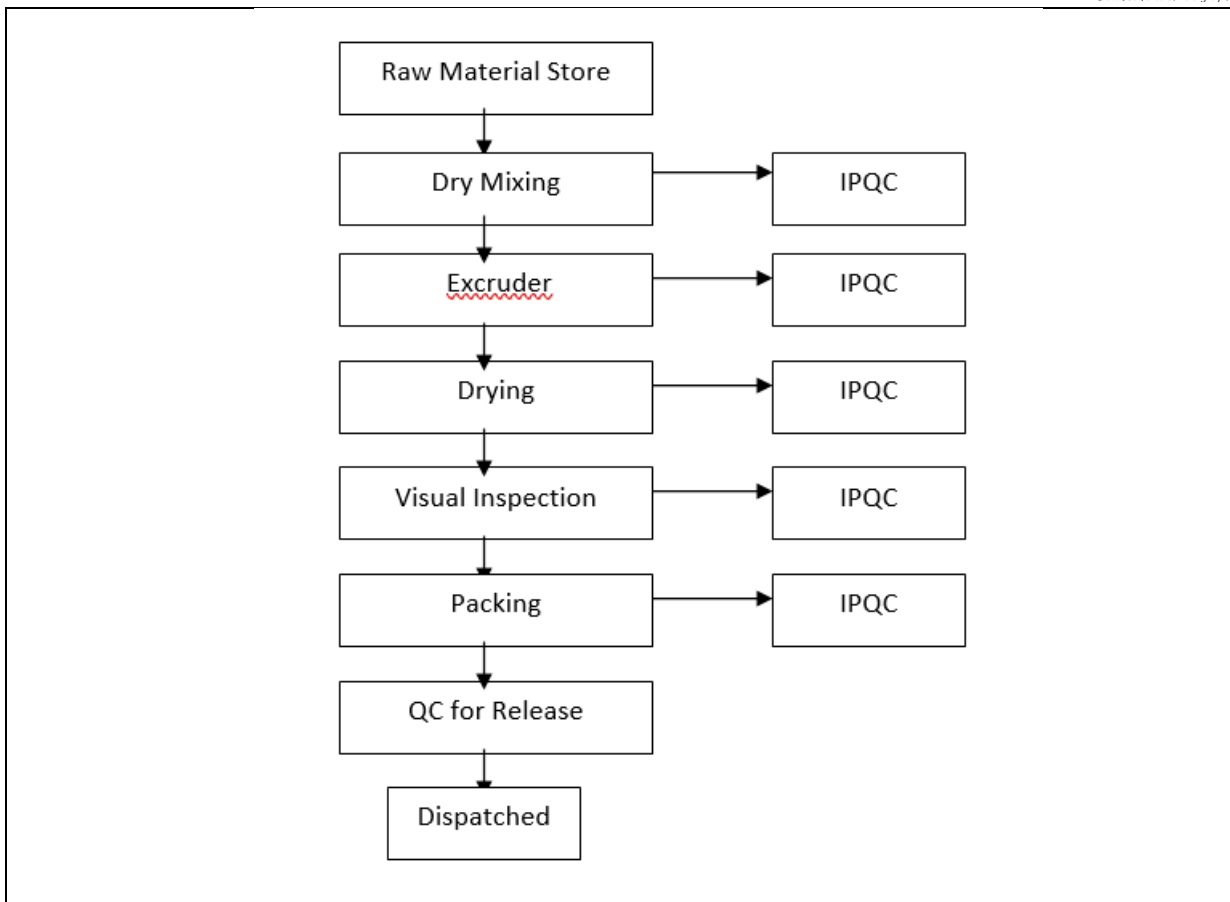




**Brief description for Nutraceuticals Manufacturing Section**

1. **RAW MATERIAL STORE:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **MIXING:** All dispensed & sifted raw material mixed in a clean mass mixer in manufacturing area. The active pharmaceutical ingredient required to be blended with other excipients.
3. **IPQC CHECK:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **FILLING:** After the manufacturing completed, bottle filling process will be performed for product as per product specific BMR/BPR.
5. **PACKING:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
6. **ANALYSIS OF PRODUCT BY QUALITY CONTROL:** After coating, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
7. **DISPATCH:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

**Veterinary Manufacturing Section**



#### Brief description for Veterinary Manufacturing Section

1. **RAW MATERIAL STORE:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **DRY MIXING:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC CHECK:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **EXCRUDING:** After dry mixing, pass the material through extruder for proper shape & size.
5. **DRYING:** After extruding, dry the material properly.
6. **FILLING:** After the manufacturing completed, filling process will be performed for product as per product specific BMR/BPR.
7. **ANALYSIS OF PRODUCT BY QUALITY CONTROL:** After filling, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **PACKING:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
9. **DISPATCH:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

## MANUFACTURING UNITS

We presently have three (3) manufacturing units in operation situated near Thane, Maharashtra

### Unit – 1

Our company established Unit I for the manufacture of nutraceutical products in 2021. We manufacture tablets, capsules, powders, liquid orals, softgels, lozenges, and jellies. This unit has been leased by the Company. The current installed capacity at this unit is 10,000 kg per day, with a total area of approximately 6,500 square feet.

### Unit – 2

In our Unit II we manufacture cosmetic and ayurvedic products like washes, silicone sunscreen, anti-pollution mist, and others. The current installed capacity at this unit is 2,000 kg per day. This unit has been leased by us and has a total area of approximately 13,000 square feet.

### Unit – 3

In our Unit III manufacture's pet supplements and homecare products such as bathroom cleaners, floor cleansers, phenyl liquid, room fresheners, alcohol-based surfaces, oral sprays, powders, boluses, gels, ointments, and creams. The current installed capacity at this unit is 1,800 kg per day. This unit has been leased by us and has a total area of approximately 14,000 square feet.



Unit – 1



**Unit – 2**



**Unit - 3**

**CAPACITY AND CAPACITY UTILIZATION**

Below are the details of the installed and the utilized capacity of all three units.

Year	Installed capacity per day	Actual production per day	Capacity utilisation
Factory Unit 1 (Nutraceuticals)			
Plot No 9,10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404			

01.04.2024 – 30.06.2024	10000kg	9000kg	90%
2024	10000 kg	7300 kg	73%
2023	7000 kg	5800 kg	82%
2022	5000 kg	3500 kg	70%
2021	2500 kg	2000 kg	80%

Year	Installed capacity per day	Actual production per day	Capacity utilisation
Factory Unit 2 (Cosmetics and Ayurvedic) Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404			
01.04.2024 – 30.06.2024	2000kg	1760kg	88%
2024	2000 kg	1700	85%
2023	1500 kg	1400	93%
2022	1500 kg	1000	66%
2021	1000 kg	700	70%

Year	Installed capacity per day	Actual production per day	Capacity utilisation
Factory Unit 3 (Pet Supplement and Homecare) Plot No-1, Phase-1, Genesis Ind, Township, Kologaoan, Palghar, H.O, Thane, Maharashtra-400601			
01.04.2024 – 30.06.2024	1800kg	1170kg	65%
2024	1800 kg	1100 kg	61%
2023	1500 kg	800 kg	53%
2022	1500 kg	300 kg	20%
2021	NA	NA	NA

The Above Figures Are Certified by GMS Valuers and Consultant, Govt Chartered Valuer, Membership No CAT.VII/F.417, Category - Plant Machinery and Vehicles, Dated July 28, 2024.

## PLANT & MACHINERY

We manufacture products using the machinery installed at our facility. Our plants are equipped with the latest machinery and equipment, which helps us to maintain quality standards. Below are the details of the plant and machinery we own as of March 31, 2024.

S. No	Segments	usage	Name of Machinery	Quantity
1.	Nutraceuticals	Tablets	Fluid Bed Dryer	3
			Mass Mixer	3
			Compression Machines	6
			Coating Pans with Blower	6
		Powder	Octagonal Cone Blender	2
		Capsule	Semi-Automatic Capsule Filling Machine	1
			Automatic Liquid Filling Capsule Machine	1
		Syrup (Liquid Oral)	S.S Tank with Stirrer	3
		Bar & Cookies	Planetary Mixer	1
			Extruder	2
		Jelly/Gummies	Gummy Candy Manufacturing Machine	2
		Effervescent Tablet	Rotar Rack Oven	1
			Compression Machines	2
Packing	Liquid Filling, Printing,	2		

			Sealing and Labelling Machine	8
			Blister Packing Machines	2
			Powder Filling Machine	4
			FFS Machines (Vertical	10
		Other Than Packing	Compressor	15
			Metal Detector	2
		Quality Control (QC)	H.P.L.C	1
			UV-Visible Spectrophotometer	1
			Kjeltron Nitrogen/Protein Analyzer	1
			Gas Chromatography	1
		Microbiology Dept	Laminar Air Flow	1
			BOD Incubator	1
			Microscope	1
			Autoclave	2
2.	Cosmetic	Production	Cream / Manufacturing Vessel Plant	3
			Cream/Lotion Filling machine	3
			Tube Sealing Machine	1
			Automatic soap punch machine	1
3.	Ayurvedic	Production	Mass Mixer	1
			Cream Manufacturing vessel	1
			Compression M/C	1
			Coating Pan	1
			Liquid Filling & Sealing liquid Filling machine	1
			liquid Filling machine	1
4.	Pet Care	Production	Mass Mixture	1
			Single Punch Machine	1
			Liquid Mixing Tank	1
			Pet Food Extruder Plant	1
			FBD	1
5.	Home Care	Production	Liquid Mixing Tank	1
			Liquid Filling Machine	1
			Pouch Filling Machine	1
<b>Total Quality</b>				<b>108</b>

\*The details of the machinery above are certified by the management of the company.

**Pictures of our factories are provided below:**





## PROCUREMENT AND RAW MATERIAL

We purchase APIs and other materials such as Acerola Extract, Amalaki Extract, BCAA Instant, Beta Alanine, Calcium Citrate Malate, Citric Acid Anhydrous, Capsule CT/CT Size, and Coenzyme Q10 from third-party suppliers domestically.

We do not have any long-term contracts with our third-party suppliers. Prices are negotiated for each purchase order, and we generally maintain relationships with multiple suppliers for each raw material. The terms and conditions, including the return policy, are outlined in the purchase orders. We strive to source our materials from reputable suppliers and typically seek quotations from several suppliers.

Our company procures raw materials from multiple states, including Gujarat, Maharashtra, Haryana, Delhi, Rajasthan, , Madhya Pradesh, Karnataka, Tamil Nadu, Puducherry, West Bengal and Telangana.

## QUALITY CONTROL

Quality assurance and control are fundamental aspects of our business. Quality Control (QC) involves rigorous testing of products to ensure they meet predefined quality standards. Concurrently, Quality Assurance (QA) implements systems and processes to maintain these standards throughout the development and manufacturing stages. This dual focus on QC and QA helps us build client trust and ensures the delivery of high-quality products.

We monitor our quality throughout the manufacturing process and related activities. All parameters are checked according to the specific Batch Manufacturing Record (BMR) or Batch Packing Record (BPR) for each product. After manufacturing, our quality control personnel take samples and test them according to product specifications.

Our dedication to quality is recognized through various certifications:

- ISO 22000:2018 and ISO 14001:2015 certified by a respected Euro-UK certification body
- Compliant with international food safety standards
- Registered with the U.S. Food and Drug Administration

- Good Manufacturing Practice (GMP) certified by the World Health Organization
- Hazard Analysis and Critical Control Points (HACCP) certified by RBS Cert
- Halal Certificate



These certifications demonstrate our commitment to maintaining the highest standards in manufacturing and food safety.



## AWARDS & RECOGNITION

	
<p>Rotary Vocation Excellence Award 2017-18: In 2018, Dr. Munir Abdul Ganee Chandniwala was awarded in recognition of outstanding services rendered to community.</p>	<p>Best Third-Party Manufacturing company sports and Nutrition 14<sup>th</sup> Feb 2017</p>
	
<p>Best Nutaceutical Manufacturer to Dr. Munir Chandniwala</p>	<p>Most Promising Nutraceutical and Herbal Products Manufacture of the year 2018</p>



	
Most Promising Nutraceutical and Herbal Product Manufacturer of the year	Best Rotarian of the year 22-23

### GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 years are as under:

(Amount in Lakh)

Sr. No.	State/Country	For the period ended as on June 30, 2024		For the year ended as on March 31, 2024		For the year ended as on March 31, 2023		For the year ended as on March 31, 2022	
		Revenue	% age of Revenue	Revenue	% age of Revenue	Revenue	% age of Revenue	Revenue	% age of Revenue
<b>Domestic Sales</b>									
1	Maharashtra	1,234.49	58.48	6,689.12	66.90	4,581.94	60.25	3,628.22	61.30
2	Gujarat	441.8	20.88	1,834.62	18.23	1,992.72	26.20	1,631.44	27.56
3	Karnataka	194.49	9.21	520.62	5.17	254.45	3.35	171.94	2.90
4	Delhi	49.82	2.36	294.56	2.86	146.95	1.93	71.06	1.20
5	Haryana	45.91	2.17	195.28	1.95	204.61	2.69	159.94	2.70
6	Madhya Pradesh	20.85	0.99	106.63	1.07	174.60	2.30	96.73	1.63
7	Punjab	25.36	1.20	86.07	1.00	130.21	1.71	51.80	0.88
8	Uttar Pradesh	22.56	1.07	67.57	0.68	22.90	0.30	22.78	0.38
9	Telangana	31.29	1.48	48.41	0.40	4.48	0.06	6.33	0.11
10	West Bengal	11.80	0.56	32.30	0.32	28.93	0.38	22.91	0.39
11	Rajasthan	2.20	0.10	27.99	0.28	14.38	0.19	11.80	0.20
12	Tamil Nadu	1.04	0.05	17.64	0.45	9.41	0.12	4.23	0.07

Sr. No.	State/Country	For the period ended as on June 30, 2024		For the year ended as on March 31, 2024		For the year ended as on March 31, 2023		For the year ended as on March 31, 2022	
		Revenue	% age of Revenue	Revenue	% age of Revenue	Revenue	% age of Revenue	Revenue	% age of Revenue
13	Kerala	7.46	0.35	16.20	0.13	19.33	0.25	23.33	0.39
14	Assam	2.08	0.10	7.75	0.08	7.06	0.09	0.70	0.01
15	Jammu & Kashmir	-	-	6.69	0.06	1.00	0.01	-	-
16	Odisha	0.34	0.02	6.12	0.06	4.42	0.06	2.58	0.04
17	Chhattisgarh	3.81	0.18	5.50	0.05	0.68	0.01	8.14	0.14
18	Andhra Pradesh	-	-	3.82	0.04	4.60	0.06	1.23	0.02
19	Goa	-	-	3.32	0.00	-	-	0.01	0.00
20	Bihar	1.32	0.06	0.71	0.01	-	-	-	-
21	Chandigarh	3.28	0.16	-	-	0.53	0.01	-	-
22	Jharkhand	-	-	0.01	0.00	-	-	-	-
23	Uttarakhand	-	-	-	-	-	-	3.10	0.05
	<b>Total I</b>	<b>2,099.90</b>	<b>99.42</b>	<b>9,970.93</b>	<b>99.74</b>	<b>7,603.20</b>	<b>99.97</b>	<b>5,918.27</b>	<b>99.97</b>

Export Sales									
1	Export	12.15	0.58	25.58	0.26	2.45	0.03	1.90	0.03
	<b>Total II</b>	<b>12.15</b>	<b>0.58</b>	<b>25.58</b>	<b>0.26</b>	<b>2.45</b>	<b>0.03</b>	<b>1.90</b>	<b>0.03</b>
	<b>Total (I + II)</b>	<b>2,112.05</b>	<b>100.00</b>	<b>9,996.51</b>	<b>100.00</b>	<b>7,605.65</b>	<b>100.00</b>	<b>5,920.17</b>	<b>100.00</b>

The Figure has been certified by our statutory auditor's M/s V.B. Goal & Co. Chartered Accountants vide their certificate dated 29.10.2024 having UDIN: 24039287BKBMFD1699.

Note- The Exports made by the Company in the Past three financial year are made to the Nepal, Iraq & Dubai.

#### TOP TEN CUSTOMERS:

Our top 10 customers in terms of amount during the last 3 years are as under:

Top 10 customers for period ended on June 30, 2024

Sr No.	Name	June 30, 2024 (Rs.in Lakhs)	% of the Total Revenue from Operations*
1	Top Customer – 1	320.02	15.15
2	Top Customer – 2	123.46	5.85
3	Top Customer – 3	94.63	4.48
4	Top Customer – 4	90.00	4.26
5	Top Customer – 5	80.93	3.83
6	Top Customer – 6	64.74	3.07
7	Top Customer – 7	46.71	2.21
8	Top Customer – 8	46.69	2.21
9	Top Customer – 9	45.99	2.18
10	Top Customer - 10	43.39	2.05

	<b>Total</b>	<b>956.56</b>	<b>45.29</b>
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Top 10 customers for year ended on March 31, 2024

Sr No.	Name	March 31, 2024 (Rs.in Lakhs)	% of the Total Revenue from Operations*
1	Top Customer – 1	1,249.22	12.49
2	Top Customer – 2	1,029.77	10.30
3	Top Customer – 3	795.61	7.96
4	Top Customer – 4	390.42	3.90
5	Top Customer – 5	343.33	3.43
6	Top Customer – 6	312.65	3.13
7	Top Customer – 7	305.57	3.06
8	Top Customer – 8	207.53	2.08
9	Top Customer – 9	191.90	1.92
10	Top Customer - 10	183.10	1.83
	<b>Total</b>	<b>5,009.10</b>	<b>50.10</b>

Top 10 customers for year ended on March 31, 2023

Sr No.	Name	March 31, 2023 (Rs.in Lakhs)	% of the Total Revenue from Operations*
1	Top Customer – 1	875.61	11.51
2	Top Customer – 2	719.62	9.46
3	Top Customer – 3	392.86	5.16
4	Top Customer – 4	314.77	4.14
5	Top Customer – 5	261.74	3.44
6	Top Customer – 6	252.71	3.32
7	Top Customer – 7	247.29	3.25
8	Top Customer – 8	198.88	2.61
9	Top Customer – 9	145.58	1.91
10	Top Customer - 10	113.72	1.49
	<b>Total</b>	<b>3,522.78</b>	<b>46.29</b>

Top 10 customers for year ended on March 31, 2022

Sr No.	Name	March 31, 2023 (Rs.in Lakhs)	% of the Total Revenue from Operations*
1	Top Customer – 1	1,133.10	19.12
2	Top Customer – 2	956.81	16.15
3	Top Customer – 3	241.65	4.08
4	Top Customer – 4	201.97	3.41
5	Top Customer – 5	141.88	2.39
6	Top Customer – 6	139.85	2.36
7	Top Customer – 7	134.77	2.27
8	Top Customer – 8	131.40	2.22
9	Top Customer – 9	126.85	2.14
10	Top Customer - 10	125.98	2.13
	<b>Total</b>	<b>3,334.26</b>	<b>56.27</b>

\*The % has been derived by dividing the total amount received from the said customer with the total Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

\*\*The Figure has been certified by our statutory auditor's M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated 29.10.2024 having UDIN: 24039287BKBMFD1699.

#### TOP TEN SUPPLIER:

Our top 10 Supplier in terms of supplies made for period ended on June 30 2024

Sr No.	Name	March 31, 2024 (Rs. in Lakhs)	% of the Total Supplies
1	Top Supplier – 1	87.37	7.21
2	Top Supplier – 2	87.26	7.20
3	Top Supplier – 3	62.99	5.20
4	Top Supplier – 4	54.16	4.47
5	Top Supplier – 5	42.62	3.51
6	Top Supplier – 6	36.97	3.05
7	Top Supplier– 7	26.85	2.21
8	Top Supplier– 8	25.94	2.14
9	Top Supplier– 9	22.83	1.88
10	Top Supplier - 10	19.33	1.59
	<b>Total</b>	<b>466.34</b>	<b>38.46</b>

Our top 10 Supplier in terms of supplies made for year ended on March 31, 2024

Sr No.	Name	March 31, 2024 (Rs. in Lakhs)	% of the Total Supplies
1	Top Supplier – 1	993.46	14.52
2	Top Supplier – 2	387.42	5.66
3	Top Supplier – 3	296.00	4.33
4	Top Supplier – 4	237.77	3.48
5	Top Supplier – 5	160.28	2.34
6	Top Supplier – 6	143.28	2.09
7	Top Supplier– 7	129.88	1.90
8	Top Supplier– 8	128.40	1.88
9	Top Supplier– 9	121.94	1.78
10	Top Supplier - 10	100.01	1.46
	<b>Total</b>	<b>2,698.44</b>	<b>39.45</b>

Our top 10 Supplier in terms of supplies made for year ended on March 31, 2023

(Amount in Lakh)

Sr No.	Name	March 31, 2024 (Rs. in Lakhs)	% of the Total Supplies
1	Top Supplier – 1	299.45	5.66
2	Top Supplier – 2	289.75	5.48
3	Top Supplier – 3	289.19	5.46
4	Top Supplier – 4	232.02	4.38
5	Top Supplier – 5	223.98	4.24
6	Top Supplier – 6	163.49	3.09
7	Top Supplier– 7	153.48	2.90
8	Top Supplier– 8	149.46	2.82
9	Top Supplier– 9	131.38	2.48
10	Top Supplier - 10	123.37	2.33
	<b>Total</b>	<b>2,055.56</b>	<b>38.84</b>

Our top 10 Supplier in terms of supplies made for year ended on March 31, 2022

(Amount in Lakh)

Sr No.	Name	March 31, 2024 (Rs. in Lakhs)	% of the Total Supplies
1	Top Supplier – 1	476.19	10.07
2	Top Supplier – 2	442.84	9.37
3	Top Supplier – 3	351.27	7.43
4	Top Supplier – 4	336.40	7.11
5	Top Supplier – 5	239.26	5.06
6	Top Supplier – 6	225.76	4.77
7	Top Supplier– 7	151.47	3.20
8	Top Supplier– 8	103.20	2.18

9	Top Supplier– 9	96.27	2.04
10	Top Supplier - 10	90.08	1.91
	<b>Total</b>	<b>2,512.74</b>	<b>53.14</b>

\* The Figure has been certified by our statutory auditor's M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated 29.10.2024 having UDIN: 24039287BKBMFD1699.

## COLLABORATIONS/TIE UPS/JOINT VENTURES

As on the date of this Draft Red Herring Prospectus, we do not have any collaborations/tie ups/joint ventures.

## MARKETING

Our CDMO business is a marketing operation cater to the business-to-business segment. We maintain direct contact with majority of our customers which allows us to understand the technical needs and specifications of our customers as well as their future requirements. We also engage senior management in the sales and marketing process to build more strategic relationships with our customers and to enhance customer experience. As on date of DRHP, our sales and marketing comprised 5 employees in the CDMO business.

Our sales and marketing team is responsible for generating new business, identifying new customer opportunities maintaining existing customer relationships and generating sales from these customers. Our sales and marketing teams also focus on involving our R&D team to work closely with our customers or prospective customers to design products tailored to meet their specific requirements.

We believe that the primary sales and marketing drivers in our CDMO business are positive word of mouth and strong credibility earned over the years with consistent quality and performance

We participated in an s where we showcased our products and implemented digital marketing strategies through social media platforms such as LinkedIn, Facebook, Instagram, and YouTube. In addition, we collaborated with sales partners who provided leads in exchange for a commission on successful sales. This approach enabled us to effectively promote our offerings while leveraging the networks of our partners to enhance our reach and engagement during the event

The tables set forth below provides our selling & Marketing Expenses for the years and period indicated.

Particular	Restated Financials Statement							
	30 June, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses
Commission	6.53	0.35	42.65	0.50	34.25	0.52	19.44	0.37
Digital Marketing Expenses			-		5.1	0.08		
Exhibition Expenses	5.61	0.30	71.35	0.84	65.38	0.99	13.56	0.25
Sales Promotion Expenses	3.48	0.19	1.73	0.02	4.82	0.07	1.4	0.03
Website Expenses	0.95	0.05	4.11	0.05	8.02	0.12	19.44	0.37
<b>Total</b>	<b>16.57</b>	<b>0.89</b>	<b>119.84</b>	<b>1.41</b>	<b>117.57</b>	<b>1.77</b>	<b>53.84</b>	<b>1.01</b>

## LOGISTICS

Our products are primarily transported by road through local transport partners. Our suppliers directly deliver raw materials to our Stores based on order terms. We do not have long term contractual relationships with our local transporters.

## HUMAN RESOURCE:

We believe our employees are one of our most important assets and critical to maintaining our competitive position in our industry as on date, we have the total strength of 163 of Permanent employees on payroll basis and company also employs workers on contract basis as per demand.

For contract Labor, we entered into agreements with two different vendors  
 Agreement 1 – M/s Mangalmurti Enterprise  
 Agreement 2 – M/s Bhumika Enterprise

Sr. No	Particular	Nutraceuticals	Cosmetic	Aurvedic	Pet
1	Permanent employees	141	10	8	4
2	Labor on Contract Basis	78	0	0	0

Breakup of Permanent employees

Sr. No	Department	Nutraceuticals	Cosmetic	Ayurvedic	Pet
1	Production	111	6	5	2
2	Accounts	4	0	0	1
3	Qc/ R&D	3	1	0	0
4	Management	15	1	1	1
5	Store	8	2	2	0

None of our employees are represented by a labour union or covered by a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

We give importance to training and development of our employees. Mr. Munir Abdul Ganee Chandniwala, Promoter and Managing Director, plays a pivotal role in overseeing training programs that focus on technical, managerial, and leadership skills to keep our employees well-equipped in their respective roles. The details of employees associated with the Company and attrition rate for the past three financial year shall be as follows:

Financial Year	Total No. of Employees	Attrition Rate
2023-24	170	5.29
2022-23	166	4.22
2021-22	150	2.67

### IT and IT Systems

Our corporate office is equipped with computer systems, relevant software, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly. Major software utilized by our company for its operation are as follows;

Tally - Tally is a complete system for business accounting and inventory management.

### CORPORATE SOCIAL RESPONSIBILITY

We as a responsible corporate citizen are committed to take up different developmental projects, as part of our Corporate Social Responsibility (“CSR”) initiatives towards improving the quality of lives of the underprivileged sections of the society and other stakeholders. Our CSR strategies are aligned to national priorities to meet the basic needs of the local community. Our CSR policy defines the framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder. The CSR committee has been formed in accordance with the relevant laws. We show our commitment to our communities by dedicating our resources and efforts to social development, and we have aligned our CSR programs with Indian legal requirements.

We endeavor to undertake CSR activities in the fields of education and healthcare through our implementing agencies, Uchat Shikshan Sanstha, Hasaniya Healthcare Sarvajanic Trust, Womb Foundation.

fsss

The table below sets forth the details of our expenses undertaken on our CSR initiatives during the Financial Years 2024, 2023 and 2022

Particular	Restated Financials Statement			
	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022





	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses	₹ Lakhs	% of total expenses
Corporate Social Responsibility expenses	0.45	0.02	11.46	0.13	6.75	0.10	NA	NA
<b>Total</b>	<b>0.45</b>	<b>0.02</b>	<b>11.46</b>	<b>0.13</b>	<b>6.75</b>	<b>0.10</b>	<b>NA</b>	<b>NA</b>

#### COLLABORATIONS:

We have not entered into any technical or other collaboration.

#### INTELLECTUAL PROPERTY

The Company does not own any trademark or Copyright however the Company uses following Trademark:

S.NO	Original Trademark Name	Application No.	Class	Current Status	Registration Date	Valid Upto
1.		3257103	CLASS: 5	Registered	May 12, 2016	May 12, 2026
2.		3257102	CLASS: 29	Registered	May 12, 2016	May 12, 2026
3.		3799320	CLASS: 5	Registered	April 07, 2018	April 07, 2028
4.		1448950	CLASS: 5	Registered	May 05, 2006	May 05, 2026

Note- The given Intellectual Property details belong to the Copyright

#### INSURANCE

Sr. No	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (Rs. In Lakhs)	Amount of premium
1.	Cholamandalam MS General Insurance Company Limited	Factory unit at Plot No - 9/10. Phase-2, Genesis Ind. Township, Kolgoan, Palghar, H. O., Thane, Maharashtra- 401 404	2162/0135218 4/000/00	17/12/2024	1,936.00	Rs. 1,20,604.00 p.a.
2.	Cholamandalam MS General Insurance Company Limited	Factory unit at Plot No-1, Phase-1, Genesis Ind, Township, Kologaoon, Palghar, Thane	2162/0135218 3/000/00	20/12/2024	680.00	Rs. 50,798.00 p.a.

		H. O, Thane, Maharashtra- 400 601				
3.	Cholamandalam MS General Insurance Company Limited	Factory unit at Plot No-57, Phase-1, Genesis Ind, Township, Kologaoon, Palghar, Thane H. O, Thane, Maharashtra-400 601	2162/0135218 8/000/00	20/12/2024	607.00	Rs. 45,344.00 p.a.
4.	Cholamandalam MS General Insurance Company Limited	Unit No-109-110-111 Ghanshya, Enclave, B/H Lalji Pada Police Chowki, Kandiwali Link Road, Kandivali West S. O, Mumbai, Maharashtra-400 067	2150/0009483 4/000/01	20/12/2024	133.00	Rs. 11,241.00 p.a.

#### FINANCIAL SNAPSHOT:

Financial Snapshot of our Company as per Restated Financial Information is as under:

(Rs. in Lakhs)

Particulars	June 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Revenue from Operations	2112.05	9,996.51	7,605.65	5,920.17
Total Revenue	2115.38	10,010.23	7,606.75	5,920.17
EBITDA	318.22	1687.38	1072.26	616.97
EBITDA Margin (in %)	15.07%	16.88%	14.10%	10.42%
PAT	201.37	1,122.08	719.42	443.67
PAT Margin (in %)	9.53	11.21%	9.46%	7.49%

#### SWOT ANALYSIS

STRENGTHS	WEAKNESSES
<ul style="list-style-type: none"> <li>Diverse product portfolio</li> <li>Quality &amp; Innovative product gives a market edge for most of the suppliers.</li> <li>Competitive edge in terms of quality and bidding.</li> <li>Good marketing &amp; distribution network.</li> <li>Vast Experience of Promoters in the Field.</li> </ul>	<ul style="list-style-type: none"> <li>Dependent upon growth in Nutraceutical products</li> <li>The requirement of Finance to cater on national level.</li> <li>Limited market share &amp; presence in a few segments.</li> <li>Dependence on existing customer base.</li> <li>Competitors can offer similar products quickly.</li> </ul>
OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> <li>Growing acceptance by consumers of new and innovative formulation and awareness.</li> <li>Rising in demand for products in emerging areas and export.</li> <li>Market expansion.</li> <li>New product development</li> </ul>	<ul style="list-style-type: none"> <li>Lack of awareness.</li> <li>Government health yojanas have limited and delayed pay out.</li> <li>Ratio between qualified professionals, Nutritionist and consumer is a big issue in India.</li> </ul>



## ENVIRONMENTAL, HEALTH AND SAFETY MATTERS

We prioritize the safety and well-being of our employees and the environment by adhering to strict Environmental, Health, and Safety (EHS) guidelines. This involves conducting regular risk assessments, ensuring safe manufacturing processes, and managing waste effectively. Our facilities meet safety standards, and we invest in sustainable technologies to minimize our environmental impact. By following these practices, we aim to protect our workforce, maintain product quality, and positively contribute to our communities while complying with environmental regulations.

### REGISTERED OFFICE:

109, Ghanshyam Enclave, New Link Road,  
Behind Laljipada Police Chowky,  
Kandivali (W), Mumbai,  
Maharashtra, India – 400067

Our registered office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

### EXPORTS & EXPORTS OBLIGATIONS

As on date of this Red Herring Prospectus, our Company does not have any export obligations.

### POWER AND ELECTRICITY

Our Company meets its power requirements at our registered office from Adani Electricity Mumbai Limited and the same is sufficient for our day-to-day functioning. Additionally, we fulfill our power needs at our factory through Maharashtra State Electricity Distribution Co. Limited.

### WATER

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

### PROPERTIES

We operate our activities from our registered office and manufacturing units. Details of which are given below: -

Sr. No.	Address of Premises	Name of the Lessor	Tenure	Consideration	Area	Purpose
<b>Registered office</b>						
1.	109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	01/04/2024 to 31/03/2027	Rs. 1,50,000 per month	650 Square Feet	Registered Office
<b>Factories</b>						
2.	Plot No 9, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	01/04/2024 to 31/03/2027	Rs. 2,00,000 per month	6,500 Square Feet	Factory Unit

3.	Plot No 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404	Mr. Munir Abdul Ganee Chandniwala	01/04/2024 to 31/03/2027	Rs. 1,50,000 per month	13,000 Square Feet	Factory Unit
4.	Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404	Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala.	01/04/2024 to 31/03/2027	Rs. 2,10,000 per month	14,000 Square Feet	Factory Unit
5.	Plot No 01, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404	Mr. Munir Abdul Ganee Chandniwala	01/04/2024 to 31/03/2027	Rs, 1,40,000 per month	14,000 Square Feet	Factory Unit

*\*The lease agreement is duly registered and stamped.*

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## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page 255 of this Draft Red Herring Prospectus.*

*Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:*

### INDUSTRY SPECIFIC LAWS

#### **The Drugs and Cosmetics Act, 1940 (“Drugs and Cosmetics Act”), Drugs and Cosmetics Rules, 1945 (“Drugs and Cosmetics Rules”)**

Drugs and Cosmetics Act regulates the import, manufacture, distribution and sale of drugs and cosmetics in India including labelling, packing, and testing as well as matters pertaining to drug formulations and its active ingredients. It prohibits the manufacture and sale of certain drugs and cosmetics which are misbranded, adulterated or spurious. Drugs and Cosmetics Act empowers the Central government to prescribe rules for testing and licensing new drugs. The procedures under the Drugs and Cosmetics Act and the Drugs and Cosmetics Rules provide for obtaining a series of approvals at different stages of testing drugs before the Drugs Controller, India and / or respective state licensing authority which grants the final license to allow the drug to be manufactured and marketed.

The Drugs and Cosmetics Rules mandate 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 authority.

#### **Drugs (Control) Act, 1950 (the “Drugs Control Act”)**

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

#### **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.

#### **Legal Entity Identifier (LEI) for Large Value Transactions in Centralised Payment Systems**

The Legal Entity Identifier (LEI) is a 20-character alpha-numeric code used to uniquely identify parties to financial transactions worldwide. It has been implemented to improve the quality and accuracy of financial data reporting systems for better risk management. It is used to create a global reference data system that uniquely identifies every legal entity in any jurisdiction that is party to a financial transaction.

#### **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.

### **National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)**

The 2012 Policy replaces the drug policy of 1994 and presently seeks to lay down 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, so as 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 would be regulated based on the essential nature of the drugs rather than the economic criteria / market share principle adopted in the drug policy of 1994. Further, the 2012 Policy will regulate 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 Pharmacy Act, 1948 (“Pharmacy Act”)**

The Pharmacy Act governs the regulation of the profession, practice of pharmacy and pharmacy councils. The function of pharmacy council which inter-alia, includes minimum standard of education laid down by Pharmacy Council of India known as the Education Regulation, minimum qualification for admission and condition to be fulfilled by university, approval of institute providing course and examination for the pharmacists and withdrawal of approval. The State Pharmacy Council maintains up-to-date register of pharmacists after collection of requisite fees. Under Section 42 of the Pharmacy Act, no person other than a registered pharmacist shall compound, prepare, mix, or dispense any medicine on the prescription of a medical practitioner.

### **Drugs (Prices Control) Order, 2013 (the “DPCO”)**

The DPCO has been notified under the ECA. The first schedule to the DPCO consists of a list of essential medicines or formulations. In relation to these scheduled formulations, the DPCO inter alia prescribes the method for calculating the ceiling price and provides that the Government shall fix and notify the ceiling prices. The DPCO also prescribes the method for calculating the retail price of a new drug in the domestic market for existing manufacturers of scheduled formulations. Further, under the DPCO, the Government has been assigned the task to monitor the production and availability of scheduled formulations and the active pharmaceutical ingredients contained in the scheduled formulation.

### **Drugs, Medical Devices and Cosmetics Bill, 2022 (the “Drugs Bill, 2022”)**

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 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, 2022 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, 2022, 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, 2022 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.

### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of

military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

### **Food Safety and Standards Act, 2006**

The Food Safety and Standards Act, 2006, is an Indian legislation aimed at consolidating various laws related to food safety and regulation. It established the Food Safety and Standards Authority of India (FSSAI) to oversee the implementation and enforcement of food safety standards across the country. The Act mandates scientific risk assessment, regulation of food manufacturing, storage, distribution, sale, and import to ensure the availability of safe and wholesome food for human consumption. It also specifies the responsibilities of food business operators and provides guidelines for food safety audits and inspections. The Act emphasizes consumer protection and includes provisions for penalties and punishments for non-compliance.

### **Food Safety and Standards (Health Supplements, Nutraceuticals, Food for Special Dietary Use, Food for Special Medical Purpose, Functional Food, and Novel Food) Regulations, 2016**

The Food Safety and Standards (Health Supplements, Nutraceuticals, Food for Special Dietary Use, Food for Special Medical Purpose, Functional Food, and Novel Food) Regulations, 2016, were established by the Food Safety and Standards Authority of India (FSSAI). These regulations set guidelines for the manufacturing, packaging, labelling, and distribution of various health-related food products. They mandate specific safety, quality, and efficacy standards for products like health supplements, nutraceuticals, and functional foods to ensure consumer safety. The regulations also outline permissible ingredients, usage limits, and labelling requirements, including health claims. This framework aims to protect public health while promoting the development of safe and effective health-oriented food products.

### **Insecticides Act, 1968**

The Insecticides Act, 1968 is an Indian legislation aimed at regulating the import, manufacture, sale, transport, distribution, and use of insecticides to prevent risk to human beings or animals. The Act establishes a Central Insecticides Board to advise the central and state governments on technical matters and a Registration Committee to scrutinize and approve insecticide registration applications. It also mandates the licensing of insecticide manufacturers, distributors, and retailers. The Act includes provisions for the inspection and testing of insecticides to ensure quality and safety, and it prescribes penalties for violations to ensure compliance with the regulatory framework.

### **Insecticides Rules, 1971**

The Insecticides Rules, 1971, were established under the Insecticides Act, 1968, in India to regulate the import, manufacture, sale, transport, distribution, and use of insecticides. These rules mandate the registration of insecticides, ensuring that they meet prescribed standards for efficacy and safety. They set guidelines for packaging, labeling, and advertisement of insecticides to ensure they are not misleading and are safe for users. Additionally, the rules prescribe the qualifications and duties of licensing officers and inspectors to enforce compliance. The objective is to prevent risks to humans and animals and protect the environment.

### **The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

### **Good Manufacturing Practice Guidelines (GMP)**

These guidelines are provided under 'Schedule T' of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP)

are the practices required in order to confirm the guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

### **Bureau of Indian Standards: Animal feed and pet care**

The Bureau of Indian Standards (BIS) regulates animal feed, which sets guidelines for the quality and safety of feed materials. This standard ensures that animal feeds meet specific nutritional and safety requirements to promote animal health and prevent contamination. It covers the composition, labeling, and permissible limits of various nutrients and additives. By enforcing these standards, the BIS aims to enhance the quality of animal feed, safeguard animal welfare, and ensure the integrity of food products derived from animals. Compliance with these standards is crucial for manufacturers and suppliers in the animal feed industry.

### **The Legal Metrology Act, 2009 (“Legal Metrology Act”)**

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Central Government is empowered to appoint a director to exercise the powers and to discharge duties. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

### **The Legal Metrology (Packaged Commodities) Rules, 2011 (“Legal Metrology Rules”)**

The Legal Metrology Rules are ancillary to the Legal Metrology Act, and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out.

### **Information Technology Act, 2000 (“Information Technology Act”)**

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records and creating a mechanism for the authentication of electronic documentation through digital signatures, it also provides for civil and criminal liability including fines and imprisonment for various computer related offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and inter-alia gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability.

## **TAX RELATED LAWS**

### **The Income Tax Act, 1961**

The Income-tax Act, 1961 (—IT Act) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its —Residential Status and —Type of Income involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

### **The Goods and Services Tax (“GST”)**

The GST is applicable on the supply of goods or services as against the present concept of tax on the manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central GST (CGST) as provided by the CGST Act and that to be levied by the

States is called the State GST (SGST) as given under the SGST Acts. An Integrated GST (IGST) under the IGST Act is to be levied and collected by the Centre on inter-State supply of goods and services. The CGST and SGST is to be levied at rates to be jointly decided by the Centre and States.

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

### **The Customs Act, 1962**

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

### **The Maharashtra State Tax on Professions, Trades, Callings and Employments Acts, 1975**

Profession tax is the tax levied and collected by the state governments in India. It is a direct tax. A person earning an income from salary or anyone practicing a profession such as chartered accountant, company secretary, lawyer, doctor etc. are required to pay this professional tax. Different states have different rates and methods of collection. In India, profession tax is imposed every month. However, not all states impose this tax. Profession tax is levied and collected by the Commercial Taxes Department of State Governments, in some states by particular Municipal Corporations and majority of the Indian states are collecting this tax. It is a source of revenue for the government. The maximum amount payable per year is INR 2,500 and in line with tax payer's salary, there are predetermined slabs. It is also payable by members of staff employed in private companies. It is deducted by the employer from their employee every month and remitted to state exchequer and in some states sent to the Municipal Corporation. It is mandatory to pay professional tax. The tax payer is eligible for income tax deduction for this payment

## **INTELLECTUAL PROPERTY RELATED LAWS**

### **Copyright Act, 1957 (Copyright Act)**

The Copyright Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years from the beginning of the next calendar year, following the year in which the work is first published.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies including imprisonment of the accused and the imposition of fines and seizure of infringing copies.

### **The Trade Marks Act, 1999 (“Trademark Act”)**

The Trademark Act provides for the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Applications for a trade mark registration may be made for in one or more classes. Once granted, trade mark registration is valid for ten years unless cancelled.

The Trade Mark (Amendment) Act, 2010 has been enacted by the Government of India to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trade mark in other countries.

### **The Designs Act, 2000**

The Designs Act, 2000, regulates the protection of industrial designs in India, aiming to safeguard the unique visual appearance of products. It provides legal rights to creators of new and original designs, allowing them to prevent others from using, copying, or reproducing their designs without permission. The Act outlines the process for design registration, which includes examination and approval, and stipulates the duration of protection, typically ten years, renewable for an additional five years. It also details remedies for infringement and promotes innovation by ensuring designers can secure exclusive rights to their creative works and designs.

### **The Patent Act, 1970**

The Patent Act, 1970, establishes the legal framework for patent protection in India. It defines the criteria for patentability, including novelty, inventive step, and industrial applicability. The Act outlines the patent application process, including examination, granting, and maintenance of patents. It also specifies the rights of patent holders, such as the exclusive right to manufacture, use, and sell their inventions. Additionally, the Act addresses patent term limits, which generally last 20 years from the filing date, and provides mechanisms for resolving disputes and addressing infringements. The Act aims to promote innovation and protect intellectual property in India.

## **CORPORATE LAWS**

### **The Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as Companies. 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.

In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **FOREIGN REGULATIONS**

### **The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999**

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. Foreign Exchange Management Act, 1999 (—FEMA) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

## **EMPLOYMENT AND LABOUR LAWS**



### **The Factories Act, 1948**

The Factories Act, 1948, is an Indian law enacted to regulate labor conditions in factories. It aims to ensure the safety, health, and welfare of workers within the workplace. The Act defines a factory as any premises employing ten or more workers with the use of power, or twenty or more without it. Key provisions include working hours, minimum age for employment, hygiene standards, ventilation, lighting, and provisions for clean drinking water. The Act also mandates measures for handling hazardous processes and machinery, and requires employers to maintain health records and ensure medical examinations of workers. It is enforced by state governments through their respective factory inspectorates.

### **The Payment of Wages Act of 1936**

The Payment of Wages Act of 1936 is an Indian labor law enacted to regulate the payment of wages to certain classes of workers. The primary objective of the Act is to ensure that wages are disbursed timely and without any unauthorized deductions. It applies to workers earning below a specified wage threshold in industries and establishments specified by the government. The Act mandates that wages must be paid on time, and no deductions can be made except those authorized under the Act, such as fines, deductions for absence from duty, and certain services provided by the employer. It also sets forth the procedure for the redressal of grievances related to wage payments.

### **The Employees' Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (—EPF Act), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the 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 Employees' State Insurance Act, 1948 (the "ESI Act")**

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning.

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Equal Remuneration Act, 1976**

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

### **Payment of Gratuity Act, 1972**

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.

The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) on his/her superannuation;
- (b) on his/her retirement or resignation;
- (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply)

A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 is applicable to every factory and every other establishment employing twenty (20) or more persons. Every employee shall be entitled to be paid by his employer in an accounting year, bonus, in accordance with the provisions of this Act, provided he has worked in the establishment for not less than thirty working days in that year.

### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (—SHWW Act) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

### **The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957**

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labor legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

### **Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 is a key piece of legislation in India that consolidates and amends laws relating to trade unions, conditions of employment in industrial establishments, and the investigation and settlement of industrial disputes. The code simplifies and rationalizes previous laws, merging three major labor laws: the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947. It introduces provisions for easier resolution of disputes, enhances the ease of doing business, and ensures greater flexibility in hiring and retrenchment for employers. The code also mandates the formation of a grievance redressal committee in establishments with 20 or more workers and introduces a threshold for the requirement of standing orders at 300 workers. This legislation aims to balance the rights of workers with the need to promote industrial growth and productivity.

### **Code on Social Security, 2020**

The Code on Social Security, 2020 is a comprehensive legislation enacted by the Indian government to consolidate and simplify various labor laws related to social security. It aims to provide a uniform framework for social security benefits such as provident fund, employee state insurance, maternity benefits, gratuity, and unemployment insurance for workers in both organized and unorganized sectors. The Code seeks to expand the coverage of social security to more workers, including gig and platform workers, by setting up a universal social security system. It also introduces mechanisms for the registration of workers, the creation of a social security fund, and the establishment of a central authority to oversee the implementation of social security schemes. The Code is part of the government's broader labor reforms aimed at improving

ease of doing business and ensuring workers' welfare.

## **GENERAL LEGISLATIONS**

### **The Indian Contract Act, 1872**

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

### **Sale of Goods Act, 1930**

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

### **Consumer Protection Act, 2019 (“CPA”)**

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of “consumer” has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by teleshopping, or direct-selling or multi-level marketing.

### **The Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates —combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **Transfer of Property Act, 1882 (“TP Act”)**

The Transfer of Property Act, 1882 (the TP Act) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

### **The Registration Act, 1908**

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

### **Negotiable Instruments Act, 1881**

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881.

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

### **Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code (IBC) of 2016 is a comprehensive legal framework enacted in India to consolidate and amend laws relating to the reorganization and insolvency resolution of corporate entities, partnerships, and individuals. The Code aims to ensure a time-bound resolution process, maximizing the value of assets, and promoting entrepreneurship while balancing the interests of all stakeholders, including creditors and debtors. It introduced the concept of a "corporate insolvency resolution process" (CIRP), where financially distressed companies can be revived or liquidated under the supervision of an insolvency professional. The IBC also established the Insolvency and Bankruptcy Board of India (IBBI) to oversee its implementation and introduced specialized tribunals—National Company Law Tribunal (NCLT) and Debt Recovery Tribunal (DRT)—to handle cases. This legislation has significantly improved the ease of doing business in India by providing a clear and predictable legal process for resolving insolvencies.

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

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

### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

### **The Maharashtra Rent Control Act, 1999**

The Maharashtra Rent Control Act, 1999, regulates rental agreements and landlord-tenant relations in Maharashtra. It aims to balance the interests of landlords and tenants by providing fair terms for rent, security deposits, and eviction procedures. The Act specifies grounds for eviction, including non-payment of rent or misuse of property, while offering tenants protection against arbitrary eviction. It also addresses rent control, ensuring that increases in rent are reasonable and justified. Additionally, the Act mandates the maintenance of rental properties and outlines dispute resolution mechanisms, promoting transparency and fairness in the rental housing sector.

### **ENVIRONMENTAL LEGISLATIONS:**

#### **The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms, and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

#### **National Environmental Policy, 2006**

This Policy seeks to extend the coverage, and fill in gaps that still exist, considering present knowledge and accumulated

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

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

### **National Green Tribunal Act, 2010**

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavour for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

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## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as “Influx Healthtech Private Limited” vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the shareholders at their Extra Ordinary General Meeting held on May 09, 2022, our company was converted from a Private Limited Company to Public Limited Company. Consequently, the name of our Company was changed to ‘Influx Healthtech Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825.

Presently, we carry out our operations from our Registered Office and 3 plants for business purpose as per the below details:

Sr. No.	Particulars	Address
1.	Registered Office	109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai 400 067, Maharashtra, India
2.	Factory Unit -1	Plot No 9 &10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India
3.	Factory Unit -2	Plot No 57A, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India
4.	Factory Unit -3	Plot No 57B, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India

### CHANGES IN OUR REGISTERED OFFICE

Our Registered Office is presently situated at 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai 400 067, Maharashtra, India.

There has been no change in the registered office of the company since incorporation.

### CHANGES IN NAME CLAUSE

Date of Amendment	Particular	Reason
On May 23, 2022	Change in name of company from “Influx Healthtech Private Limited” to “Influx Healthtech Limited”	Conversion of Company from Private to Public

### MAIN OBJECTS OF OUR COMPANY

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

- To carry on the business as to manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, beauty and cosmetics products, personal care and disinfectant products, medicinal preparations, vaccines and related chemicals & amp; chemical products, dry, salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments.

### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
June 28, 2021	Change in the main objects of the Company.  Previous Clause:  1. To carry on the business as to manufacture, formulate, process, develop, refine, import,

	<p>export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines and related chemicals &amp; chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments.</p> <p>Amended Clause:</p> <p>1. To carry on the business as to manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, <b>beauty and cosmetics products, personal care and disinfectant products</b>, medicinal preparations, vaccines and related chemicals &amp; chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments.</p>
May 23, 2022	Change in the name of the Company from “Influx Healthtech Private Limited” to “Influx Healthtech Limited”
March 18, 2024	Increase in Authorised capital of Company from Rs. 5,00,000 to Rs. 10,00,00,000.
April 04, 2024	Increase in Authorised capital of Company from Rs. 10,00,00,000 to Rs. 25,00,00,000.

#### KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
2020	Incorporation of our Company as a Private Limited Company with the name of “Influx Healthtech Private Limited” with the vision to be the global leader in the nutraceutical, cosmetics, healthcare, and dietary/nutritional supplement industry.
2022	Converted to Public Limited Company – consequently the name of the company was changed to ‘Influx Healthtech Limited.

#### DETAILS OF BUSINESS OF OUR COMPANY

Influx Healthtech Limited is a Mumbai-based healthcare product-focused company that has carved a niche in contract manufacturing the Company carter as third-party manufacturer. The company operates three manufacturing facilities located in Thane, Maharashtra, covering an area approximately 6,500 square feet, 13,000 square feet, and 14,000 square feet. These manufacturing plants are certified with GMP (Good Manufacturing Practice), HACCP (Hazards Analysis & Critical Control Points), ISO 22000, and Halal, and are equipped with advanced machinery, a quality control department, and a skilled workforce.

Our company operates as a Contract Development and Manufacturing Organization (CDMO), which is a third-party manufacturer. We specialize in a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic / Herbal, Veterinary Feed Supplements, and Homecare segment. This includes the production of Active Pharmaceutical Ingredients (APIs) and the manufacturing of finished dosage forms such as tablets, capsules, and injectables.

In 2020, Influx was established by our visionary founder, Mr. Munir Abdul Ganee Chandniwala. His dedication and passion laid the foundation for our organization, Mr. Munir Abdul Ganee Chandniwala completed a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctor of Philosophy program from Bharatiya Shiksha Parishad, Uttar Pradesh (2010). He has approximately 18 years of experience in the nutraceutical, cosmetics, ayurvedic, and homecare industries. He is also registered with the Maharashtra State Pharmacy Council as a registered pharmacist. Additionally, he completed a Diploma in Nutrition from Fab Academe, a division of Fabulous Body Inc., California, United States, in 2019. Since 2006, he has been a successful entrepreneur in the field of third-party manufacturing, contract development, and manufacturing.

Ms. Shirin Munir Ahmed Chandniwala is another founder and the Whole-Time Director of the company. She holds a Bachelor of Commerce and a Master of Commerce degree from Hemchandracharya North Gujarat University. Ms. Shirin Chandniwala is well-versed in financial management, data analysis, and budget oversight. With more than 12 years of in the field of Finance industry, she has been an integral part of the company since its inception. She is highly qualified to supervise the overall financial development at Influx. As a founder of the company, she has over three years of experience in the nutraceutical, cosmetics, and healthcare industries.

For details on the description of Our Company's activity, business model, marketing strategy, strength, completion of business, please see "Our Business", "Management Discussion and Analysis of Financial Conditions" and "Basis for Issue Price" on page 122, 238 and 94 of this Draft Red Herring Prospectus respectively.

#### **HOLDING COMPANY OF OUR COMPANY**

Our company does not have any Holding Company as on the date of filing of this Draft Red Herring Prospectus.

#### **SUBSIDIARY COMPANY OF OUR COMPANY**

Our Company has no Subsidiary Company as on the date of filing of this Draft Red Herring Prospectus.

#### **ASSOCIATE AND JOINT VENTURES OF OUR COMPANY**

Our Company does not have any associate and joint ventures as on the date of this Draft Red Herring Prospectus.

#### **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not under winding up nor has received a notice for striking off its name from the relevant Registrar of Companies.

#### **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund-raising activities through equity or debt, please refer to the chapters titled "*Capital Structure*" beginning on page number 65, of this Draft Red Herring Prospectus.

#### **REVALUATION OF ASSETS**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves since its incorporation

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this draft red herring prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this draft red herring prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks in last 3 financial years.

#### **STRIKES AND LOCK-OUTS**

Our company has, since incorporation has not been involved in any labor disputes or disturbances including strikes and



lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overrun in any of the projects undertaken by our Company.

#### **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Red Herring Prospectus.

#### **OTHER AGREEMENTS**

Except as disclosed in the title "*Material Contracts and Documents for Inspection*" on page No. 332 as on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Red Herring Prospectus.

#### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE**

As on the date of this Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

#### **COLLABORATION AGREEMENT**

As on the date of this Draft Red Herring Prospectus, our Company is not party to any collaboration agreement.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Draft Red Herring Prospectus.

#### **FINANCIAL PARTNERS**

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

#### **ACQUISITION OF BUSINESS/UNDERTAKINGS**

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking in last 10 years.

#### **DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY IN LAST 10 YEARS.**

There has been no divestment by the Company of any business or undertaking in last 10 years.

#### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has **9 (Nine)** shareholders as on date of this Draft Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "*Capital Structure*" beginning on page 65 of this Draft Red Herring Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled "*Our Business*" and "*Our History and Certain Corporate Matters*" on page 122 and 166 respectively of this Draft Red Herring Prospectus.

#### **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “*Financial Statements*” beginning on page 198 of this Draft Red Herring Prospectus.

**GUARANTEES GIVEN BY PROMOTER OFFERING ITS SHARES IN THE OFFER FOR SALE**

As on the date of the Prospectus, no guarantee has been issued by Promoters except as disclosed in the ‘Financial Indebtedness’ on page 249 of this Draft Red Herring Prospectus.

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## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consist of Five (5) Directors, out of which Two (2) are Executive Director, three (3) are Non-Executive Independent Director and One (1) is a Whole-Time women Director.

Sr. No.	Name	DIN	Category	Designation
1.	Mr. Munir Abdul Ganee Chandniwala	08459582	Executive	Managing Director
2.	Ms. Shirin Munir Ahmed Chandniwala	08459623	Executive	Whole time Director
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	09573672	Non- Executive	Director
4.	Mr. Vipul Balubhai Patel	08091260	Non- Executive	Independent Director
5.	Mr. Ashok Kumar Jain	00251096	Non- Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus:

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p><b>Mr. Munir Abdul Ganee Chandniwala</b></p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai - 400064, Maharashtra, India.</p> <p><b>Date of Birth:</b> June 02, 1980</p> <p><b>Qualification:</b> Post Graduate in Management and Business Administration, Bachelor of Pharmacy and Doctor of Philosophy programme.</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 years w.e.f. July 30, 2024</p> <p><b>Date of First appointment:</b> September 28, 2020</p> <p><b>Date of appointment as Managing Director:</b> July 30, 2024</p> <p><b>DIN:</b> 08459582</p>	44	<p><b><u>Indian Private Limited Company</u></b></p> <ul style="list-style-type: none"> <li>Trusan Printpack Private Limited</li> </ul> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <ul style="list-style-type: none"> <li>ESLP Digital LLP</li> </ul> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p> <p><b><u>Indian Non-profit Organisation</u></b></p> <ul style="list-style-type: none"> <li>Influx Foundation</li> </ul>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
2.	<p><b>Ms. Shirin Munir Ahmed Chandniwala</b></p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> 301 A/1, Spring Field, Sunder Lane, Orlem Malad West, Mumbai – 400 064, Maharashtra, India</p> <p><b>Date of Birth:</b> July 29,1984</p> <p><b>Qualification:</b> Bachelor of Commerce and Master of Commerce from Hemchandracharya North Gujrat University.</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years w.e.f. July 30, 2024</p> <p><b>Date of First appointment:</b> September 28, 2020</p> <p><b>Date of appointment as Whole time Director:</b> July 30, 2020</p> <p><b>DIN:</b> 08459623</p>	40	<p><b><u>Indian Private Limited Company</u></b></p> <p>NIL</p> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <ul style="list-style-type: none"> <li>• ESPLP Digital LLP</li> </ul> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p> <p><b><u>Indian Non-profit Organisation</u></b></p> <ul style="list-style-type: none"> <li>• Influx Foundation</li> </ul>
3.	<p><b>Mr. Abdul Ganee Abdul Rasul Chandniwala</b></p> <p><b>Designation:</b> Non-executive Director</p> <p><b>Address:</b> 1 A 301, Spring Field, Sunder Lane, Orlem, Malad West, Mumbai – 400 064, Maharashtra, India</p> <p><b>Date of Birth:</b> September 03, 1951</p> <p><b>Qualification:</b> Diploma of licentiate of Court of examiners of Homoeopathic and Biochemic system of Medicine and Certificate Course in modern Pharmacology, Maharashtra University of Health Science, Nashik.</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Date of First appointment:</b> April 18, 2022</p> <p><b>Date of appointment as Non-Executive</b></p>	73	<p><b><u>Indian Private Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Public Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
	<p><b>Director:</b> September 27, 2022</p> <p><b>DIN:</b> 09573672</p>		
4.	<p><b>Mr. Vipul Balubhai Patel</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Address:</b> 701, Keshav Kunj, Marve Road, Malad (W), Mumbai - 400 064, Maharashtra, India</p> <p><b>Date of Birth:</b> September 21, 1970</p> <p><b>Qualification:</b> M.D (Pathology), Maharashtra medical council and M.B.B.S, Maharashtra medical council.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years w.e.f. June 11, 2024</p> <p><b>Date of appointment as Additional Non-Executive Independent Director:</b> June 11, 2024</p> <p><b>Date of appointment as Non-Executive Independent Director:</b> July 13, 2024</p> <p><b>DIN:</b> 08091260</p>	54	<p><b><u>Indian Private Limited Company</u></b></p> <p>NIL</p> <p><b><u>Indian Public Limited Company</u></b></p> <ul style="list-style-type: none"> <li>• Malad Gymkhana Limited</li> </ul> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>
5.	<p><b>Mr. Ashok Kumar Jain</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p>	59	<p><b><u>Indian Private Limited Company</u></b></p> <p>Nil</p> <p><b><u>Indian Public Limited Company</u></b></p>

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
	<p><b>Address:</b> B-203, D B Woods, Krishna Vatika Marg, Gokuldham, Goregaon (East), Mumbai Maharashtra 400063</p> <p><b>Date of Birth:</b> May 06, 1965</p> <p><b>Qualification:</b> Chartered Accountant (Member of Institute of Chartered Accountants of India)</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years w.e.f. July, 26, 2024</p> <p><b>Date of appointment as Additional Non-Executive Independent Director:</b> July 26, 2024</p> <p><b>Date of appointment as Non-Executive Independent Director:</b> July 30, 2024</p> <p><b>DIN:</b> 00251096</p>		<p>Nil</p> <p><b><u>Indian Limited Liability Partnership</u></b></p> <p>Nil</p> <p><b><u>Indian Hindu Undivided Family</u></b></p> <p>Nil</p>

#### BRIEF PROFILE OF THE DIRECTORS AND KMPs OF OUR COMPANY

**Mr. Munir Abdul Ganee Chandniwala**, aged 44 years, is the Founder & Managing Director of the Company. With a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), Bachelor of Pharmacy from University of Pune (2002) and Doctor of Philosophy Programme from Bharatiya Shiksha Parishad, Uttar Pradesh (2010) he has experience of approx 18 years in the industry of Nutraceutical, Cosmetics, Ayurvedic and Homecare. He is also registered with Maharashtra State Pharmacy Council as registered pharmacist. He has also completed Diploma in Nutrition from Fab Academe, Division of Fabulous Body Inc, California, United States in the year 2019. He has managed and controlled the affairs of Influx Healthcare, a sole proprietorship engaged in Third Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products, since 2006. He has been successful entrepreneur in the field of Third-Party Manufacturing, Contract Development and Manufacturing since 2006.

**Ms. Shirin Munir Ahmed Chandniwala**, aged 40 years, is the founder and Whole-Time Director of the Company. She holds the Degree of Bachelor of Commerce and Master of Commerce from Hemchandracharya North Gujrat University. Ms. Shirin Chandniwala is well versed with financial management data analysis and budget oversight. With more than 12 years of experience in the field of trading of packaging materials., Ms. Shirin Chandniwala has been an integral part of the Company since inception. She is well qualified to supervise the overall financial Development at influx. She has the experience of third-party manufacturing solutions in the fields of Nutraceuticals, Cosmetics, Ayurveda, Petcare and Homecare. Her practical knowledge and hands-on experience have been vital in managing complex business situations and contributing to the company's growth. Since 2012, she is the partner of Shinaf Enterprise, a partnership firm engaged in the trading of packaging materials.

**Mr. Abdul Ganee Abdul Rasul Chandniwala**, aged 73 years, is the Non-executive Director of the company. He is having Diploma of Licentiate of the Court of Examiners of Homeopathic and Biochemic Systems of Medicine from the Court of Examiners of Homeopathic and Biochemic Systems of Medicine, Bombay and Certificate course in Modern Pharmacology. Mr. Abdul Ganee Abdul Rasul Chandniwala has been an integral part of Influx with his approximately 18 years of experience in the pharmaceutical industry. In these 18 years of Experience,

Mr. Chandniwala has been actively involved in assisting his son for the promotion of Influx Healthcare, which is involved on third-party manufacturing of nutraceuticals, cosmetics, and Ayurvedic products, where he has assisted his son in its growth and development.

The Company does not possess sufficient supporting documentation to verify Mr. Abdul Ganee Abdul Rasul Chandniwala's professional experience for the 29-year period from 1977 to 2006. Therefore, this portion of his experience is not included in the profile above. For further details, refer to Risk Factor No.15 on page 27.

**Mr. Vipul Balubhai Patel**, aged 54 years, is the Non- Executive Independent Director on the Board of Influx Healthtech Limited. He has completed his M.D in pathology and has also done his M.B.B.S being a part of Maharashtra medical council. He is a dynamic and result oriented professional with 26 years of experience in the healthcare industry. His vision and leadership are pivotal in establishing the company as a key player in the industry. He continues to guide the Company towards technological advancements, maintaining its status as a trusted brand. Under his direction, the company achieves consistent growth, driven by a professional team dedicated to excellence.

**Mr. Ashok Kumar Jain**, aged 59, is the Non- Executive Independent Director on the Board of Influx Healthtech Limited. He is a member of the Institute of Chartered Accountant of India and being a professional he has an experience of over 30 years in the field of financial management, strategic planning and market analysis. He has a strong understanding of market dynamics and trends, allowing him to guide organizations in achieving and surpassing their market value objectives. he brings a wealth of experience to the board of directors of the Company. He actively contributes to shaping the company's financial strategies and long-term planning.

**Mr. Ashish Ghanshyam Shah**, aged 45 years, is the Chief Financial Officer of the Company. He has completed Bachelor of Commerce from University of Mumbai in the year 2001. He was appointed as Chief Financial Officer of the Company on the Board of Influx Healthtech Limited on May 02, 2024. He has worked as Accountant with Bathla Aluminium Private Limited as an Accountant from August 2002 to July 2003. He has also worked with Konark Synthetic Limited in the year 2005. Overall, he has an experience of more than 20 years in the field of accounts and finance industry & he contributes towards managing administration and accounting work as well as does the liaisoning work with banks for various activities of the bank.

**Mr. Atul Kumar Ashok Kumar Shukla**, aged 35 years, is the is the Company Secretary & Compliance Officer of our Company. He was appointed as the Company Secretary & Compliance Officer of our Company at the meeting of the Board of Directors with effect from April 02, 2024. He has worked as consultant in individual capacity from June 2016 to May 2019. He has also worked as Assistant Company Secretary for a period of June 2019 to March 2022 with M/s Amikasha Bhatiwara, Practicing Company Secretary. He has experience of more than 7 years of in the field of legal and Compliance.

*Note:*

*None of the above-mentioned Directors are on the RBI List of willful defaulters as on the date of this Draft Red Herring Prospectus.*

- 1) None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- 2) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

#### **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors of the Company are related to each other as per Section 2 (77) of the Companies Act, 2013:

S. No.	Name of the Director	Other Director	Relationship with another Director
1.	Mr. Munir Abdul Ganee Chandniwala	Mr. Abdul Ganee Abdul Rasul Chandniwala	Son-Father
2.	Mr. Munir Abdul Ganee	Ms. Shirin Munir Ahmed	Spouse

	Chandniwala	Chandniwala	
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	Ms. Shirin Munir Ahmed Chandniwala	Father-In-law- Daughter in Law

**Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension**

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

**Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

**TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

*i. Executive Directors*

<b>Name</b>	<b>Mr. Munir Abdul Ganee Chandniwala</b>
<b>Designation</b>	Managing Director
<b>Period</b>	5 years w.e.f. July 30, 2024
<b>Date of approval of shareholder</b>	July 30, 2024
<b>Remuneration for F.Y. 2023-24</b>	Rs. 60.00 Lakhs
<b>Perquisite</b>	As per the rules of the company*

<b>Name</b>	<b>Ms. Shirin Munir Ahmed Chandniwala</b>
<b>Designation</b>	Whole-Time Director
<b>Period</b>	5 years w.e.f. July 30, 2024
<b>Date of approval of shareholder</b>	July 30, 2024
<b>Remuneration for F.Y. 2023-24</b>	Rs. 00.00 Lakhs
<b>Perquisite</b>	As per the rules of the company*

*\*As per the rule of the company refer to: In addition to salary, he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.*

*ii. Non-Executive Directors*

Non-Executive Directors including Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

**Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.**



## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,42,500	95.00
2.	Mr. Shirin Munir Ahmed Chandniwala	8,80,638	4.85
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	726	Negligible

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### *Interest in promotion of Our Company*

Except Promoters, none of our non-promoter Directors have any interest in the promotion of our Company.

### *Interest in the property of Our Company*

Our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### *Interest in the business of Our Company*

Save and except as stated otherwise in Related Party Transaction in the chapter titled “*Financial Information*”

beginning on page number 198 of this Draft Red Herring Prospectus, Our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### ***Details of Service Contracts***

None of our directors have entered into any service contracts with our Company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company.

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

### **Bonus or Profit-Sharing Plan for the Directors**

There is no bonus or profit-sharing plan for the Directors of our Company.

### **Contingent and Deferred Compensation Payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation.

### **Other Indirect Interest**

Except as stated in chapter titled — “*Financial Information*” beginning on page 198 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

### **Borrowing Power of the Board**

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company, free reserve & security premium, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution dated September 30, 2023 for approval of borrowing limits not exceeding Rs. 100 crores only.

### **Changes in The Board for the Last Three Years**

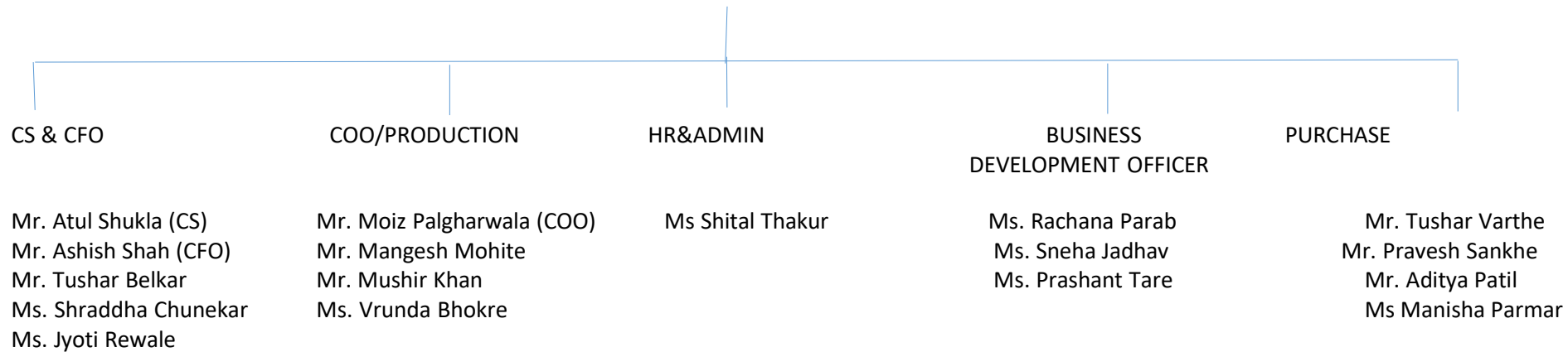
Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Date of Event (M/D/Y)</b>	<b>Reason for Change</b>
1.	Mr. Abdul Ganee Abdul Rasul Chandniwala	April 18, 2022	Appointed as Non-Executive Director
2.	Mr. Mohmad Saleh Mutvalli	June 11, 2024	Appointed as Additional Independent Director
3.	Mr. Vipul Balubhai Patel	June 11, 2024	Appointed as Additional Independent Director
4.	Mr. Mohmad Saleh Mutvalli	June 24, 2024	Change in designation to Independent Director
5.	Mr. Vipul Balubhai Patel	June 24, 2024	Change in designation to Independent Director
6.	Mr. Ashok Kumar Jain	July 26, 2024	Appointed as Additional Independent Director
7.	Ms. Shirin Munir Ahmed Chandniwala	July 26, 2024	Change in designation to Executive Director
8.	Mr. Munir Abdul Ganee Chandniwala	July 30, 2024	Change in designation Managing Director and Chairman
9.	Ms. Shirin Munir Ahmed Chandniwala	July 30, 2024	Change in designation Whole Time Director
10.	Mr. Ashok Kumar Jain	July 30, 2024	Change in designation to Independent Director

11.	Mr. Mohmad Saleh Mutvalli	August 07, 2024	Resignation as Independent Director due to his other pre-occupations.
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## Management Organization Structure

**Mr. Munir Chandniwala (Managing Director), Ms. Shirin Chandniwala (Whole Time Director), Mr. Abdul Ganee Chandniwala (Director)**



## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors, woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility

Details of each of these committees are as follows:

### AUDIT COMMITTEE

The Audit Committee was re-constituted *vide* Board resolution dated August 09, 2024 pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Ashok Kumar Jain	Chairman	Independent Director
Mr. Vipul Balubhai Patel	Member	Independent Director
Ms. Shirin Munir Ahmed Chandniwala	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### **The scope of Audit Committee shall include but shall not be restricted to the following:**

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are 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. Approval of payment 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:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue,

rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization 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. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. 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.
16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**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
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. 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. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

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 shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on August 09,

2024 as on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Ashok Kumar Jain	Chairman	Independent Director
Mr. Vipul Balubhai Patel	Member	Independent Director
Mr. Abdul Ganeer Abdul Rasul Chandniwala	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. 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.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on August 09, 2024 as on the date of this Draft Red Herring Prospectus the Stakeholders Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Vipul Balubhai Patel	Chairman	Independent Director
Mr. Munir Abdul Ganeer Chandniwala	Member	Chairman and Managing Director
Ms. Shirin Munir Ahmed Chandniwala	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Allotment and listing of our shares in future.
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on August 09, 2024 as on the date of this Draft Red Herring Prospectus the Corporate Social Responsibility Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Munir Abdul Ganee Chandniwala	Chairman	Chairman and Managing Director
Mr. Ashok Kumar Jain	Member	Independent Director
Ms. Shirin Munir Ahmed Chandniwala	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
3. To monitor the CSR policy of the Company from time to time;
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The quorum for the CSR Committee Meeting shall be one – third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	: <b>Mr. Munir Abdul Ganee Chandniwala</b>
<b>Designation</b>	:Managing Director
<b>Date of Appointment at current</b>	:July 30, 2024
<b>Designation</b>	
<b>Qualification</b>	:Post Graduate in Management and Business Administration, Bachelor of Pharmacy and Doctor of Philosophy programme.
<b>Previous Employment</b>	:NA
<b>Overall Experience</b>	:Approx 18 years of experience in the field Nutraceutical, Cosmetics, Ayurvedic, Homecare.
<b>Remuneration paid in F.Y.</b>	:Rs. 60.00 Lakhs p.a.



(2023-24)
<b>Remuneration Payable in F. Y.</b> : Rs. 96.00 Lakhs p.a.
(2024-25)

<b>Name</b>	: <b>Ms. Shirin Munir Ahmed Chandniwala</b>
<b>Designation</b>	: Whole Time Director
<b>Date of Appointment at current</b>	: July 30, 2024
<b>Designation</b>	
<b>Qualification</b>	: Bachelor of Commerce and Master of Commerce from Hemchandracharya North Gujrat University
<b>Previous Employment</b>	: NA
<b>Overall Experience</b>	: More than 12 years of experience in the field of trading of packaging materials.
<b>Remuneration paid in F.Y.</b>	: Rs. 00.00 Lakhs
(2023-24)	
<b>Remuneration Payable in F. Y.</b>	: Rs. 24.00 Lakhs p.a.
(2024-25)	

<b>Name</b>	: <b>Mr. Ashish Ghanshyam Shah</b>
<b>Designation</b>	: Chief Financial Officer (CFO)
<b>Date of Appointment at current</b>	: May 02, 2024
<b>Designation</b>	
<b>Qualification</b>	: Bachelor of Commerce, University of Mumbai
<b>Previous Employment</b>	: Konark Synthetic Limited
<b>Overall Experience</b>	: More than 20 years of experience in the field of Finance and Accounts industry
<b>Remuneration paid in F.Y.</b>	: N. A. (Appointed w.e.f. May 02, 2024)
(2023-24)	
<b>Remuneration Payable in F. Y.</b>	: Rs. 9.48 Lakhs p.a.
(2024-25)	

<b>Name</b>	: <b>Mr. Atul Kumar Ashok Kumar Shukla</b>
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Date of Appointment</b>	: May 02, 2024
<b>Qualification</b>	: Company Secretary
<b>Previous Employment</b>	: M/s. Amiksha Bhatiwara
<b>Overall Experience</b>	: Overall Experience of 7 years in the field of Legal & Compliance
<b>Remuneration paid in F.Y.</b>	: N. A. (Appointed W.e.f. May 02, 2024)
(2023-24)	
<b>Remuneration Payable in F. Y.*</b>	: Rs. 60,000/- per month
(2024-25)	

\* The salary of company secretary is revised from Rs. 2,40,000/- per annum to Rs. 7,20,000/- per annum vide Board Resolution passed at Board meeting held on September 16, 2024.

**Notes:**

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

**Family Relationship Between Key Managerial Personnel**

Except as disclosed under the heading “Relationship between our Directors” herein above, none of the key managerial

personnel and Senior Management are related to each other or to our Promoters or to any of our directors.

#### **Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel**

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

#### **Contingent and Deferred Compensation Payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### **Shareholding of the Key Managerial Personnel**

Except as discussed below, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of KMP	No. of Equity Shares Held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Munir Abdul Ganee Chandniwala	1,72,42,500	95
2.	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.85
3.	Mr. Ashish Ghanshyam Shah	726	Negligible

#### **Interest of Key Managerial Personnel**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **Changes in Our Company's Key Managerial Personnel During the Last three Years**

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of KMP	Date of Change	Reason
1.	Mr. Ashish Ghanshyam Shah	May 02, 2024	Appointment as Chief Financial Officer
2.	Mr. Atul Kumar Ashok Kumar Shukla	May 02, 2024	Appointment as Company Secretary & Compliance Officer
3.	Mr. Munir Abdul Ganee Chandniwala	July 30, 2024	Change in designation as Managing Director.
4.	Ms. Shirin Munir Ahmed Chandniwala	July 30, 2024	Change in designation as Whole Time Director

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

#### **Scheme of Employee Stock Options or Employee Stock Purchase**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### **Loans to Key Managerial Personnel**

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – “Restated Financial Statement” page no. 198.

#### **Payment of Benefits to Officers of Our Company (Non-Salary Related)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “Our



*Business*” beginning on pages 198 and 122 of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

#### **RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.



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## OUR PROMOTERS AND PROMOTER GROUP

### OUR INDIVIDUAL PROMOTERS:

1. Mr. Munir Abdul Ganee Chandniwala
2. Mr. Shirin Munir Ahmed Chandniwala
3. Mr. Abdul Ganee Abdul Rasul Chandniwala

### DETAILS OF OUR INDIVIDUAL PROMOTERS

	<p><b>Mr. Munir Abdul Ganee Chandniwala</b>, aged 44 years, is the Founder &amp; Managing Director of the Company. With a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), Bachelor of Pharmacy from University of Pune (2002) and Doctor of Philosophy Programme from Bharatiya Shiksha Parishad, Uttar Pradesh (2010) he has experience of approx. 18 years in the industry of Nutraceutical, Cosmetics, Ayurvedic and Homecare. He is also registered with Maharashtra State Pharmacy Council as registered pharmacist. He has also completed Diploma in Nutrition from Fab Academe, Division of Fabulous Body Inc, California, United States in the year 2019. He has managed and controlled the affairs of Influx Healthcare, a sole proprietorship engaged in Third Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products, since 2006. He has been successful entrepreneur in the field of Third-Party Manufacturing, Contract Development and Manufacturing since 2006.</p> <p><b>Permanent Account Number- AECPC0439D</b></p>
	<p><b>Ms. Shirin Munir Ahmed Chandniwala</b>, aged 40 years, is the founder and Whole-Time Director of the Company. She holds the Degree of Bachelor of Commerce and Master of Commerce from Hemchandracharya North Gujrat University. Ms. Shirin Chandniwala is well versed with financial management data analysis and budget oversight. With more than 12 years of experience in the field of trading of packaging material. Ms. Shirin Chandniwala has been an integral part of the Company since inception. She is well qualified to supervise the overall financial Development at influx. She has the experience of third-party manufacturing solutions in the fields of Nutraceuticals, Cosmetics, Ayurveda, Petcare and Homecare. Her practical knowledge and hands-on experience have been vital in managing complex business situations and contributing to the company's growth. Since 2012, she is the partner of Shinaf Enterprise, a partnership firm engaged in the trading of packaging materials.</p> <p><b>Permanent Account Number- AJHPC3357N</b></p>



**Mr. Abdul Ganee Abdul Rasul Chandniwala**, aged 73 years, is the Non-executive Director of the company. He is having Diploma of Licentiate of the Court of Examiners of Homeopathic and Biochemic Systems of Medicine from the Court of Examiners of Homeopathic and Biochemic Systems of Medicine, Bombay and Certificate course in Modern Pharmacology. Mr. Abdul Ganee Abdul Rasul Chandniwala has been an integral part of Influx with his approximately 18 years of experience in the pharmaceutical industry. In these 18 years of Experience, Mr. Chandniwala has been actively involved in assisting his son for the promotion of Influx Healthcare, which is involved on third-party manufacturing of nutraceuticals, cosmetics, and Ayurvedic products, where he has assisted his son in its growth and development.

The Company does not possess sufficient supporting documentation to verify Mr. Abdul Ganee Abdul Rasul Chandniwala's professional experience for the 29-years period from 1977 to 2006. Therefore, this portion of his experience is not included in the profile above. For further details, refer to Risk Factor No. 15 on page 27.

**Permanent Account Number- AAAPC7792H**

*Our Company confirms that the Permanent Account Number, Bank Account Number, Passport Number, Driving License and Aadhar Card of our promoter, shall be submitted to the NSE at the time of filing this Draft Red Herring Prospectus.*

## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

### a. Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Relationship	Mr. Munir Abdul Ganee Chandniwala	Ms. Shirin Munir Ahmed Chandniwala	Mr. Abdul Ganee Abdul Rasul Chandniwala
Father	Mr. Abdul Ganee Abdul Rasul Chandniwala	Mr. Sheth Abdulrauf	Late. Abdul Rasul Chandniwala
Mother	Late. Tahera Abdul Ganee Chandniwala	Ms. Suffayyabegam A.Rauf Sheth	Late. Ayesha Rasul Chandniwala
Spouse	Ms. Shirin Munir Ahmed Chandniwala	Mr. Munir Abdul Ganee Chandniwala	Late. Tahera Abdul Ganee Chandniwala
Brother	Late. Saeed Abdul Ganee Chandniwala	Mr. Shakilahmed Abdulrauf Sheth	1) Ahmedhusan Hajia Abdul Rasul Chandniwala 2) Late. Gulamnabi Abdul Rasul Chandniwala 3) Late. Abdul hakim Abdul Rasul Chandniwala
Sister	NA	Ms. Shabanabegum Zahoorahmed Doi	1) Late. Zubedabibi Vadalivala 2) Taherabibi A Maza.
Son	1) Mr. Ziyaan Munir Chandniwala* 2) Mr. Shifaan Munir	1) Mr. Ziyaan Munir Chandniwala 2) Mr. Shifaan Munir	1) Mr. Munir Abdul Ganee Chandniwala 2) Late. Saeed Abdul

	Chandniwala*	Chandniwala	Ganee Chandniwala
Daughter	NA	NA	NA
Spouse Father	Mr. Sheth Abdulrauf	Mr. Abdul Ganee Abdul Rasul Chandniwala	Late. Abdul Nabi Abdul Rasul Sabugar
Spouse Mother	Ms. Suffayyabegam A.Rauf Sheth	Late. Tahera Abdul Ganee Chandniwala	Late. Ayesha Abdul Nabi Sabugar
Spouse Brother	Mr. Shakilahmed Abdulrauf Sheth	Late. Saeed Abdul Ganee Chandniwala	Mr. Mohamadjamal Abdul Nabi Sabugar
Spouse Sister	Ms. Shabanabegum Zahoorahmed Doi	NA	Haradwala Sufaiyabibi S

#### 5. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with Promoter	Individual Promoter		
	Mr. Munir Abdul Ganee Chandniwala	Ms. Shirin Munir Ahmed Chandniwala	Mr. Abdul Ganee Chandniwala
Any company in which 20% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relatives is a member	<ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>	<ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>	<ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>
Any company in which a company (mentioned above) holds 20% of the total holding	-	-	-
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 20% of the total holding	<ul style="list-style-type: none"> <li>• Influx Healthcare</li> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> <li>• Shinaf Enterprises (Partnership firm)</li> <li>• Sheth Trading Company</li> </ul>	<ul style="list-style-type: none"> <li>• Influx Healthcare</li> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> <li>• Shinaf Enterprises (Partnership firm)</li> <li>• Sheth Trading Company</li> </ul>	<ul style="list-style-type: none"> <li>• Influx Healthcare</li> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> </ul>

#### OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Driving License, Aadhar and Passport Number of the Promoters will be submitted to the Emerge Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus. Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

#### COMMON PURSUITS OF OUR PROMOTERS

None of our Promoter Group Entity is having business objects similar to our business as mentioned in the Chapter “Our Group Entities” beginning on page 193 of the Draft Red Herring Prospectus, except as given below-

#### **Influx Healthcare**

Influx Healthcare is founded in 2006 in Mumbai to carry on the business of Third-Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products. Our object is to provide a Manufacturing of Nutrition, Food Supplement.

## INTEREST OF THE PROMOTERS

### *Interest in the promotion of Our Company*

Our Promoters Mr. Munir Abdul Ganee Chandniwala, Ms. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

### *Interest in the property of Our Company*

Our Promoters do not have any interest in any property acquired by Our Company in last two years or proposed to be acquired by our Company.

### *Interest as Member of our Company*

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group together hold **1,81,23,864 (99.85%)** Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company, our Promoters does not hold any other interest in our Company.

### *Payment Amounts or Benefit to Our Promoters during the Last Two Years*

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Red Herring Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Statements’ and ‘Capital Structure’ on page 171, 198, 65 respectively of this Draft Red Herring Prospectus. Further as on the date of this Draft Red Herring Prospectus, there is no bonus or profit-sharing plan for our Promoters.

## HOLDING OF SECURITIES OF PERSONS BELONGING TO THE CATEGORY “PROMOTER AND PROMOTER GROUP” AND PUBLIC BEFORE AND AFTER THE ISSUE:

S. No.	Name of shareholders	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of Equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	Mr. Munir Abdul Ganee Chandniwala (selling shareholder)	1,72,42,500	95.00	1,58,74,500	69.68
2	Ms. Shirin Munir Ahmed Chandniwala	8,80,638	4.85	8,80,638	3.87
3	Mr. Abdul Ganee Abdul Rasul Chandniwala	726	Negligible	726	Negligible
<b>Total – A</b>		<b>1,81,23,864</b>	<b>99.85</b>	<b>1,67,55,864</b>	<b>73.55</b>
<b>Promoter Group</b>					
4	-	-	-	-	-
<b>Total – B</b>		-	-	-	-
<b>Public</b>					
5	Existing Shareholders	26,136	0.15	26,136	0.11
6	IPO	-	-	60,00,000	26.34
<b>Total – C</b>		<b>26,136</b>	<b>0.15</b>	<b>60,26,136</b>	<b>26.45</b>
<b>Grand Total (A+B+C)</b>		<b>1,81,50,000</b>	<b>100.00</b>	<b>2,27,82,000</b>	<b>100.00</b>

## CONFIRMATIONS



For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 332 of this Draft Red Herring Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

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## OUR GROUP ENTITIES

As per definition of group companies as per Sections 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 shall include (i) the companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Fiscals in respect of which the Restated Financial Information is included in this Draft Red Herring Prospectus; and (ii) such other companies as are considered material by the Board. Our Board considered the below mentioned companies as material, pursuant to which the following entities are identified as Group Entities of our Company-

There is no company which is considered material by the Board of Directors of our Company to be identified as Group Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

1. **Trusan Printpack Private Limited**
2. **Influx Healthcare**

### 1. Trusan Printpack Private Limited

#### Corporate Information

Trusan Printpack Private Limited was incorporated on April 11, 2023 under Companies Act, 2013. The registered office of the company is situated at 109 Ghanshyam Enclave Premises Co Soc Ltd, Plot No 856 Lalji Pada New Link Road, Kandivali (West) Mumbai, Maharashtra, India, 400 067. The Corporate Identification Number is U82191MH2023PTC400577.

#### Brief Profile of the Company

Trusan Printpack Private Limited is professionally managed working in the manufacturing sector from more than a year. Trusan Printpack Private Limited is founded in 2023 in Mumbai to carry on the business as Digital Label Printing and Rotogravure Printing etc. Our objective is to provide a product service such as printing solutions and packaging solutions to companies operating in wellness industry, Personal care industry, Food packaging industry, veterinary industry, Hospitality industry, household and homecare industry.

#### Board of Director

The Directors of Trusan Printpack Private Limited as on date of this Draft Red Herring Prospectus are as follows:

Name	Designation
Munir Abdul Ganee Chandniwala	Director
Ayaan Saeed Chandniwala	Director

#### Capital Structure and Shareholding Pattern

As on date of this Draft Red Herring Prospectus, the authorized share capital of the Company is Rs. 1,00,000/- (10,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 1,00,000 /- (10,000 Equity shares of Rs.10/- each).

As on date of this Draft Red Herring Prospectus the shareholding pattern of Trusan Printpack Private Limited is as follows:

Name of shareholder	No. of Equity Shares Held	% of Shareholding
Munir Abdul Ganee Chandniwala	5,000	50.00
Ayaan Saeed Chandniwala	5,000	50.00
<b>Total</b>	<b>10,000</b>	<b>100%</b>

#### Financial Information

*(Amount in lakhs except NAV & EPS)*

Particular	Financial year ended March 31, 2024
------------	----------------------------------------

Equity Share Capital	1.00
Reserve and surplus (excluding Revaluation reserve, if any)	1.51
Net Worth	2.51
Sales/Turnover including Other Income	39.89
Profit/(Loss) after Tax	1.51
Earnings Per Share (in Rs)	15.09
Net Asset Value per Share (in Rs.)	25.09

## 2. Influx Healthcare

Influx Healthcare is a sole proprietorship, incorporated in 2006. It is owned and controlled by the Munir Abdul Ganee Chandniwala. It is situated at Unit No. 109,110,111, Ghanshyam Enclave Premises CO OP Soc Ltd, New Link Road, Lalji Pada, Kandivali West, Mumbai, Mumbai Suburban, Maharashtra, 400067.

### Brief Profile

Influx Healthcare was professionally managed working in the Manufacturing Sector from more than a 22 Years. Influx Healthcare is founded in 2006 in Mumbai to carry on the business of Third-Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products. Our object is to provide a Manufacturing of Nutrition, Food Supplement.

### **CONFIRMATION**

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

### **INTEREST OF OUR GROUP ENTITIES**

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled "Restated Financial Statements" beginning on page 198 of the Draft Red Herring Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

### **LITIGATION**

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 250 of this Draft Red Herring Prospectus.

### **DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS**

None of our Promoters have disassociated themselves from any of the companies / partnership firms during preceding three years.

### **SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES**

There is no sale purchase between our Company and Group Entities except as mentioned in Annexure VIII Related Party Disclosures under the chapter titled "Financial Statement" beginning on page 198 of this Draft Red Herring Prospectus.

### **COMMON PURSUITS**

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company's business, except as given below-

**Influx Healthcare**

Influx Healthcare is founded in 2006 in Mumbai to carry on the business of Third-Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products. Our object is to provide a Manufacturing of Nutrition, Food Supplement.

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## **RELATED PARTY TRANSACTION**

For details on related party transaction of our Company, please refer to Annexure A of Restated Financial statement beginning on page 198 of this Draft Red Herring Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the —record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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## SECTION IX- FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,

**The Board of Directors of,**

**INFLUX HEALTHTECH LIMITED**

**Formerly known as (Influx HealthTech Private Limited)**

Dear Sir (s),

1. We have examined the attached Restated Financial Statements of **INFLUX HEALTHTECH LIMITED** (formerly known as **Influx HealthTech Private Limited**) (the "Company") comprising the Restated Statement of Assets and Liabilities as at **30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022**, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for 3 months period ended 30<sup>th</sup> June 2024, and for the financial years ended 31st March 2024, 31st March 2023, and 31st March, 2022, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 22nd October, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus as the case may be ("Offer Documents") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019 issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information.

The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR Regulations and the Guidance Note)

3. We, V.B Goel & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds the peer review certificate dated 13.04.2023 valid till 31.03.2026.
4. We have examined such Restated Financial Information taking into consideration
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 4th October, 2024 in connection with the proposed SME IPO of the Company.
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for 3 months period ended 30th June 2024 and for the financial years ended 31st March, 2024, 31st March, 2023 and 31st March, 2022 which have been approved by the Board of Directors.
6. For the purpose of our examination:
  - a) We have examined the attached financials statements of the Company for 3 months ended 30th June 2024 and for the financial year ended 31st March, 2024 and state that we have obtained all the information's and explanations which to the best of our knowledge and belief were necessary for the purpose of preparing such financials and state that Balance Sheet, Profit & Loss account and cash flows dealt with are in agreement with the books of accounts.
  - b) We have relied on Auditors' reports issued by Company's previous auditors, Phirodia Bafna & Associates for the financial year ended 31st March 2023 and 31st March 2022 and accordingly reliance has been placed on financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them.

7. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the audit report submitted by the Previous Auditors for the respective year, we report that the Restated Financial Information:
  - a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for a period of 3 months ended on 30th June 2024 and financial year ended 31st March 2024, 31st March 2023 and March 31st 2022 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed for the period ended 30th June 2024 ;
  - b) Does not contain any qualification requiring adjustments.
  - c) Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following notes to the restated financial information of the company set out in the Annexure V, prepared by the management and approved by the Board of Directors for the period ended June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
9. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
13. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**FOR V. B. GOEL & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 115906 W**





**Place : Mumbai**  
**Date : 22-10-2024**

**Vikas Goel**  
**Partner**  
**Membership No. : 39287**  
**UDIN: 24039287BKBMCB6359**

## RESTATED STATEMENT OF ASSETS & LIABILITIES

(Amount in Lakhs Unless otherwise stated)

PARTICULARS	NO TE NO.	AS AT 30 JUNE, 2024	AS AT 31 MARCH, 2024	AS AT 31 MARCH, 2023	AS AT 31 MARCH, 2022
<b><u>EQUITY AND LIABILITIES</u></b>					
<b><u>1. Shareholders' fund</u></b>					
(a) Share Capital	2	2.50	2.50	2.50	2.50
(b) Reserves and Surplus	3	2,486.10	2,284.72	1,162.65	443.23
<b><u>2. Non-Current Liabilities</u></b>					
(a) Long-Term Borrowings	4	-	-	3.29	7.85
(b) Deferred Tax Liabilities (Net)	5	-	-	1.39	2.80
(c) Other Long-Term Liabilities	6	5.26	5.26	5.26	-
(d) Long Term Provision	7	28.66	28.66	16.27	6.81
<b><u>3. Current Liabilities</u></b>					
(a) Short Term Borrowing	8	27.82	32.48	76.56	53.15
(b) Trade Payables	9				
- Dues to Micro, Small and Medium Enterprises ('MSME')		460.35	387.07	221.66	113.81
- Dues to Creditors Other than MSMEs		972.04	1,049.47	1,123.82	989.67
(c) Other Current Liabilities	10	226.95	168.77	187.99	112.36
(d) Short-term Provisions	11	163.22	151.38	29.03	26.66
<b>TOTAL</b>		<b>4,372.90</b>	<b>4,110.31</b>	<b>2,830.42</b>	<b>1,758.84</b>
<b><u>ASSETS</u></b>					
<b><u>1. Non-Current Assets</u></b>					
(a) Property, Plant & Equipment and Intangible Assets	12				
- Property, plant & Equipment		1,446.97	1,370.60	629.64	274.11
- Intangible assets		2.23	2.39	3.22	-
(b) Deferred Tax Asset (Net)	13	30.95	28.56	-	-
(c) Long term loans and advances	14	117.18	117.18	115.13	55.03
<b><u>2. Current Assets</u></b>					
(a) Inventories	15	403.56	545.62	196.19	175.49

(b) Trade receivables	<b>16</b>	1,831.82	1,591.60	1,382.51	1,031.06
(c) Cash and Bank balance	<b>17</b>	366.64	360.56	354.71	146.52
(d) Short-term loans and advances	<b>18</b>	169.46	91.71	149.03	76.61
(e) Other current assets	<b>19</b>	4.09	2.09	-	-
<b>TOTAL</b>		<b>4,372.90</b>	<b>4,110.31</b>	<b>2,830.42</b>	<b>1,758.84</b>

As per our report on even date

**For V.B. Goel & Co**  
Chartered Accountants  
Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of  
**Influx Healthtech Limited**

Vikas Goel  
Partner  
Membership No. 39287  
Date: 22-10-2024  
Place: Mumbai

**Munir Chandniwala**  
**Managing Director**  
**DIN:** 08459582  
**Place:** Mumbai  
**Date:** 22-10-2024

**Shirin Chandniwala**  
**Whole Time Director**  
**DIN:** 08459623  
**Place:** Mumbai  
**Date:** 22-10-2024

**Ashish Shah**  
**(Chief Financial Officer)**  
**Place:** Mumbai  
**Date:** 22-10-2024

**Atul Shukla**  
**(Company Secretary)**  
Mem No: ACS46854  
**Place:** Mumbai  
**Date:** 22-10-2024

## RESTATED STATEMENT OF PROFIT AND LOSS

*(Amount in Lakhs, unless otherwise stated)*

PARTICULARS		NO TE NO.	AS AT 30 JUNE, 2024	AS AT 31 MARCH, 2024	AS AT 31 MARCH, 2023	AS AT 31 MARCH, 2022
<b>I.</b>	<b><u>INCOME</u></b>					
	Revenue from Operations	<b>20</b>	2,112.05	9,996.51	7,605.65	5,920.17
	Other Incomes	<b>21</b>	3.33	13.73	1.10	-
	<b>TOTAL INCOME</b>		<b>2,115.38</b>	<b>10,010.23</b>	<b>7,606.75</b>	<b>5,920.17</b>
<b>II</b>	<b><u>EXPENDITURE</u></b>					
	Cost of Materials Consumed	<b>22</b>	1,357.76	6,526.94	5,274.25	4,592.26
	Changes in inventories	<b>23</b>	(3.11)	(37.01)	(2.42)	(39.43)
	Employee Benefit Expenses	<b>24</b>	189.81	704.20	515.42	346.55
	Financial Costs	<b>25</b>	0.11	5.89	5.99	4.18
	Depreciation & Amortization	<b>13</b>	59.77	185.43	93.74	12.20
	Other Expenses	<b>26</b>	249.36	1,115.00	746.14	403.81
	<b>TOTAL EXPENSES</b>		<b>1,853.71</b>	<b>8,500.45</b>	<b>6,633.12</b>	<b>5,319.58</b>
<b>II I.</b>	<b>Net Profit before tax</b>		261.67	1,509.78	973.63	600.59
<b>I V.</b>	<b>Tax Expenses</b>					
	Current Tax		62.69	417.66	255.41	154.12
	Current Tax expenses relating to Previous year		-	-	0.21	-
	Deferred Tax		(2.39)	(29.96)	(1.41)	2.80
<b>V.</b>	<b>Net Profit after tax</b>		<b>201.37</b>	<b>1,122.08</b>	<b>719.42</b>	<b>443.67</b>
<b>V I.</b>	<b>Earning per Equity Share</b>	<b>28</b>				
	Basic (in Rs.)		805.49	4,488.31	2,877.68	1,774.66
	Diluted (in Rs.)		805.49	4,488.31	2,877.68	1,774.66

As per our report on even date  
**For V.B.Goel & Co**  
Chartered Accountants  
Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of  
**Influx Healthtech Limited**

**Vikas Goel**  
**Partner**  
**Membership No. 39287**  
**Date: 22-10-2024**  
**Place: Mumbai**

**Munir Chandniwala**  
**Managing Director**  
**DIN: 08459582**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Shirin Chandniwala**  
**Whole Time Director**  
**DIN: 08459623**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Ashish Shah**  
**Chief Financial Officer**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Atul Shukla**  
**Company Secretary**  
Mem No: ACS46854  
**Place: Mumbai**  
**Date: 22-10-2024**

**RESTATED CASH FLOW STATEMENT**

(Amount in Lakhs)

PARTICULARS		AS AT 30 JUNE, 2024	AS AT 31 MARCH, 2024	AS AT 31 MARCH, 2023	AS AT 31 MARCH, 2022
<b>A</b>	<b><u>Cash Flow from Operating Activities</u></b>				
	Net Profit before tax & extraordinary items	261.67	1,509.78	973.63	607.40
	<b><u>Adjustment For :</u></b>				
	Depreciation & Amortization Expenses	59.77	185.43	93.74	12.20
	Bad Debts Written Off	-	13.20	-	-
	Sundry Balances Written Off	(1.22)	(8.64)	-	-
	Interest Expenses & other finance cost	0.11	5.89	0.93	0.49
	Interest Income	(1.21)	(2.32)	-	-
	Unrealised foreign exchange loss / (gain) (net)	(0.26)	(0.07)	-	-
	<b>Operating Profit Before Working Capital Changes</b>	<b>318.86</b>	<b>1,703.28</b>	<b>1,068.30</b>	<b>620.09</b>
	<b><u>Adjusted for :</u></b>				
	Increase/(Decrease) in Trade payables	(2.67)	99.77	242.01	1,103.32
	Increase/(Decrease) in Other Current Liabilities	58.18	(19.22)	75.63	-
	Increase/(Decrease) in Provision	11.84	134.74	11.83	33.47
	(Increase)/Decrease in Trade Receivables	(240.22)	(222.29)	(351.44)	(1,031.06)
	(Increase)/Decrease in Inventories	142.06	(349.43)	(20.70)	(175.49)
	(Increase)/Decrease in Loans and Advances	(77.75)	55.27	(132.52)	(131.63)
	(Increase)/Decrease in Other Long Term Liabilities	-	-	5.26	-
	(Increase)/Decrease in Other Current Assets	(2.00)	(2.09)	-	-
	<b>Net Cash generated from Operating activities (before tax)</b>	<b>208.32</b>	<b>1,400.02</b>	<b>898.36</b>	<b>418.68</b>
	(Tax Paid)/ Tax Refund - Net	(62.69)	(417.66)	(255.61)	(127.47)
	<b>Net Cash Generated from Operating Activities (A)</b>	<b>145.63</b>	<b>982.36</b>	<b>642.75</b>	<b>291.22</b>
<b>B</b>	<b><u>Cash Flow from Investing Activities</u></b>				
	Purchase of Property, Plant and Equipment and Intangible Assets	(135.99)	(925.56)	(452.48)	(286.31)
	Interest Income	1.21	2.32	-	-

	<b>Net Cash used in Investment Activities (B)</b>	<b>(134.78)</b>	<b>(923.24)</b>	<b>(452.48)</b>	<b>(286.31)</b>
<b>C</b>	<b>Cash Flow from Financing Activities</b>				
	Interest Expenses & other finance cost	(0.11)	(5.89)	(0.93)	(0.49)
	(Repayment)/ Proceeds of Long Term Borrowings	-	(3.29)	(4.56)	56.83
	(Repayment)/ Proceeds of Short Term Borrowings	(4.66)	(44.08)	23.41	-
	<b>Net cash generated from / (used in) Financing Activities (C )</b>	<b>(4.78)</b>	<b>(53.26)</b>	<b>17.92</b>	<b>56.34</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>6.08</b>	<b>5.86</b>	<b>208.19</b>	<b>144.29</b>
	<b>Cash and Cash Equivalents at the beginning of the Year</b>				
	Cash and cash equivalents	290.56	354.71	146.52	2.24
	Short term bank deposits	70.00	-	-	-
	<b>Cash and Cash Equivalents at the end of the Year</b>	<b>366.65</b>	<b>360.56</b>	<b>354.72</b>	<b>146.53</b>
	<b>Cash and cash equivalents comprise of:</b>				
	Cash on Hand	2.65	2.41	1.42	1.19
	Bank Balances:				
	In Current Accounts	293.99	288.16	353.28	145.34
	Short Term Bank Deposit	70.00	70.00	-	
	<b>Cash and cash equivalents at the end of the Year</b>	<b>366.65</b>	<b>360.56</b>	<b>354.72</b>	<b>146.53</b>

As per our report on even date

**For V.B.Goel & Co**

Chartered Accountants

Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of

**Influx Healthtech Limited**

**Vikas Goel**  
**Partner**  
**Membership No. 39287**  
**Date: 22-10-2024**  
**Place: Mumbai**

**Munir Chandniwala**  
**Managing Director**  
**DIN: 08459582**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Shirin Chandniwala**  
**Whole Time Director**  
**DIN: 08459623**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Ashish Shah**  
**Chief Financial Officer**  
**Place: Mumbai**  
**Date: 22-10-2024**

**Atul Shukla**  
**Company Secretary**  
**Mem No: ACS46854**  
**Place: Mumbai**  
**Date: 22-10-2024**

## SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION

### COMPANY OVERVIEW

Influx Healthtech Limited is a limited company incorporated on 28th September, 2020 under The Companies Act, 2013. The Company was converted From Private Limited Company to Public limited w.e.f. 23.05.2022. It has its registered office situated at 109, Ghanshyam Enclave Premises Co-op Society Plot no. 856, Laljipada, Kandivali West, Mumbai 400067. The company is engaged in the business of manufacturing and trading of Pharmaceuticals, Nutra Products and Drugs and other related business activities.

The Company has its manufacturing unit at Plot no. 1,9,10 and 57, at Genesis Industrial Compound, Kolgaon, Palghar, Maharashtra – 401404.

### 1. SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS:

#### **A. Basis of Preparation of Financial statements:**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), specified under section 133 and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

#### **B. Use of Estimates:**

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles in India requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities at the end of the reporting period. The estimates and assumptions used in the accompanying Financial Statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying Financial Statements. Any revisions to accounting estimates are recognized prospectively in current and future periods.

#### **C. Accounting Convention:**

The Company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern.

Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

### 2. Current versus non-current classification:

The assets and liabilities in the balance sheet are presented based on current and non-current classification:

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least



twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non-current. Deferred tax assets / liabilities are classified as non-current assets and liabilities respectively.

### 3. **Property, Plant & Equipment and Intangible Assets:**

#### **Tangible Assets:**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management. Subsequent costs related to an item of Property, Plant and Equipment are recognized in the carrying amount of the item if the recognition criteria are met.

Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realizable value and are shown separately in the financial statements under the head 'Other current assets'. Any write-down in this regard is recognized immediately in the Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognized in the Statement of Profit and Loss.

#### **Intangible Assets:**

##### a) **Acquired Intangible Assets:**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

### 4. **Impairment of Assets:**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

5. **Depreciation:**

Depreciation on tangible assets is provided to the extent depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are amortised on a straight-line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

The estimates of useful lives of property plant and equipment are as follows:

<b>Types Of Assets</b>	<b>Useful life as per Schedule II</b>
Building	30
Plant and Machinery	15
Furniture and Fixtures	10
Office Equipment	5
Motor Vehicles	8
Computer Software	3 to 10

6. **Inventories:**

Inventories of Raw Materials are valued at lower of cost or net realizable value. The method used for valuation or determination of cost is as per Specific identification method.

Inventories of stores, regular spares, fuel and packing material are valued at cost or net realizable value whichever is lower. Specific identification method is used for valuation purpose. Inventories of work in progress are valued at estimated cost or net realizable value whichever is lower. Inventories of finished goods are valued at lower of factory cost (including material, labour and related overheads and depreciation) and net realizable value. Scrap is valued at net realizable value.

Goods and Service Tax ('GST') Input, being tax which is set-off against GST output, does not form a part of cost of inventory as prescribed in AS – 2 on “Valuation of Inventories”.

7. **Cash and Cash Equivalents:**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

8. **Provisions and Contingent Liabilities:**

**Provisions**

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

**Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within

the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

9. **Revenue Recognition:**

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and are recognised net of trade discounts, rebates, Goods and Service tax.

Service income is accounted as and when services are rendered and are net of Goods and Service tax.

10. **Other Income:**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Export benefits, incentives and licenses: Export incentives are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Rental income is recognised in the statement of profit and loss on the straight line basis over the period of lease term.

11. **Borrowing Cost:**

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

12. **Employees Benefits:**

**Provident Fund:**

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

**Gratuity:**

The Company provides for gratuity, a defined benefit plan (the “Gratuity Plan”) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment. The Company’s liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**Termination Benefits:**

Termination benefits in the nature of voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

13. **Current and Deferred Tax:**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty

that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

14. **Foreign Currency Transaction:**

**Initial Recognition:**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Subsequent Recognition:**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, the Company has adopted the following policy:

- Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset.

-In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability.

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

15. **Earning / (loss) Per Share:**

Basic earnings / (loss) per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes forming part of Restated Financial Statements

**NOTE 2: SHARE CAPITAL**

**EQUITY SHARE CAPITAL**

(a) Authorised equity share capital

(Rupees in Lakhs, unless otherwise stated)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Equity Shares of Rs.10/- each	1,000	1,000	5.00	5.00
<b>Total</b>	<b>1,000</b>	<b>1,000</b>	<b>5.00</b>	<b>5.00</b>

(b) Issued, Subscribed & Fully Paid-up

(Rupees in Lakhs, unless otherwise stated)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Equity Shares of Rs.10/- each fully paid	2.50	2.50	2.50	2.50
<b>Total</b>	<b>2.50</b>	<b>2.50</b>	<b>2.50</b>	<b>2.50</b>

(c) Par value per share

The company has only one class of Equity Shares having a par value Rs. 10 per share.

(d) A reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Sr. No.	Particulars	As at 30 <sup>th</sup> June, 2024		As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March-2023		As at 31 <sup>st</sup> March-2022	
		No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)
	Balance at the beginning of the year	25,000	2.50	25,000	2.50	25,000	2.50	25,000	2.50
Add:	Issued during the year as bonus shares	0	0	0	0	0	0	0	0
Less:	Bought back during the year	0	0	0	0	0	0	0	0
	<b>Balance at the end of the year</b>	<b>25,000</b>	<b>2.50</b>	<b>25,000</b>	<b>2.50</b>	<b>25,000</b>	<b>2.50</b>	<b>25,000</b>	<b>2.50</b>

(e) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The company has issued only one class of equity shares having at par value of Rs. 10 each. Each equity shareholders is entitled to one vote per share. Dividend, if any, is declared and paid in Indian Rupees Dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any, the distribution will be in proportion to the number of equity shares held by shareholders.

- (f) **Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate i.e. to all individuals only. Accordingly reporting to that extant under this clause is not applicable**

The company has issued shares only to one class of equity shares to other than the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate i.e. to all individuals only. Accordingly reporting to that extant under this clause is not applicable.

- (g) **List of shareholders holding more than 5% of equity shares**

Name of the Shareholder	As at 30 <sup>th</sup> June, 2024		As at 31 <sup>st</sup> March 2024		As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Number of shares	% held	In Nos	In %	In Nos	In %	In Nos	In %
Munir Chandniwala	23,750	95.00%	23,750	95.00%	23,750	95.00%	23,750	95.00%
Shirin Chandniwala	1,245	4.98%	1,245	4.98%	1,245	4.98%	1,250	5.00%

- (h) **Aggregate number of bonus shares issued or shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

Particulars	As at 30 <sup>th</sup> June 2024 (no. of shares)	As at 31 <sup>st</sup> March 2024 (no. of shares)	As at 31 <sup>st</sup> March 2023 (no. of shares)	As at 31 <sup>st</sup> March 2022 (no. of shares)
Equity shares allotted as fully paid up pursuant to contracts for considerations other than cash	Nil	Nil	Nil	Nil
a) Subscription amount is adjusted against a bonafide debt payable in money at once by the company	Nil	Nil	Nil	Nil
b) Conversion of loan into shares in the event of default in repayment, equity shares bought back by the company	Nil	Nil	Nil	Nil
Equity shares allotted as fully paid bonus shares by capitalization of reserves	Nil	Nil	Nil	Nil

**NOTE 3: RESTATED RESERVES & SURPLUS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>General reserve</b>				
Opening Balance	650.00	650.00	0	0
Add: Transferred from surplus in	0	0	650.00	0

Statement of Profit and Loss				
Less: Utilised / transferred during the year for:	0	0	0	0
<b>subtotal A</b>	<b>650.00</b>	<b>650.00</b>	<b>650.00</b>	<b>0</b>
<b>Profit and loss Account</b>				
Opening balance	1,634.72	512.65	443.23	(0.44)
Add: Profit/ (loss) for the year	201.37	1,122.08	719.42	443.67
Less: transfer to general reserve	0	0	(650.00)	0
<b>subtotal B</b>	<b>1,836.10</b>	<b>1,634.72</b>	<b>512.46</b>	<b>443.23</b>
<b>Total</b>	<b>2,486.10</b>	<b>2,284.72</b>	<b>1,169.46</b>	<b>443.23</b>

#### NOTE 4: RESTATED LONG-TERM

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>				
Term loan from bank	-	-	3.29	7.85
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3.29</b>	<b>7.85</b>

#### Terms of Repayment & other disclosures

- A) Term loan from bank is secured by hypothecation of vehicle  
B) The rate of interest on the above term loan is 9.47%  
C) The aforesaid term loan is repayable in 36 equal monthly installments of Rs. 42, 586 commencing from 5<sup>th</sup> December 2021.

#### Repayment schedule

Financial Year	2024-25	2023-24	2022-23	2021-22
F.Y 2025-26	-	-	-	-
F.Y 2024-25	-	-	-	3.29
F.Y 2023-24	-	-	3.29	4.56

#### NOTE 5: RESTATED DEFERRED TAX LIABILITIES (NET)

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>Deferred Tax Liability</b>				
Depreciation	0	0	1.39	2.80
<b>Total</b>	<b>0</b>	<b>0</b>	<b>1.39</b>	<b>2.80</b>

#### NOTE 6: RESTATED OTHER LONG-TERM LIABILITIES

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>Security Deposits</b>				
From Customer	5.26	5.26	5.26	0
<b>Total</b>	<b>5.26</b>	<b>5.26</b>	<b>5.26</b>	<b>0</b>

#### NOTE 7: RESTATED LONG TERM PROVISION

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
Provision for Gratuity	28.66	28.66	16.27	6.81
<b>Total</b>	<b>28.66</b>	<b>28.66</b>	<b>16.27</b>	<b>6.81</b>

**NOTE 8: RESTATED SHORT-TERM BORROWINGS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Secured</b>				
Current Maturities of Long Term Borrowings	2.10	3.29	4.56	4.15
<b>Unsecured</b>				
<u>Repayable on demand</u>				
From Directors				
Munir Chandniwala	23.72	27.19	65.00	42.00
Shirin Munir Chandniwala	2.00	2.00	7.00	7.00
<b>Total</b>	<b>27.82</b>	<b>32.48</b>	<b>76.56</b>	<b>53.15</b>

**NOTE 9: RESTATED TRADE PAYABLES**

(Amount in Lakhs, unless otherwise stated)

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Restated Trade Payables</b>				
a) Total outstanding dues of micro enterprises and small enterprises*	460.35	387.07	221.66	113.81
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	972.04	1,049.47	1,123.82	989.67
<b>Total</b>	<b>1,432.39</b>	<b>1,436.54</b>	<b>1,345.48</b>	<b>1,103.47</b>

\* The information regarding Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of information available with the company.

**Trade Payables ageing schedule**

(Amount in Lakhs)

Sr.No	Particulars	30 <sup>th</sup> June, 2024					Total
		Outstanding for the following periods from the due date of payment					
		Unbilled Due	Less than 1 Yr	1-2 Years	2-3 Years	More than 3 Years	
i)	<i>MSME</i>	1.26	458.62	0.48	-	-	460.35
ii)	<i>Others</i>	9.73	954.84	7.46	-	-	972.04
iii)	<i>Disputed Dues-MSME</i>	-	-	-	-	-	-
iv)	<i>Disputed Dues-Others</i>	-	-	-	-	-	-
	<b>TOTAL TRADE PAYABLES</b>	<b>10.99</b>	<b>1,413.47</b>	<b>7.94</b>	<b>-</b>	<b>-</b>	<b>1,432.39</b>

Figures for reporting period FY 2023-24



31 <sup>st</sup> March, 2024							
Sr.No	Particulars	Outstanding for the following periods from the due date of payment					Total
		Unbilled Due	Less than 1 Yr	1-2 Years	2-3 Years	More than 3 Years	
i)	<i>Undisputed dues-MSME</i>	2.25	384.82	0	0	0	387.07
ii)	<i>Undisputed dues-Others than MSME</i>	13.09	1,016.06	20.13	0	0	1,049.27
iii)	<i>Disputed Dues-MSME</i>	0	0	0	0	0	0
iv)	<i>Disputed Dues-Others</i>	0	0	0	0	0	0
	<b>TOTAL TRADE PAYABLES</b>	<b>15.34</b>	<b>1,401.08</b>	<b>20.13</b>	<b>0</b>	<b>0</b>	<b>1,436.54</b>

Figures for reporting period FY 2022-23

31 <sup>st</sup> March, 2023							
Sr.No	Particulars	Outstanding for the following periods from the due date of payment					Total
		Unbilled Due	Less than 1 Yr	1-2 Years	2-3 Years	More than 3 Years	
i)	<i>Undisputed dues-MSME</i>	0	221.66	0	0	0	221.66
ii)	<i>Undisputed dues-Other than MSME</i>	13.30	1,110.38	0.15	0	0	1,123.82
iii)	<i>Disputed Dues-MSME</i>	0	0	0	0	0	0
iv)	<i>Disputed Dues-Others</i>	0	0	0	0	0	0
	<b>TOTAL TRADE PAYABLES</b>	<b>13.30</b>	<b>1,332.03</b>	<b>0.15</b>	<b>0</b>	<b>0</b>	<b>1,345.48</b>

Figures for reporting period FY 2022-23

31 <sup>st</sup> March, 2022							
Sr.No	Particulars	Outstanding for the following periods from the due date of payment					Total
		Unbilled Due	Less than 1 Yr	1-2 Years	2-3 Years	More than 3 Years	

i)	<i>Undisputed dues-MSME</i>	0	113.81	0	0	0	113.81
ii)	<i>Undisputed dues-Other than MSME</i>	0	989.67	0	0	0	989.67
iii)	<i>Disputed Dues-MSME</i>	0	0	0	0	0	0
iv)	<i>Disputed Dues-Others</i>	0	0	0	0	0	0
	<b>TOTAL TRADE PAYABLES</b>	<b>0</b>	<b>1,103.47</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,103.47</b>

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MIMED Act are as follows:

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31st March-2024	As at 31st March-2023	As at 31st March-2022
Principal amount due to suppliers registered under the MIMED Act and remaining unpaid as at year end	460.35	387.07	221.66	113.81
Interest due to suppliers registered under the MIMED Act and remaining unpaid as at year end	0	0	0	0
Principal amounts paid to suppliers registered under the MIMED Act, beyond the appointed day during the year	0	0	0	0
Interest paid, other than under Section 16 of MIMED Act, to suppliers registered under the MIMED Act, beyond the appointed day during the year	0	0	0	0
Interest paid, under Section 16 of MIMED Act, to suppliers registered under the MIMED Act, beyond the appointed day during the year	0	0	0	0
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0	0	0	0
Further interest remaining due and payable for earlier years	0	0	0	0
<b>Total</b>	<b>460.35</b>	<b>387.07</b>	<b>221.66</b>	<b>113.81</b>

**NOTE 10: RESTATED OTHER CURRENT LIABILITIES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
Statutory dues	<b>41.04</b>	<b>17.43</b>	<b>18.21</b>	<b>12.22</b>
Advance Received from Customers	103.91	102.04	110.15	55.52
Interest Accrued but not Due	0	0	0.05	0.08
Employee Dues Payable	82.00	49.29	59.58	44.54
<b>Total</b>	<b>226.95</b>	<b>168.77</b>	<b>187.99</b>	<b>112.36</b>

**NOTE 11: RESTATED SHORT-TERM PROVISIONS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Provision for Tax (Net of advances)	163.22	151.38	29.03	26.66
<b>Total</b>	<b>163.22</b>	<b>151.38</b>	<b>29.03</b>	<b>26.66</b>

**NOTE 12: PROPERTY, PLANT AND EQUIPMENT**

(Amount in Lakhs)

S r. N o	Description of asset	Gross Block				Depreciation				WDV as on 30/06/2024
		As at 01/04/2024	Addition during the year	Deduction during the year	As at 30/06/2024	Up to 31/03/2024	Addition during the year	Deduction during the year	As at 31/03/2024	
A	<b><u>TANGIBLE ASSETS</u></b>									
	Premises (the above asset is capital cost on Rented Property)	406.54	71.53	-	478.06	29.60	9.37	-	38.97	<b>439.09</b>
	Plant & Machinery	1,080.01	49.09	-	1,129.10	207.96	40.65	-	248.61	<b>880.49</b>
	Office Equipment	29.19	5.55	-	34.74	15.16	1.89	-	17.06	<b>17.68</b>
	Furniture & Fixtures	117.21	8.68	-	125.89	23.16	6.25	-	29.40	<b>96.49</b>
	Motor Vehicle	18.87	-	-	18.87	9.05	0.77	-	9.82	<b>9.06</b>
	Computer Hardware	8.85	1.13	-	9.98	5.15	0.68	-	5.83	<b>4.15</b>
		<b>1,160.67</b>	<b>135.99</b>	<b>-</b>	<b>1,796.66</b>	<b>290.08</b>	<b>59.61</b>	<b>-</b>	<b>349.69</b>	<b>1,446.97</b>
B	<b><u>INTANGIBLE ASSETS</u></b>									
	Computer Software	3.68	-	-	3.68	1.29	0.15	-	1.45	<b>2.23</b>
	<b>Total (Current Year)</b>	<b>1,664.35</b>	<b>135.99</b>	<b>-</b>	<b>1,800.34</b>	<b>291.37</b>	<b>59.77</b>	<b>-</b>	<b>351.14</b>	<b>1,449.20</b>

(Amount in Lakhs)

S r. N o	Description of asset	Gross Block				Depreciation				WDV as on 31/03/2024
		As at 01/04/2023	Addition during the year	Deduction during the year	As at 31/03/2024	Up to 31/03/2023	Addition during the year	Deduction during the year	As at 31/03/2024	
A	<b><u>TANGIBLE ASSETS</u></b>									
	Premises	121.39	285.15	0	406.54	6.08	23.52	0	29.60	<b>376.93</b>

	Plant & Machinery	524.89	555.12	0	1080.01	77.95	130.01	0	207.96	<b>872.06</b>
	Office Equipment	22.42	6.77	0	29.19	5.84	9.33	0	15.16	<b>14.02</b>
	Furniture & Fixtures	43.92	73.28	0	117.21	8.82	14.33	0	23.16	<b>94.05</b>
	Motor Vehicle	16.17	2.70	0	18.87	5.66	3.39	0	9.05	<b>9.83</b>
	Computer Hardware	6.31	2.54	0	8.85	1.13	4.02	0	5.15	<b>3.70</b>
		<b>735.11</b>	<b>925.56</b>	<b>-</b>	<b>1,660.67</b>	<b>105.47</b>	<b>184.60</b>	<b>0</b>	<b>290.08</b>	<b>1,370.60</b>
<b>B</b>	<b><u>INTANGIBLE ASSETS</u></b>									
	Computer Software	3.68	0	0	3.68	0.46	0.83	0	1.29	<b>2.39</b>
	<b>Total (Current Year)</b>	<b>738.79</b>	<b>925.56</b>	<b>0</b>	<b>1,664.35</b>	<b>105.94</b>	<b>185.43</b>	<b>0</b>	<b>291.37</b>	<b>1,372.98</b>

(Amount in Lakhs)

S r. N o	Description of asset	Gross Block			Depreciation				WDV as on 31/03/2023	
		As at 01/04/2022	Addition during the year	Deduction during the year	As at 31/03/2023	Up to 31/03/2022	Addition during the year	Deduction during the year		As at 31/03/2023
<b>A</b>	<b><u>TANGIBLE ASSETS</u></b>									
	Premises	13.07	108.31	0	121.39	0.11	5.97	0	6.08	<b>115.31</b>
	Plant & Machinery	238.77	286.12	0	524.89	8.96	68.99	0	77.95	<b>446.95</b>
	Office Equipment	5.86	16.56	0	22.42	1.15	4.69	0	5.84	<b>16.58</b>
	Furniture & Fixtures	15.77	28.16	0	43.92	0.19	8.64	0	8.82	<b>35.10</b>
	Motor Vehicle	11.64	4.53	0	16.17	1.55	4.10	0	5.66	<b>10.52</b>
	Computer Hardware	1.20	5.11	0	6.31	0.25	0.88	0	1.13	<b>5.18</b>
		<b>286.31</b>	<b>448.80</b>	<b>0</b>	<b>735.11</b>	<b>12.20</b>	<b>93.28</b>	<b>0</b>	<b>105.47</b>	<b>629.64</b>
<b>B</b>	<b><u>INTANGIBLE ASSETS</u></b>									
	Computer Software	0	3.68	0	3.68	0	0.46	0	0.46	<b>3.22</b>
	<b>Total (Current Year)</b>	<b>286.31</b>	<b>452.48</b>	<b>0</b>	<b>738.79</b>	<b>12.20</b>	<b>93.74</b>	<b>0</b>	<b>105.94</b>	<b>632.85</b>

(Amount in Lakhs)

S r. N o	Description of asset	Gross Block			Depreciation				WDV as on 31/03/2022
		As at 01/04/2021	Addition during	Deduction during	As at 31/03/2022	Up to 31/03/2021	Addition during	Deduction during	

			g the year	the year			g the year	the year		
A	<b>TANGIBLE ASSETS</b>									
	Premises	0	13.07	0	13.07	0	0.11	0	0.11	<b>12.96</b>
	Plant & Machinery	0	244.24	5.47	238.77	0	8.96	0	8.96	<b>229.82</b>
	Office Equipment	0	5.86	0	5.86	0	1.15	0	1.15	<b>4.71</b>
	Furniture & Fixtures	0	15.77	0	15.77	0	0.19	0	0.19	<b>15.58</b>
	Motor Vehicle	0	11.64	0	11.64	0	1.55	0	1.55	<b>10.09</b>
	Computer Hardware	0	1.20	0	1.20	0	0	0	0	<b>1.20</b>
B	<b>INTANGIBLE ASSETS</b>									
	Computer Software	0	0	0	0	0	0.25	0	0.25	<b>(0.25)</b>
	<b>Total (Current Year)</b>	<b>0</b>	<b>291.78</b>	<b>5.47</b>	<b>286.31</b>	<b>0</b>	<b>12.20</b>	<b>0</b>	<b>12.20</b>	<b>274.11</b>

**Note 13: DEFERRED TAX ASSET**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Deferred Tax Asset				
- On account of disallowance u/s 43B	28.61	28.61	0	0
- On account of Depreciation	2.34	0	0	0
Deferred Tax Liabilities	0		0	0
- On account of Depreciation		(0.04)		
<b>Total</b>	<b>30.95</b>	<b>28.56</b>	<b>0</b>	<b>0</b>

**NOTE 14: LONG TERM LOANS AND ADVANCES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Unsecured &amp; Considered Good</b>				
Rental Deposits	117.08	117.08	115.03	55.03
Deposit with others	0.10	0.10	0.10	0
<b>Total</b>	<b>117.18</b>	<b>117.18</b>	<b>115.13</b>	<b>55.03</b>

**Note 15: INVENTORIES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Raw Materials	251.15	307.82	78.85	71.20
Packing Materials	70.44	158.95	75.49	64.86
Finished Goods	81.97	78.85	41.85	39.43

<b>Total</b>	<b>403.56</b>	<b>545.62</b>	<b>196.19</b>	<b>175.49</b>
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**Note 16: TRADE RECEIVABLES**

(Amount in Lakhs)

<b>Particulars</b>	<b>As at 30<sup>th</sup> June, 2024</b>	<b>As at 31<sup>st</sup> March 2024</b>	<b>As at 31<sup>st</sup> March 2023</b>	<b>As at 31<sup>st</sup> March 2022</b>
Unsecured Considered Good	1,831.82	1,591.60	1,382.51	1,031.06
Unsecured Considered Doubtful	18.20	18.53	0	0
Less: Allowance for Doubtful Debts	(18.20)	(18.53)	0	0
<b>Total</b>	<b>1,831.82</b>	<b>1,591.60</b>	<b>1382.51</b>	<b>1031.06</b>

**Statement of Ageing of Trade Receivables as on 30<sup>th</sup> June, 2024**

<b>Particulars</b>	<b>Outstanding for the following periods from the due date of payment</b>					
	<b>Less than 6 Months</b>	<b>6 Months-1 Year</b>	<b>1Year - 2 Years</b>	<b>2 Years-3 Years</b>	<b>More than 3 Years</b>	<b>Total</b>
i) <b>UNDISPUTED TRADE RECEIVABLES- Considered Good</b>	1,787.38	44.44		-	-	1,831.82
ii) <b>UNDISPUTED TRADE RECEIVABLES- Considered Doubtful</b>	-	-	18.20	-	-	18.20
iii) <b>DISPUTED TRADE RECEIVABLES- Considered Good</b>	-	-	-	-	-	-
iv) <b>DISPUTED TRADE RECEIVABLES- Considered Doubtful</b>	-	-	-	-	-	-
v) <b>Less: Allowance for Bad and Doubtful Debts</b>	-	-	(18.20)	-	-	(18.20)
<b>TOTAL TRADE RECEIVABLES</b>	<b>1,787.38</b>	<b>44.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,831.82</b>

**Statement of Ageing of Trade Receivables as on 31<sup>st</sup> March -2024**

<b>Particulars</b>	<b>Outstanding for the following periods from the due date of payment</b>					
	<b>Less than 6 Months</b>	<b>6 Months-1 Year</b>	<b>1Year - 2 Years</b>	<b>2 Years-3 Years</b>	<b>More than 3 Years</b>	<b>Total</b>
i) <b>UNDISPUTED TRADE RECEIVABLES-Considered Good</b>	1,496.28	95.32	0	0	0	1,591.60
ii) <b>UNDISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	18.53	0	0	18.53

iii)	<b>DISPUTED TRADE RECEIVABLES-Considered Good</b>	0	0	0	0	0	0
iv)	<b>DISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	0	0	0	0
v)	<b>Less: Allowance for Bad and Doubtful Debts</b>	-	-	(18.53)	-	-	(18.53)
	<b>TOTAL TRADE RECEIVABLES</b>	<b>1496.28</b>	<b>95.32</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1382.51</b>

**Statement of Ageing of Trade Receivables as on 31st March -2023**

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 Months	6 Months- 1 Year	1Year - 2 Years	2 Years- 3 Years	More than 3 Years	Total
i) <b>UNDISPUTED TRADE RECEIVABLES-Considered Good</b>	9.88	1372.62	0	0	0	1382.51
ii) <b>UNDISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	0	0	0	0
iii) <b>DISPUTED TRADE RECEIVABLES-Considered Good</b>	0	0	0	0	0	0
iv) <b>DISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	0	0	0	0
v) <b>Less: Allowance for Bad and Doubtful Debts</b>	0	0	0	0	0	0
<b>TOTAL TRADE RECEIVABLES</b>	<b>9.88</b>	<b>1372.62</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1382.51</b>

**Statement of Ageing of Trade Receivables as on 31st March -2022**

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 Months	6 Months- 1 Year	1Year - 2 Years	2 Years- 3 Years	More than 3 Years	Total
i) <b>UNDISPUTED TRADE RECEIVABLES-Considered Good</b>	1016.03	15.03	0	0	0	1031.06
ii) <b>UNDISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	0	0	0	0

iii)	<b>DISPUTED TRADE RECEIVABLES-Considered Good</b>	0	0	0	0	0	0
iv)	<b>DISPUTED TRADE RECEIVABLES-Considered Doubtful</b>	0	0	0	0	0	0
v)	<b>Less: Allowance for Bad and Doubtful Debts</b>	0	0	0	0	0	0
	<b>TOTAL TRADE RECEIVABLES</b>	<b>1016.03</b>	<b>15.03</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1031.06</b>

**Note 17: RESTATED CASH AND BANK BALANCES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>Balances with banks</b>				
In Current Account	293.99	288.16	353.28	145.34
<b>Cash and Cash equivalents</b>				
Cash on Hand	2.65	2.41	1.42	1.19
<b>Other Bank Balances</b>				
Deposits with maturity more than 3 months but less than 12 months	70.00	70.00	-	-
<b>Total</b>	<b>366.64</b>	<b>360.56</b>	<b>354.71</b>	<b>146.52</b>

**Note 18: RESTATED SHORT TERM LOANS AND ADVANCES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured-Considered Good)</b>				
Excess payment to credit card company	2.04	1.98	-	-
Advance paid against supply of goods	118.35	49.49	114.40	55.38
Loans and advances to Employees	17.17	18.48	17.53	10.74
Prepaid Expenses	2.65	4.52	2.77	-
Advance for Expenses relating to Initial Public Issue	29.25	-	-	-
Input tax credit available for utilisation	-	17.24	14.34	10.49
<b>Total</b>	<b>169.46</b>	<b>91.71</b>	<b>149.03</b>	<b>76.61</b>

**Note 19: RESTATED OTHER CURRENT ASSETS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31st March 2023	As at 31st March 2022
<b>Interest receivable on fixed deposits</b>	3.19	2.09	-	-
<b>Rent receivable</b>	0.90	-	-	-
<b>Total</b>	<b>4.09</b>	<b>2.09</b>	<b>-</b>	<b>-</b>



**Note 20: RESTATED REVENUE FROM OPERATION**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Sale of products	2,096.87	9913.24	7503.25	5892
Other Operating revenues	15.18	83.27	102.41	28.17
<b>Total</b>	<b>2,112.05</b>	<b>9996.51</b>	<b>7605.65</b>	<b>5920.17</b>

**Note 21: RESTATED OTHER INCOME**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Balance written back	1.22	8.64	1.10	-
Rent Received	0.90	2.70	-	-
Interest received on Fixed Deposit	1.21	2.32	-	-
Gain on variation in foreign exchange rate	-	0.07	-	-
<b>Total</b>	<b>3.33</b>	<b>13.73</b>	<b>1.10</b>	<b>-</b>

**NOTE 22: RESTATED COST OF MATERIALS CONSUMED**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Opening Stock</b>				
Raw Material	307.82	78.85	71.20	0
Packing Material	158.95	75.49	64.86	0
	<b>466.77</b>	<b>154.34</b>	<b>136.06</b>	<b>-</b>
<b>Add: Purchases</b>				
Raw Material	831.52	5087.87	3999.90	3648.57
Packing Material	381.06	1751.50	1292.63	1079.75
	<b>1212.59</b>	<b>6839.37</b>	<b>5293</b>	<b>4728.32</b>
<b>Less: Closing Stock</b>				
Raw Material	(251.15)	(307.82)	(78.85)	(71.20)
Packing Material	(70.44)	(158.95)	(75.49)	(64.86)
	<b>(321.59)</b>	<b>(466.77)</b>	<b>(154.34)</b>	<b>(136.06)</b>
<b>Total</b>	<b>1357.76</b>	<b>6526.94</b>	<b>5274.25</b>	<b>4592.26</b>

**NOTE 23: RESTATED CHANGES IN INVENTORIES OF FINISHED GOODS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>GOODS</b>				
<b>Opening Stock of Goods</b>				
Finished Goods	78.85	41.85	39.43	-
<b>Total (I)</b>	<b>78.85</b>	<b>41.85</b>	<b>39.43</b>	<b>-</b>
<b>Closing Stock of Goods</b>				
Finished Goods	81.97	78.85	41.85	39.43
<b>Total (II)</b>	<b>81.97</b>	<b>78.85</b>	<b>41.85</b>	<b>39.43</b>
<b>Net Impact (I-II)</b>	<b>(3.11)</b>	<b>(39.01)</b>	<b>(2.42)</b>	<b>(39.43)</b>

**NOTE 24: RESTATED EMPLOYEE BENEFIT EXPENSES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Salaries, Wages & Allowances	161.47	571.09	411.99	278.72
Directors Remuneration	15.00	60.00	33.00	20.00

Director Commission	-	-	20.00	12.00
Contribution to Provident fund and other fund	9.92	38.80	30.27	21.09
Group Insurance for Staff	1.09	1.72	1.18	2.20
Staff Welfare Expenses	2.34	20.20	9.52	5.73
Gratuity Premium	-	12.39	9.46	6.81
<b>Total</b>	<b>189.81</b>	<b>704.20</b>	<b>515.42</b>	<b>346.55</b>

**NOTE 25: RESTATED FINANCE COSTS**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b><u>Interest Expenses</u></b>				
Secured Loan	0.09	0.50	0.93	0.49
Interest on statutory dues	0.00	0.13	0.03	0.03
<b><u>Other borrowing costs</u></b>				
Bank Charges	0.03	0.46	1.02	2.38
Bill Discount Charges	-	4.80	4.01	1.29
<b>Total</b>	<b>0.11</b>	<b>5.89</b>	<b>5.99</b>	<b>4.18</b>

**NOTE 26: RESTATED OTHER EXPENSES**

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> June, 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b><u>Manufacturing Expenses</u></b>				
Cartridge Filling Expenses	3.48	18.36	19.29	9.12
Factory Expenses	14.47	64.19	38.90	28.75
Factory Rent	21.24	84.00	68.52	-
Grampanchayat Tax	-	-	1.81	-
Laboratory Expenses	4.80	6.71	1.85	0.06
Labour Charges	89.82	319.26	225.97	145.61
Power & Fuel Charges	27.17	96.06	64.59	38.12
Packing & Forwarding	1.83	15.94	11.70	1.00
Transportation Expenses	15.61	96.33	61.96	27.43
Other Production Expenses	-	3.07	3.93	2.78
	<b>178.43</b>	<b>703.91</b>	<b>498.50</b>	<b>252.88</b>
<b><u>Administrative &amp; Other Expenses</u></b>				
<b><u>Auditor's Remuneration</u></b>				
Audit Fees	0.63	2.50	2.00	2.00
Tax Audit Fees	-	-	0.50	0.50
Advertisement Expense	0.17	0.30	2.62	-
Bad Debts	-	13.20	2.64	-

Provision for Doubtful Debt	-	18.53	-	-
Computer & Internet Expenses	0.66	2.37	0.86	-
Courier Charges	0.87	5.80	4.56	2.01
Corporate Social Responsibility Expenses	0.45	11.46	6.75	-
Donation	0.98	5.44	2.13	1.09
Electricity Expenses	1.12	3.14	2.48	4.60
GST Payment	-	0.29	0.25	-
Insurance Expenses	0.78	4.32	0.57	2.30
License & Registration Fees	-	6.74	4.90	2.24
Legal & Professional Fees	18.74	60.67	17.71	5.30
Membership & Subscription Fees	0.14	0.62	0.43	1.23
Mobile & Telephone charges	0.49	1.33	0.45	0.35
Office Expenses	0.60	0.36	3.43	2.91
Office Rent	8.78	31.88	18.00	50.02
Professional Tax - Company	-	0.03	0.03	0.03
Printing & Stationery	0.57	2.48	7.72	2.23
Repair & Maintenance	4.57	70.13	14.47	10.92
Security Charges	-	0.68	9.35	6.86
Software Expenses	1.97	3.30	0.29	1.70
Society Maintenance Charges	0.70	2.81	2.78	2.77
Travelling & Conveyance Expenses	10.63	33.64	22.59	17.10
Loss on variation in foreign exchange rate	0.26	-	-	-
Loss of Sale of Assets	-	-	-	0.37
Sundry Balance written off	-	-	-	0.02
Vehicle Expenses	1.26	9.22	2.55	-
	<b>54.37</b>	<b>291.25</b>	<b>130.08</b>	<b>116.54</b>
<b><u>Selling &amp; Marketing Expenses</u></b>				
Commission	6.53	42.65	34.25	19.44
Digital Marketing Expenses	-	-	5.10	
Exhibition Expenses	5.61	71.35	65.38	13.56

Sales Promotion Expenses	3.48	1.73	4.82	1.40
Website Expenses	0.95	4.11	8.02	
	<b>16.56</b>	<b>119.84</b>	<b>117.56</b>	<b>34.40</b>
<b>Total</b>	<b>249.36</b>	<b>1,115.00</b>	<b>746.14</b>	<b>403.81</b>

Particulars	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March-2023	As at 31 <sup>st</sup> March-2022
<b><u>Manufacturing expenses</u></b>				
Cartridge Filling Expenses	3.48	18.36	19.29	9.12
Factory Expenses	14.47	64.19	38.90	28.75
Factory Rent	21.24	84.00	68.52	-
Grampanchayat Tax	-	0	1.81	-
Laboratory Expenses	4.80	6.71	1.85	0.06
Labour Charges	89.82	319.26	225.97	145.61
Power & Fuel Charges	27.17	96.06	64.59	38.12
Packing & Forwarding	1.83	15.94	11.70	1.00
Transportation Expenses	15.61	96.33	61.96	27.43
Other Production Expenses	-	3.07	3.93	2.78
	<b>178.43</b>	<b>703.91</b>	<b>498.50</b>	<b>252.88</b>
<b><u>Administrative Expenses</u></b>				
<b><u>Auditor's Remuneration</u></b>				
Audit Fees	0.63	2.50	2.00	2.00
Tax Audit Fees	-	-	0.50	0.50
Advertisement Expense	0.17	0.30	2.62	-
Bad Debts	-	13.20	2.64	-
Provision for Doubtful Debt	-	18.53	-	-
Computer & Internet Expenses	0.66	2.37	0.86	-
Courier Charges	0.87	5.80	4.56	2.01
Corporate Social Responsibility Expenses	0.80	11.46	6.75	-
Donation	0.63	5.44	2.13	1.09
Electricity Expenses	1.12	3.14	2.48	4.60
GST Payment	-	0.29	0.25	-
Insurance Expenses	0.78	4.32	0.57	2.30
License & Registration Fees	-	6.74	4.90	2.24
Legal & Professional Fees	18.74	60.67	17.71	5.30
Membership & Subscription Fees	0.14	0.62	0.43	1.23
Mobile & Telephone charges	0.49	1.33	0.45	0.35
Office Expenses	0.60	0.36	3.43	2.91
Office Rent	8.78	31.88	18.00	50.02
Professional Tax - Company	-	0.03	0.03	0.03
Printing & Stationery	0.57	2.48	7.72	2.23
Repair & Maintenance	4.57	70.13	14.47	10.92
Security Charges	-	0.68	9.35	6.86

Software Expenses	1.97	3.30	0.29	1.70
Society Maintenance Charges	0.70	2.81	2.78	2.77
Travelling & Conveyance Expenses	10.63	33.64	22.59	17.10
Loss on variation in foreign exchange rate	0.26	-	-	-
Loss of Sale of Assets	-	-	-	0.37
Sundry Balance written back	-	-	-	0.02
Vehicle Expenses	1.26	9.22	2.55	-
	<b>54.37</b>	<b>291.25</b>	<b>130.08</b>	<b>116.54</b>
<b><u>Selling &amp; Marketing Expenses</u></b>				
Commission	6.53	42.65	34.25	19.44
Digital Marketing Expenses	-	-	5.10	-
Exhibition Expenses	5.61	71.35	65.38	13.56
Sales Promotion Expenses	3.48	1.73	4.82	1.40
Website Expenses	0.95	4.11	8.02	-
	16.56	119.84	117.56	34.40
<b>Total</b>	<b>249.36</b>	<b>1,115.00</b>	<b>746.14</b>	<b>403.81</b>

**Note 27: Disclosures as required by AS 18 “Related Parties” issued by the ICAI**

**List of Related Parties**

Related Party Transaction		
Sr. No	(i) Name of related party	Relationship
1	ESLP Digital LLP	Firm in which Director has significant influence
2	Influx Healthcare	Director has significant influence
3	Trusan Printpack Private Limited	Director has significant influence
4	Munir Chandniwala	Director
5	Shirin Chandniwala	Director
6	Abdul Ganee Chandniwala	Director
7	Ashish Shah	Chief Financial Officer (appointed on 2nd May 2024)
8	Atul Shukla	Company Secretary (appointed on 2nd May 2024)

**Summary of significant related party transactions carried out in the ordinary course of business are as under:**

SR. No	Nature of transactions	Period ended 30 June, 2024	Year ended 31 March, 2024	Year ended 31 March, 2023	Year ended 31 March, 2022
I	<b><u>Key Management Personnel</u></b>				
(i)	<b><u>Munir Chandniwala</u></b>				
	Remuneration	15.00	60.00	33.00	20.00
	Commission	-	-	20.00	12.00
	loan taken	-	44.70	23.00	55.00
	Loan Repaid	3.47	82.51	-	13.00
	Rent Paid	22.50	90.00	69.00	37.50
(ii)	<b><u>Shirin Chandniwala</u></b>				
	Loan taken	-	-	-	7.00
	Loan Repaid	-	5.00	-	-
	Rent Paid	3.00	12.00	12.00	10.00
II	<b><u>Other Related Party</u></b>				

(i)	<b>Trusan Printpack Private Limited</b>				
	Sale of product	0.44	2.52	-	-
	Purchase of product	36.98	38.48	-	-
	Rent Income	0.90	2.70	-	-
(ii)	<b>Influx Healthcare</b>				
	Purchase of product	-	-	289.75	430.88
	Purchase of Fixed asset	-	-	108.43	183.30

**Balances at the year end:**

(Amount in Lakhs)

Sr. No	Name	Nature of Transaction	As at 30 June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
1	Munir Chandniwala	Remuneration	2.00	1.30	(0.002)	1.15
2	Munir Chandniwala	Commission	-	-	-	12.00
3	Munir Chandniwala	Unsecured Loan	23.72	27.19	65.00	42.00
4	Shirin Chandniwala	Unsecured Loan	2.00	2.00	7.00	7.00
5	Trusan Printpack Private Limited	Purchase of product	9.90	1.63	-	-
6	Trusan Printpack Private Limited	Rent receivable	0.90	-	-	-

**NOTE 28. DISCLOSURE AS REQUIRED BY AS 20 “EARNINGS PER SHARE” ISSUED BY ICAI:**

**Earning Per Share (EPS)**

The earning considered in ascertaining the Company’s EPS comprises the net profit after tax the number of shares used in Computation of Basic EPS is the weighted average number of share outstanding during the year which is calculated as below:

(Amount in Lakhs)

Particular	For the Period Ended June, 2024	For the Year Ended March, 2024	For the Year Ended March, 2023	For the Year Ended March, 2022
<b>Calculation of weighted average no. equity shares:</b>				
No. of Shares at the beginning of the year fully paid	25,000	25,000	25,000	25,000
No. of Shares to be issued fully paid	Nil	Nil	Nil	25,000
Total Equity Shares outstanding at the end of the year (Based on the weighted average method)	25,000	25,000	25,000	25,000
Net Profit after tax / (loss) available for equity share holder (Rs. in Lakhs)	201.37	1122.08	719.42	443.67
Basic / Diluted earnings per share of Rs. 10 (Rs.)	805.49	4488.31	2877.68	1774.66

Note: The EPS for the period ended 30th June 2024 is not annualized.

**NOTE 29: DISCLOSURE RELATING TO CORPORATE SOCIAL RESPONSIBILITY (AS PER SECTION 135 OF THE ACT)**

(Amount in Lakhs)

Particulars	For the Period Ended June 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
(a) Gross amount required to be spent by the Company during the year	0.80	10.60	6.07	-
(b) Amount of expenditure incurred on :				
(i) Construction/Acquisition of asset	-	-	-	-
(ii) On purposes other than (i) above	0.80	11.46	6.75	-
(c) Shortfall at the end of the year	N. A	N. A	N. A	N. A
(d) Total amount of previous years shortfall	N. A	N. A	N. A	N. A
(e) Reason for shortfall	N. A	N. A	N. A	N. A
(f) Contribution to a trust controlled by the company in relation to CSR Expenditure	N. A	N. A	N. A	N. A
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation	N. A	N. A	N. A	N. A

The Company undertakes the following activities in Corporate social responsibility (CSR):

- (i) Promoting of education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
- (ii) (ii) eradicating hunger, poverty and malnutrition, promoting health care including preventive health and sanitation Including contribution to the Swatch Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

**NOTE 30(i): EMPLOYEE BENEFIT EXPENSES:**

(Amount in Lakhs)

Particulars	For the period ended June 30, 2024	For the period ended March 31, 2024	For the period ended March 31, 2023	For the period ended March 31, 2022
<b>Employee Benefit Expenses</b>				
(a) <b>Defined Contribution Plans</b>				
Amount recognised in the Statement of Profit and Loss				
(i) Employers' Contribution to Provident Fund *	-	30.26	23.29	15.81
[Includes Employers' Contribution to Employee's Pension Scheme 1995]				

(ii)	Employers' Contribution to Employee's State Insurance Commission*	-	8.50	6.88	5.19
		-	<b>38.75</b>	<b>30.17</b>	<b>21.00</b>
* Included in Contribution to Provident and Other Funds(Refer Note 24)					
<b>(b)</b>	<b>Defined Benefit Plan</b>				
	<b>Gratuity</b>				
	The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided here under:				
	<b>Reconciliation of net defined benefit liability</b>				
	Net opening provision in the books	28.66	16.27	6.81	-
	Employees Benefit Expenses	-	12.39	9.46	6.81
	Benefits paid by the Company	-	-	-	-
	Contribution to planned asset	-	-	-	-
	<b>Closing provision</b>	<b>28.66</b>	<b>28.66</b>	<b>16.27</b>	<b>6.81</b>
	<b>Bifurcation of Liability</b>				
	Current Liability	0.31	0.31	0.03	0.06
	Non- current liability	28.35	28.35	16.24	6.75
	<b>Net Liability</b>	<b>28.66</b>	<b>28.66</b>	<b>16.27</b>	<b>6.81</b>
	<b>Principal actuarial assumptions</b>				
	Discount Rate per annum	0.00%	6.97%	7.21%	7.30%
	Salary escalation rate	0.00%	7.00%	7.00%	7.00%

**NOTE 30(ii): FINANCIAL RATIO**

<b>Sr No.</b>	<b>Particulars</b>	<b>Numerator</b>	<b>Denominator</b>	<b>June 30, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>Variance for financial year ended March 31, 2024</b>	<b>Variance for financial year ended March 31, 2023</b>
<b>I</b>	<b>Current Ratio (in times)</b>	<b>Total Current Assets</b>	<b>Total Current Liabilities</b>	1.50	1.45	1.27	1.10	14.01%	15.14%
<b>II</b>	<b>Debt-Equity ratio (in times)</b>	Total Debt	Shareholders' Equity	0.01	0.01	0.07	0.14	-79.28%	-49.92%



<b>III</b>	<b>Debt-Service coverage ratio (in times)</b>	Earnings available for debt service	Debt Service	9.37	46.80	12.19	9.86	283.88%	23.65%
<b>IV</b>	<b>Return on equity ratio (in %)</b>	Net Profits after taxes	Average Shareholder's Equity	0.08	0.65	0.89	1.95	-27.22%	-54.24%
<b>V</b>	<b>Inventory turnover ratio (in times)</b>	Sales	Average Inventory	4.45	26.95	40.93	67.47	-34.14%	-39.34%
<b>VI</b>	<b>Trade receivable turnover ratio (in times)</b>	Total Sales	Average Accounts Receivable	1.23	6.72	6.30	11.48	6.66%	-45.12%
<b>VII</b>	<b>Trade payables turnover ratio (in times)</b>	Total Purchases	Average Trade Payables	0.56	4.92	4.32	4.28	13.76%	0.88%
<b>VII I</b>	<b>Net Capital Turnover ratio (in times)</b>	Net Sales	Average Working Capital	2.45	16.05	26.34	86.99	-39.08%	-69.72%
<b>IX</b>	<b>Net Profit Ratio (in %)</b>	Net Profit	Net Sales	9.60%	11.32 %	9.59%	7.53%	18.05%	27.33%
<b>X</b>	<b>Return on capital employed (in %)</b>	Earning before interest and taxes	Capital Employed	10.69 %	84.23 %	111.45 %	236.42 %	-24.42%	-52.86%

**Reason for variance (where variance is more than 25% compared to the ratio of preceding year)**

**Variance for the Financial Year ended March 31, 2024**

Sr.No. of Ratio	Reason of variance
II	Improved debt equity ratio is due to reduction repayment of borrowed funds and also the equity is improved based on current year profit.
III	The company was able to generate higher profits with the same debt structure and hence the debt service coverage ratio has become positive.
IV, VIII	The increase in these ratios is due to the increasing turnover and improvement of margins as compared to the previous years.
V	The company is working towards achieving an optimum product mix which has led to an increase in inventory thereby decreasing in this ratio.

**Variance for the Financial Year ended March 31, 2023**

Sr.No. of Ratio	Reason of variance
II	Improved debt equity ratio is due to reduction repayment of borrowed funds and also the equity is improved based on current year profit.
IV, VIII, X	The increase in these ratios is due to the increasing turnover and improvement of margins as compared to the previous years.

V	The company is working towards achieving an optimum product mix which has led to an increase in inventory thereby decreasing in this ratio
VI	The company has been higher credit period to increase the sales leading to a rise in accounts receivable & thereby a fall in the overall ratio.

**NOTE 31: IMPAIRMENT OF ASSETS:**

There is no such impairable asset at the year ended on 31.03.2024 in terms of AS-28. Hence company has not made any provision for impairment loss.

**NOTE 32: SEGMENT REPORTING:**

The company is engaged in single segment and there are no separate reportable segments as defined in Accounting standard – 17 “Segment Reporting”.

**NOTE 33: FOREIGN EXCHANGE TRANSACTIONS:**

(Amount in Lakhs)

Particular	For the Period Ended June, 2024	For the Year Ended March, 2024	For the Year Ended March, 2023	For the Year Ended March, 2022
Earning in Foreign Exchange	(0.26)	0.07	-	-
CIF Value of Import	-	-	-	-
Remittance of Dividend in Foreign Currency	-	-	-	-
Expenditure in Foreign Currency	-	-	-	-

**NOTE 34: DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES:**

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

**NOTE 35: REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES(ROC):**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**NOTE 36: COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES:**

The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**NOTE 37: DISCLOSURE IN RELATION TO UNDISCLOSED INCOME:**

During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of accounts.

**NOTE 38: ADDITIONAL DISCLOSURE REQUIREMENTS:**

No transactions or disclosures to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III of the Act:

- Title deeds of immovable property not held in the name of the company.

- b) CWIP and Intangible under development ageing schedule
- c) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- d) Willful Defaulter
- e) Scheme of arrangements in terms of section 230 to 237 of the Act.
- f) Utilization of borrowed funds or share premium
- g) Crypto Currency or Virtual Currency

**NOTE 39: PREVIOUS YEAR FIGURES HAVE BEEN RE-GROUPED, RE-CLASSIFIED WHERE EVER NECESSARY.**

As per our report on even date

**For V.B. GOEL & CO**

Chartered Accountants

Firm Regn. No.: - 115906W

For and on behalf of the Board of Directors of

**Influx Healthtech Limited**

**Vikas Goel**

**Partner**

**Membership No. 39287**

**Date: 22.10.2024**

**Place: Mumbai**

**Munir Chandniwala**

**(Managing Director)**

**DIN: 08459582**

**Place: Mumbai**

**Date: 22.10.2024**

**Shirin Chandniwala**

**(Whole Time Director)**

**DIN: 08459623**

**Place: Mumbai**

**Date: 22.10.2024**

**Ashish Shah**

**(Chief Financial Officer)**

**Place: Mumbai**

**Date: 22.10.2024**

**Atul Shukla**

**(Company Secretary)**

**Mem No: ACS46854**

**Place: Mumbai**

**Date: 22.10.2024**

## OTHER FINANCIAL INFORMATION

### STATEMENT OF ACCOUNTING & OTHER RATIOS, AS RESTATED

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:

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Restated PAT as per statement of Profit & Loss (For Basic EPS Purpose) (A)	201.37	1,222.08	719.42	443.67
Add: Depreciation	59.77	185.43	93.74	12.20
Add: Finance Cost	0.11	5.89	5.99	4.18
Add: Income Tax/ Deferred Tax	60.30	387.71	254.21	156.93
Less: Other Income	3.33	13.73	1.10	-
<b>Restated Earnings Before Interest, Tax, Depreciation &amp; Amortization (EBITDA)</b>	<b>318.22</b>	<b>1,687.38</b>	<b>1,072.26</b>	<b>616.98</b>
<b>EBITDA Margin (%)</b>	<b>15.07%</b>	<b>16.88%</b>	<b>14.10%</b>	<b>10.42%</b>
Number of Equity Shares at the end of the period (B)	25,000	25,000	25,000	25,000
Number of Equity Shares considering Bonus Impact (C) (Post Bonus after restated period with retrospective effect)	1,81,50,000	1,81,50,000	1,81,50,000	1,81,50,000
Net Worth, as restated (D)	2,488.60	2,287.22	1,165.15	445.73
<b>Earnings per Share</b>				
Restated Basic EPS (Before Bonus) (A/B)	805.49	4,488.31	2,877.68	1,774.66
Restated Basic EPS (After Bonus) (A/C)	1.11	6.18	3.96	2.44
Return on Net Worth (%) (A/D)	8.09%	49.06%	61.74%	99.54%
<b>Net Assets value per Equity Share (Before Bonus) (D/B)</b>	<b>9,954.39</b>	<b>9,148.90</b>	<b>4,660.59</b>	<b>1,782.91</b>
<b>Net Assets value per Equity Share (After Bonus) (D/C)</b>	<b>13.71</b>	<b>12.60</b>	<b>6.42</b>	<b>2.46</b>

The definitions of ratio / formulas used for actual computation are as follows:

- Restated EBITDA = Restated PAT + Depreciation + Finance cost + Income tax-other income
- EBITDA Margin = EBITDA/ Revenue from Operations
- Restated Basic EPS (Before Bonus) (A/B) = Restated PAT/No of shares at the end of period
- Restated Basic EPS (After Bonus) (A/C) = Restated PAT/No of shares after bonus
- Return on Net Worth (%) (A/D) = Restated PAT/Net Worth restated
- Net Assets value per Equity Share (Before Bonus) (D/B) = Net worth restated/No of equity shares at the end of the Period
- Net Assets value per Equity Share (After Bonus) (D/C) = Net worth restated/No of equity shares after Bonus Impact

Note: After June 30, 2024, the Issuer Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

## CAPITALISATION STATEMENT

The following table sets forth our capitalization as of June 30, 2024, derived from our Restated Financial Statements. This table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Financial Information” and “Risk Factors” on pages 238, 198 and 27, respectively:

Particulars	Pre-Offer	Post - Offer
<b>Debt</b>		
Short Term Debt	27.82	[●]
Long Term Debt (A)	-	[●]
<b>Total Debt (B)</b>	<b>27.82</b>	<b>[●]</b>
<b>Shareholders' Fund (Equity)</b>		
Equity Share Capital	2.5	[●]
Reserves and Surplus	2,486.10	[●]
<b>Total Shareholders' Fund (Equity) (C)</b>	<b>2,488.60</b>	<b>[●]</b>
<b>Long Term Debt / Equity {(A)/(C)}</b>	-	[●]
<b>Total Debt/Equity {(B)/(C)}</b>	<b>0.01</b>	<b>[●]</b>

*The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence have not been furnished. To be updated upon finalization of the Offer Price.*

Notes:

1. Short-term borrowings imply borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings.
2. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
3. After June 30, 2024, the Issuer Company has issued the bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended on 30<sup>th</sup> June, 2024 and financial year ended March 31, 2024 March 31, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 198 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 27 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 19 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-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 Trust Fintech Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended on 30<sup>th</sup> June, 2024 and financial year ended March 31, 2024 and March 31, 2023 and 2022 included in this Draft Red Hearing Prospectus beginning on page 198 of this Draft Red Herring Prospectus.*

### BUSINESS OVERVIEW

Influx Healthtech Limited, headquartered in Mumbai, specializes in manufacturing a diverse array of healthcare products across various segments including Soft Gelatin, Tablets, Capsules, Liquid Orals, and more. Founded by Mr. Munir Abdul Ganee Chandniwala and Mrs. Shirin Munir Ahmed Chandniwala, the company aims to excel as a leading third-party manufacturer in nutraceuticals, cosmetics, veterinary supplements, herbal remedies, and homecare products. Over the years, Influx has adapted to technological advancements and market demands, expanding its footprint both in India and globally while maintaining stringent regulatory compliance.

The company's product portfolio spans over eleven sectors, catering to industries such as Food, Healthcare, Agriculture, Animal Feed, Cosmetics, and Homecare. They offer a wide range of products including Nutra Pallets, Protein Bars, Cookies, Jellies/Gummies, and various external preparations like Creams, Gels, and Ointments. Influx prides itself on flexibility and customization, ensuring products meet diverse consumer preferences across different age groups.

Operating primarily as a Contract Development and Manufacturing Organization (CDMO) and Contract Manufacturing Organization (CMO), Influx supports clients throughout the entire product lifecycle. Their comprehensive service model includes formulation development, regulatory support, production of active ingredients and finished dosage forms, packaging, and quality assurance. They are equipped to handle everything from small clinical batches to large-scale commercial production, emphasizing scalability and flexibility.

Quality assurance is paramount at Influx, with rigorous Quality Control (QC) processes and adherence to global standards such as WHO-GMP, ISO 22000:2018, and ISO 14001:2015. This commitment to quality extends to their supply chain management, ensuring seamless logistics and efficient inventory control.

Innovation plays a crucial role in their operations, with the adoption of advanced technologies like continuous manufacturing for Nutraceutical pallets and sample testing. These innovations enhance efficiency, reduce costs, and enable the production of complex formulations tailored to client specifications.

Since its inception, Influx Healthtech Limited has grown significantly, evolving from a modest manufacturing unit to a Schedule M GMP compliant facility, specializing in critical healthcare products like oral rehydration solutions. The company's success is driven by a dedicated team led by visionary founders and supported by professionals who bring expertise across various disciplines.

Looking ahead, Influx remains committed to growth, quality, and patient-centric care under the leadership of Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala, and Mr. Abdul Ganee Abdul Rasul Chandniwala. Their collective vision ensures that Influx continues to innovate, expand its global presence, and uphold its reputation as a trusted partner in the healthcare and wellness industries.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

Change in status of the Company from private limited to public limited vide special resolution passed at the Extra-Ordinary General Meeting held on May 09, 2022.

Change in name of the Company from Influx Healthtech Private limited to influx Healthtech limited vide special resolution passed at the Extra-Ordinary General Meeting held on May 09, 2022.

The Shareholders of our Company regularized the appointment of Mr. Abdul Ganee Abdul Rasul Channiwalla as Non-Executive Director in the Extra Ordinary General Meeting held on September 27, 2022.

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution in the Annual General Meeting dated September 30, 2023 for approval of borrowing limits.

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 186 Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution in the Annual General Meeting dated September 30, 2023.

The authorized capital of the Company has been increased from ₹ 5,00,000 to ₹ 10,00,00,000 by creation of 9,95,00,000 new Equity Shares of ₹10 each vide ordinary resolution passed at the Extra-Ordinary General Meeting held on March 18, 2024.

The authorized capital of the Company has been increased from ₹ 10,00,000 to ₹ 25,00,00,000 by creation of 15,00,00,000 new Equity Shares of ₹10 each vide ordinary resolution passed at the Extra-Ordinary General Meeting held on April 04, 2024.

The Shareholders of our Company regularized the appointment of Mr. Vipul Balubhai Patel as Non- Executive Director in the Extra Ordinary General Meeting held on July 13, 2024.

The Shareholders of our Company regularized the appointment of Mr. Mohmad Saleh Mutvalli as Non-Executive Director in the Extra Ordinary General Meeting held on July 13, 2024.

The Shareholders of our Company approved the appointment of Mr. Munir Abdul Ganee Chandiwala as Managing Director in the Extra Ordinary General Meeting held on July 30, 2024.

The Shareholders of our Company regularized the appointment of Ms. Shirin Munir Ahmed Chandniwalla, as Whole Time Director in the Extra Ordinary General Meeting held on July 30, 2024.

The Shareholders of our Company regularized the appointment of Mr. Ashok Kumar Jain as Non- Executive Director in the Extra Ordinary General Meeting held on July 30, 2024.

The Board of Directors of our Company have approved raising of funds by way of Initial Public Offering vide its resolution dated August 09, 2024.

The Board of Directors of our Company have been authorized to raise the funds by way of Initial Public Offering vide

special resolution passed at the Extra-Ordinary General Meeting held on August 10, 2024.

## **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 27 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

### **Macroeconomic factors affecting the operations of the Company**

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance;
- Fluctuations in exchange rates, impacting profit margins;
- GDP growth, inflation, and interest rates;
- Significant developments in India’s economic and fiscal policies;
- Volatility in the Indian and global capital market;

### **Microeconomic factors affecting the operations of the Company**

- Fluctuations in the prices of raw materials such as Vitamins and Minerals, Herbal Extracts, Amino Acids, Pro Biotics, Fiber, Fatty Acids, Enzymes, Proteins and peptides, Natural flavors and Sweeteners, preservatives etc.
- Labour costs and availability of skilled labour;
- Performance of Company’s competitors;
- Access to financing and capital for research and development, expansion, and investment in new technologies;
- Ability to retain existing clients and attracting new one;
- Monitoring and analyzing the performance of competitors in the market to stay competitive and identify areas for improvement;

## **DISCUSSION ON RESULT OF OPERATION**

### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements” beginning on page 198 of the Draft Red Herring Prospectus.

### ***Overview of Revenue & Expenditure***

Our revenue and expenses are reported in the following manner:

#### **Revenues**

##### **◆ Revenue of operations**

Our principal component of revenue from operations is generated from sale of our products which include major segments such as Dietary/ Nutritional Supplement, Cosmetic, Gym/ Sport Supplement, Ayurvedic, gummies & effervescent tablets, veterinary foods, liquid fill capsules, premix solutions, homecare, oral dispersible films and ice candy.

The total revenue of the Company in FY 2021-22 was Rs. 5,920.17 lakhs with major customer base in Nutraceutical, Cosmetics and Ayurvedic segments i.e.330, 33 and 35 respectively. Further the Company’s total revenue increased to 7,606.75 lakhs in FY 2022-23 with increase in customers in Nutraceutical segment i. e. 430. The expanded customer base in FY 2022-23 resulted in a rise in revenue from the Nutraceutical segment, reaching ₹7,161.16 lakhs, compared to ₹5,663.91 lakhs in FY 2021-22. In the FY 2023-24 Company’s total revenue increased to 10,010.23 lakhs due to increase in customers in Nutraceutical and Cosmetics segment i.e. 461 and 70 respectively. Increased number of customers in Nutraceutical and Cosmetics segment thereby increased revenue from Nutraceutical segment to 9346.66 Lakhs and



Cosmetics segment to 300.68 Lakhs. Further the Company has successfully increased its brand visibility through exhibitions. The total revenue till June 30, 2024 is 2,115.38 Lakhs.

Financial Year	Total Revenue	Revenue from Nutraceutical	No. of Customers in Nutraceutical
2023-24	99,96,50,886	9,346.66	461
2022-23	76,05,65,331	7,161.16	430
2021-22	59,20,02,322	5,663.91	330

The details of year-on-year increase in clients of the Company over the past three financial year is as below in different segments are as follows:

Financial Years	Nutraceutical	Cosmetic	Ayurvedic	Petcare	Homecare	Total
23-24	567	434	70	45	10	8
22-23	493	400	43	30	10	10
21-22	430	340	33	35	7	15

#### ◆ Other Income

Our other income mainly comprises of balance written back, rental income, interest income from fixed deposits, and gain on variation of foreign exchange rate.

(Amounts in Lakhs)

Particulars	For the Period ended June 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>Income</b>				
Revenue from operations	2112.05	9,996.51	7,605.65	5,920.17
As a % of total Income	99.84%	99.86%	99.99%	100%
Other Income	3.33	13.73	1.10	-
As a % of Total Income	0.16%	0.14%	0.01%	-
<b>Total Income</b>	<b>2115.38</b>	<b>10,010.23</b>	<b>7,606.75</b>	<b>5,920.17</b>

#### • Expenditure

Our total expenditure primarily includes cost of material consumed, Employee Benefit Expenses, Finance cost Depreciation & Amortization expenses and other expenses.

#### • Cost of Material consumed

Our cost of material includes cost of Vitamins and Minerals, Herbal Extracts, Amino Acids, Pro Biotics, Fiber, Fatty Acids, Enzymes, Proteins and peptides, Natural flavors and Sweeteners, preservatives etc.

#### • Employment Benefit Expenses

Our employee benefit expenses mainly include salaries, bonus, PF & ESIC, Directors Remuneration, Provision for Gratuity and Contributions to Provident fund, Gratuity, Incentive paid etc.

#### • Finance Costs

Our finance costs mainly include Bank interest, Charges and Commission.

#### • Depreciation

Depreciation includes depreciation and amortization expenses.

- **Other Expenses**

It includes manufacturing expenses, administrative & other expenses and selling & marketing expenses.

*This space has been left blank intentionally*

Particulars	For the period ended March 31,			
	June 30 <sup>th</sup> , 2024	March 31 <sup>st</sup> , 2024	March 31 <sup>st</sup> , 2023	March 31 <sup>st</sup> , 2022
<b>INCOME</b>				
Revenue from Operations	<b>2112.05</b>	<b>9,996.51</b>	<b>7,605.65</b>	<b>5,920.17</b>
As a % of Total Income	99.84%	99.86%	99.99%	100%
% Increase/(Decrease)	-	31.44%	28.47 %	-
II. Other Income	3.33	13.73	1.10	-
As a % of Total Income	0.16%	0.14%	0.01%	-
% Increase/(Decrease)	-	11.51 %	-	-
<b>III Total Income (I+II)</b>	<b>2115.38</b>	<b>10,010.23</b>	<b>7,606.75</b>	<b>5,920.17</b>
<b>Variance</b>	-	2,403.49	1,686.58	-
<b>Variance (%)</b>	-	31.60%	28.49 %	-
<b>IV EXPENSES</b>				
Cost of materials consumed	1357.76	6526.94	5274.25	4592.26
As % of Total Income	64.19%	65.20%	69.34%	77.57%
% Increase (Decrease)	-	23.75%	14.85 %	-
Changes in inventories of Finished goods & Stock in Trade	(3.11)	(37.01)	(2.42)	(39.43)
As % of Total Income	-0.15%	-0.37%	-0.03%	-0.67%
% Increase (Decrease)	-	1432.42%	93.88%	-
Employee benefits expense	189.91	704.20	515.42	346.55
As % of Total Income	8.97%	7.03%	6.78%	5.85%
% Increase (Decrease)	-	36.63%	48.73%	-
Finance costs	0.11	5.89	5.99	4.18
As % of Total Income	0.01%	0.06%	0.08%	0.07%
% Increase (Decrease)	-	-1.61%	43.02%	-
Depreciation and amortization	59.77	185.43	93.74	12.20
As % of Total Income	2.83%	1.85%	1.23%	0.21%
% Increase (Decrease)	-	97.82%	668.63%	-
Other expenses	249.36	1,115.00	746.14	403.81
As % of Total Income	11.79%	11.14%	9.81%	6.82%
% Increase (Decrease)	-	49.44%	84.77%	-
<b>Total Expenses:</b>	<b>1853.71</b>	<b>8,500.45</b>	<b>6,633.12</b>	<b>5,319.58</b>
As % of Total Income	87.63%	84.92%	87.20%	89.86%
% Increase (Decrease)	-	28.15%	24.69%	-
<b>Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)</b>	<b>318.22</b>	<b>1687.38</b>	<b>1072.26</b>	<b>616.97</b>
As % of Total Income	15.04%	16.86%	14.10%	10.42%
% Increase (Decrease)	-	57.37%	73.79%	-
<b>Net Profit before tax</b>	<b>261.67</b>	<b>1,509.78</b>	<b>973.63</b>	<b>600.59</b>
As % of Total Income	12.27%	15.08%	12.80%	10.14%
% Increase (Decrease)	-	55.07%	62.11%	-
<b>Tax Expenses</b>				
Current Tax	62.69	417.66	255.41	154.12
Current Tax expenses relating to	-	-	0.21	-
Deferred Tax	(2.39)	(29.96)	(1.41)	2.80
<b>Net Profit after tax</b>	<b>201.37</b>	<b>1,122.08</b>	<b>719.42</b>	<b>443.67</b>
As a % of Total Income	9.52%	11.21%	9.46%	7.49%
% Increase (Decrease)	-	55.97%	62.15%	-

## RESULTS OF OUR OPERATION

(Amount in Lakhs)

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED June 30<sup>th</sup>, 2024**

### **Income**

Our total revenue from operations for the period ended June 30, 2024 was **Rs. 2112.05** Lakhs which is 99.84% of the total revenue.

### **Expenditure**

Total Expenditure for the period ended June 30, 2024 was **Rs. 1853.71** Lakhs which was about 87.63% of the total revenue and which includes cost of material consumed, Employee Benefit Expenses, Depreciation & Amortization expenses and other expenses.

### **Cost of Material consumed**

Our cost of material for the period ended June 30, 2024 was **Rs. 1357.76** Lakhs which was about 64.19% of the total revenue which include Vitamins and Minerals, Herbal Extracts, Amino Acids, Pro Biotics, Fiber, Fatty Acids, Enzymes, Proteins and peptides, Natural flavors and Sweeteners, preservatives etc.

### **Changes in inventories of Finished goods & Stock in Trade**

Change in inventories of finished goods & stock in trade for the period ended June 30, 2024 was Rs. (3.11) Lakhs which was about -0.15% of the total revenue.

### **Employee Benefit Expense**

Our employee benefits expenses for the period ended June 30, 2024 were **Rs. 189.91** Lakhs which was about 8.97% of the total revenue and which include salaries, wages & allowances Directors Remuneration, Contribution to provident fund, group insurance for staff and staff welfare expenses and gratuity premium.

### **Finance Costs**

Our Financial costs for the period ended June 30, 2024 were **Rs. 0.11** Lakhs which was about 0.01% of the total revenue which includes Interest charges and other borrowing cost such as bank charges and bill discount charges.

### **Depreciation and Amortization Expense**

Depreciation for the period ended June 30, 2024 were **Rs. 59.77** Lakhs which was about 2.83% of the total revenue and which consists of depreciation and amortization expenses.

### **Other Expenses**

Our other expenses for the period ended June 30, 2024 were **Rs. 249.36** Lakhs which was about 11.79% of the total revenue and which includes manufacturing expenses, administrative & other expenses and selling & marketing expenses.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax for the period ended June 30, 2024 were **Rs. 318.22** Lakhs which was about 15.04% of the total revenue.

### **Net Profit after tax**

Net Profit after Tax for the period ended June 30, 2024 were **Rs. 201.37** Lakhs which was about 9.52% of the total revenue.

## **FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023**

## **Income**

Total revenue has increased by ₹ 2403.19 Lakhs and 31.60% from ₹ 7,606.75 Lakhs in the fiscal year ended March 31, 2023 to ₹ 10,010.23 Lakhs in the fiscal year ended March 31, 2024. The increase in revenue is on account of increase in revenue from operations.

## **Expenditure**

Total Expenditure increased by ₹ 1,867.33 Lakhs and 28.15%, from ₹ 6,633.12 Lakhs in the fiscal year ended March 31, 2023 to ₹ 8,500.45 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was increased mainly due to increase in the cost of material Consumed, Employee Benefit Expenses, and other expenses.

## **Cost of Material consumed**

Our cost of material consumed increased by ₹ 1,252.69 Lakhs and 23.75 % from ₹ 5,274.25 Lakhs in the fiscal year ended March 31, 2023 to ₹ 6,526.94 Lakhs in the fiscal year ended March 31, 2024. As the operations of the company has increased, simultaneously the cost of material consumed also increased along with other operating expenses.

## **Changes in inventories of Finished goods & Stock in Trade**

The change in inventories of finished goods for the FY 24, stood at Rs. (37.01) Lakhs, whereas in FY 23 it stood at Rs. (2.42) Lakhs. This decrease was due to increase in the closing stock of the company, as the operations of the company is increasing the company procures more inventory in advance to fulfil the requirements therefore, closing stock of the company is higher than the opening stock.

## **Employee Benefit Expense**

Employee Benefit Expenses increased by ₹ 188.78 Lakhs and 36.63% from ₹ 515.42 Lakhs in the fiscal year ended March 31, 2023 to ₹ 704.20 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was increased due to increase in salary, wages & allowances, director remuneration, contribution to provident fund and staff welfare expenses.

## **Finance Costs**

Our finance costs decreased by ₹ 0.10 Lakhs and -1.61% from ₹ 5.99 Lakhs in the fiscal year ended March 31, 2023 to ₹ 5.89 Lakhs in the fiscal year ended March 31, 2024. The decrease was mainly due to decrease in bank interest as there is decrease in the long-term borrowing of the company, Also, due to decrease in the bank charges.

## **Depreciation and Amortization Expense**

Depreciation in terms of value increased by ₹ 91.69 Lakhs and 97.82% from ₹ 93.74 Lakhs in the fiscal year ended March 31, 2023 to ₹ 185.43 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets i.e. Property, plant and equipment.

## **Other Expenses**

Other Expense was increased by ₹ 368.86 Lakhs and 49.44% from ₹ 746.14 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1115.00 Lakhs in the fiscal year ended March 31, 2023. Other expenses increase mainly due to increase in other manufacturing expenses and other administrative expense such as legal & professional expenses, repair & maintenance expenses and other miscellaneous expenses.

## **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has increased by ₹ 615.12 Lakhs and 57.37% from ₹ 1,072.26 Lakhs in the fiscal year ended March 31, 2023 to Profit of ₹ 1687.38 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to increase in revenue from operations and increase in profit margins.

## **Net Profit after Tax**

Net Profit has increased by ₹ 402.66 Lakhs and 55.97% from 719.42 Lakhs in the fiscal year ended March 31, 2023 to profit of ₹ 1122.08 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to increase in revenue from operations.

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has increased by ₹ 1,685.48 Lakhs and 28.47 % from ₹ 5920.17 Lakhs in the fiscal year ended March 31, 2022 to ₹ 7,606.75 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue is on account of increase in revenue from operations. Further, the company has also shown growth in the cosmetic division and ayurvedic division.

### **Expenditure**

Total Expenditure increased by ₹ 1313.54 Lakhs and 24.69%, from ₹ 5,319.58 Lakhs in the fiscal year ended March 31, 2023 to ₹ 6,633.12 Lakhs in the fiscal year ended March 31, 2023. As the operations of the company has increased, simultaneously the cost of material consumed also increased along with other operating expenses.

### **Cost of Material consumed**

Our cost of material consumed increased by ₹ 681.99 Lakhs and 14.85% from ₹ 4,592.26 Lakhs the fiscal year ended March 31, 2022 to ₹ 5,274.25 Lakhs in the fiscal year ended March 31, 2023. Cost of material consumed increased due to increase in operations of the company.

### **Changes in inventories of Finished goods & Stock in Trade**

The change in inventories of finished goods for the FY 23, stood at Rs. (2.42) Lakhs, whereas in FY 22 it stood at Rs. (39.43) Lakhs. This decrease was due to increase in the closing stock of the company, as the operations of the company is increasing the company procures more inventory in advance to fulfil the requirements therefore, closing stock of the company is higher than the opening stock.

### **Employee Benefit Expense**

Employee Benefit Expenses increased by ₹ 168.87 Lakhs and 48.73% from ₹ 346.55 Lakhs in the fiscal year ended March 31, 2022 to ₹ 515.42 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in salaries, wages and allowances.

### **Finance Costs**

Our finance costs increased by ₹ 1.80 Lakhs and 43.02% from ₹ 4.18 Lakhs in the fiscal year ended March 31, 2022 to ₹ 5.99 Lakhs in the fiscal year ended March 31, 2023. The increase was primarily due to increase in due to bill discount charges./ c.

### **Depreciation and Amortization Expense**

Depreciation in terms of value increased by ₹ 81.54 Lakhs and 668.63% from ₹ 12.20 Lakhs in the fiscal year ended March 31, 2022 to ₹ 93.74 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to addition in Property, plant & equipment.

### **Other Expenses**

Other Expense was increased by ₹ 342.33 Lakhs and 84.77% from ₹ 403.81 Lakhs in the fiscal year ended March 31, 2022 to ₹ 746.14 Lakhs in the fiscal year ended March 31, 2023. Other expenses increase primarily due to increase in selling & marketing expenses, factory rent, labour charges, transportation expenses and power & fuel charges.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has increased by ₹ 455.28 Lakhs and 73.79 % from ₹ 616.97 Lakhs in the fiscal year ended March 31, 2023 to Profit of ₹ 1072.26 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation items and Tax was decrease due to decrease in revenue from operations and improvement in the profit margins of the company.

### **Net Profit after Tax**

Net Profit has increased by ₹ 275.75 Lakhs and 62.15% from ₹ 443.67 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 719.42 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and improvement in profit margins of the company.

### **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 27 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of sale of Influx Healthtech Limited.

#### **4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

#### **5. Future changes in relationship between costs and revenues, in case of events such as future increase in employees or material costs or prices that will cause a material change are known**

Our Company’s future costs and revenues can be impacted by an increase in employee costs as the Company looks to hire talent with new skills and capabilities.

#### **6. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

#### **7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

#### **8. Total turnover of each major industry segment in which the issuer company operates**

The Company is operating in Nutraceuticals Industry. Relevant industry data, as available, has been included in the chapter titled “Our Industry” beginning on page 107 of this Draft Red Herring Prospectus.

#### **9. Status of any publicly announced new products or business segments**

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Draft Red Herring Prospectus.

**10. The extent to which the business is seasonal**

Our Company's business is not seasonal. However, the business of the Company does depend on country's economy situation and inflation.

**11. Any significant dependence on a single or few suppliers or customers**

Our Company was significantly dependent on top 10 customers. For further details refer the chapter titled "*Risk factor*" and "*Our Business*" on page 27 and 122 of Draft Red Herring Prospectus.

**12. Competitive Conditions**

We do face normal competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "*Our Business*" on page 122 of this Draft Red Herring Prospectus.

The Company is operating in Nutraceuticals Industry. Relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 107 of this Draft Red Herring Prospectus.

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## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on June 30<sup>th</sup>, 2024 our Company has outstanding amount of secured and unsecured borrowings from banks and financial institutions, bodies corporates and others, for further details refer chapter titled "Restated Financial Information" beginning on page no. 198 of this Draft Red Herring Prospectus.

Brief summary of financial indebtedness of our company as at June 30<sup>th</sup>, 2024

Nature of Borrowing	Amount	Amount outstanding as on June 30 <sup>th</sup> , 2024
Secured Borrowings		2.10 lakhs
Unsecured Borrowings		25.72 lakhs

### Details of Secured Borrowings

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on June 30 <sup>th</sup> , 2024	Conditions
HDFC Bank	Light Commercial Vehicle Loan	13.30 lakhs	2.10 lakhs	Term: 36 months Payable in: 36 Installments Rate of Interest: 9.47% Security: Hypotecation of vehicle Personal Guarantee: NA Corporate Guarantee: NA

### Details of Unsecured Borrowings

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on June 30 <sup>th</sup> 2024	Conditions
Munir Chandniwala	Director's Loan	109.70 lakhs	23.72 lakhs	Term: Payable on demand Rate of Interest: Nil Interest Type: NA Security: Nil Personal Guarantee: Nil Corporate Guarantee: Nil
Shirin Chandniwala	Director's Loan	7.00 lakhs	2.00 lakhs	Term: Payable on demand Rate of Interest: Nil Interest Type: NA Security: Nil Personal Guarantee: Nil Corporate Guarantee: Nil

## SECTION X - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.*

Except as disclosed below there are no:

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
- f) material frauds committed against our Company in the last five years.
- g) Pending litigation against the promoter/director in their personal capacities and also involving violation of statutory regulation or criminal offences.
- h) Pending proceedings initiated for economic offenses against the director, Promoter, companies and firms promoted by the promoters.
- i) Outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the company including disputed tax liability or prosecution under any enactment.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:

- a) the monetary amount of the claim made by or against the Company and directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company for a complete financial year, as included in the Offer Documents; or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and
- c) any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings where in the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Red Herring Prospectus.

1. Litigations Involving Our Company

**A. Against Our Company:**

Civil Cases: **NIL**

Criminal Cases: **NIL**

Other Pending Litigation: **NIL**

Tax Proceeding: **NIL**

**a) Income Tax**

Proceeding(s) under Income Tax Act, 1961: **NIL**

**b) GST Liability: NIL**

Proceeding(s) under CGST ACT, 2017: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**B. By Our Company:**

Civil Cases: **NIL**

Criminal Cases: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

2. Litigations Involving Our Promoters/Directors

**A. Against our Promoters/Director**

Civil Cases: **NIL**

Criminal Cases: **NIL**

**Tax Proceedings:**

**a) Income Tax**

**Outstanding Demand(s):**

Name of the Assessee	Assessment Year	Section Involved	Date of communication	Amount Involved
Vipul Balubhai Patel	2020-21	Demand Notice u/s 143(1)(a) of the Income tax Act, 1961	12-12-21	Rs. 1,25,880+ Rs. 37,740 (interest)
Vipul Balubhai Patel	2018-19	Demand Notice u/s 154 of the Income tax Act, 1961	11-06-2021	Rs. 4,23,010
Vipul Balubhai Patel	2021-22	Demand Notice u/s 143(1)(a) of the Income tax Act, 1961	27-09-2022	Rs. 82,390+ Rs. 17,283 (interest)
Vipul Balubhai	2011-12	Demand Notice u/s 143(1)(a) of the Income tax Act, 1961	21-12-2011	Rs. 14,620

Patel				
Vipul Balubhai Patel	2009-10	Demand Notice u/s 143(1)(a) of the Income tax Act, 1961	12-03-2011	Rs.14,13,606 + Rs.15,52,891 (interest)

Statutory/Regulatory Proceeding: **NIL**

Disciplinary action by SEBI or Stock Exchange against our Promoter: **NIL**

**B. By our Promoters/Director**

Civil Cases: **NIL**

Criminal Case: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**I. Litigations Involving Our Group entities**

**A. Against Our Group Entities**

Civil Case: **NIL**

Criminal Case: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**B. By our Group Entities:**

Civil Cases: **NIL**

Criminal Cases: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**II. Litigations relating to the Subsidiary Company**

**A. Against Directors of our Subsidiary Company**

Civil Cases: **NIL**

Criminal Cases: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**B. By Directors of our Subsidiary Company**

Civil Cases: **NIL**

Criminal Cases: **NIL**

Tax Proceeding: **NIL**

Statutory/Regulatory Proceeding: **NIL**

**V. Other litigations involving any other entities which may have a material adverse effect on the Company: NIL**

**VI. Details of the past penalties imposed on our Company / Directors**

As of the date of the report, there are no cases in the last five years in which penalties have been imposed on the Company or the Directors of the company - **NIL**

**VII. Outstanding dues to Creditors**

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on June 30, 2024, our Company had outstanding dues to creditors as follows:

Particulars	(Amount in Lakhs)			
	June 30, 2024	March 31, 2024	March 31,2023	March 31,2022
<b>Trade Payables</b>				
Micro, Small and Medium Enterprises*	460.35	387.07	221.66	113.81
Others*	972.04	1,049.47	1,123.82	989.67
<b>Total</b>	1,432.39	1,436.54	1,345.48	1,103.48

\*The details pertaining to outstanding dues to the material creditors, along with names and amounts involved for each such material creditors are available on the website of our Company at [www.influxhealthtech.com](http://www.influxhealthtech.com)

**VIII. Material developments occurring after last balance sheet date, that is June 30, 2024.**

Except as disclosed in the section titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” of our Company beginning on page number 238 there have been no material developments that have occurred after the last Balance sheet date.

We certify that except as stated herein above:

1. The Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
2. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
3. Further, none of the Directors of the Company has been charge sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
4. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years.
5. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
6. There are no pending proceedings initiated for economic offenses against the Directors Promoter, Companies, and firms promoted by the Promoter.
7. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
8. There are no litigations against the Promoter / Directors in their capacity.

9. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

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## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 155 of the Draft Red Herring Prospectus.*

### CORPORATE APPROVALS FOR THIS ISSUE

1. The selling shareholder has confirmed and authorized its participation in the offer for sale in relation to the offered share as set out below:

Name of the Selling Shareholder	Aggregate amount of offer for sale (Amount in Lacs)	Number of Equity Shared offered in the offer for sale	Date of Board Resolution/Authorisation	Date of Consent letter
Mr. Munir Abdul Ganee Chandniwala	Up to [●]	Up to 13,68,000	August 09, 2024	August 09, 2024

The selling shareholder confirms that the equity shares offered by him as a part of offer for sale have been held in compliance with regulation 8 of SEBI ICDR Regulations, 2018.

2. The Board of Directors have, pursuant to resolutions passed at its meeting held on August 09, 2024 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.
3. The Issue of Equity share has been authorized by a special resolution adopted pursuant to section 62(1)(c) of the Companies Act 2013, at an Extra Ordinary General Meeting held on August 10, 2024 .
4. Board of Directors has, pursuant to a resolution dated August 09, 2024 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with NSE Emerge.

### IN-PRINCIPAL APPROVAL

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated July 23, 2024 with the Central Depository Services (India) Limited (CDSL), and the Registrar and Share Transfer Agent, who, in this case, is Maashilta Securities Private Limited for the dematerialization of its shares.
2. The Company has also entered into an agreement dated August 16, 2022 with the National Securities Depository Limited (NSDL), and the Registrar and Share Transfer Agent, who, in this case, is Maashilta Securities Private Limited for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (ISIN) is INE0MYZ01012.

### INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorisation Granted	Issuing Authority	CIN/Registration No.	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of — “Influx Healthtech Private Limited”	ROC, Mumbai	U24299MH2020PTC346825	September 28, 2020	Perpetual
2.	Fresh Certificate of Incorporation for conversion from Private to Public company in the name of “Influx Healthtech Limited”	ROC, Mumbai	U24299MH2020PLC346825	May 23, 2022	Perpetual

#### TAX RELATED AUTHORISATIONS

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, GoI	AAFCI8246N	September 28, 2020	Perpetual
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	MUMI15766C	June 11, 2022	Perpetual
3.	GST Registration Certificate [Maharashtra]	Central Board of Indirect Taxes	27AAFCI8246N1ZY	June 10, 2022	Perpetual
4.	Professional Tax Registration Certificate under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Sales Tax Department, Government of Maharashtra	27301800200P	September 28, 2020	Perpetual
5.	Professional Tax Enrollment Certificate under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Sales Tax Department, Government of Maharashtra	99883944527P	April 1, 2020	Perpetual

#### GENERAL APPROVALS

Sr. No.	Authorization Granted	Issuing Authority	Registration No./ Reference No. / License No.	Date of Issue	Valid Upto
1.	FSSAI License	Food Safety and Standards Authority of India	11521999000002	June 24, 2024	May 31, 2026
2.	Importer-Exporter Code (IEC code)	Directorate General of Foreign Trade, Ministry of Commerce and Industry	AAFCI8246N	November 28, 2020	Perpetual
3.	Micro, Small and Medium Enterprises	Ministry of Micro, Small	UDYAM-MH-18-0058009	March 22, 2021	Perpetual



		and Medium Enterprises			
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### BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

Sr. No.	Authorization granted	Issuing Authority	Registration No. / Reference No. / License No.	Date of Issue	Valid Upto
1.	Legal Entity Identifier Certificate	Legal Entity Identifier Limited	9845005FF74R9FEA9816	August 14, 2024	August 14, 2025
2.	Halal Certification	RBS Quality Certification Pvt Limited	UR-4687	June 07, 2024	June 06, 2027
3.	HACCP	RBS Quality Certification Pvt Limited	2016081011988R	June 07, 2024	June 06, 2027
4.	U.S. FDA	Registrar Corp	17730488260	November 14, 2023	December 31, 2024
5.	ISO 22000:2018	RBS Quality Certification Pvt Limited	2016081011989R	June 07, 2024	June 06, 2027
6.	ISO 14001:2015	RBS Quality Certification Pvt Limited	2016081010601R	March 14, 2023	March 13, 2026
7.	Legal Metrology Certificate	Controller Of Legal Metrology, Maharashtra State	LM/KKN_R/2021/2009	August 23, 2021	Valid Till Cancelled
8.	GMP System	RBS Quality Certification Pvt Limited	2016081011990R	June 07, 2024	June 06, 2027
9.	License to manufacture Cosmetics for sale and distribution	Food & Drugs Administration, Konkan Division, Maharashtra state	MH/104828	October 10, 2022	October 09, 2027
10.	Cosmetic Facility Registration	Registrar Corp	3021872591	February 09, 2024	December 31, 2024
11.	Good Manufacturing Practice (GMP) System	RBS Quality certification Pvt Limited	2016081011544R	November 10, 2023	November 09, 2026
12.	SHEFEXIL Certificate	Shellac & Forest Products Export Promotion Council,	RCMC/SHEFEXIL/00233 /2023-2024	April 24, 2024	March 31, 2025
13.	PHARMEXCIL	Pharmaceuticals Export Promotion Council Of India	PXL/SSM/III/9368/2021-22	July 8, 2021	March 31, 2026

### LABOUR LAW CERTIFICATIONS

Sr. No.	Authorization Granted	Issuing Authority	Registration No./ Reference No. / License No.	Date of Issue	Valid Upto
1.	Factory License, for factory at plot no. 9&10 at phase 2-, Village Kolgaon,	Joint director, Industrial Safety and Health (Labor Department)	129002100201-007	September 14, 2022	December 31, 2024

	Palghar, Thane, Maharashtra				
2.	Fire NOC, for factory at plot no. 9&10 at phase 2- , Village Kolgaon, Palghar, Thane, Maharashtra	Assistant director, Maharashtra Fire Services, Government of Maharashtra	MFS/LA/RF-05/RD-05	January 01, 2024	January 01, 2026
4.	Maharashtra Shops and Establishment (Regulation of Employment and Conditions of Services) Act,2018**	Deputy Commissioner, Labour Department, Mumbai	820173750	June 01, 2021	Perpetual
5.	Registration under Employees Provident Fund and Miscellaneous Act, 1952	Employees Provident Fund Organization	KDMAL2198750000	September 20, 2020	Perpetual
6.	Registration under Employees State Insurance Act, 1948	Sub-Regional Office, Employees State Insurance Corporation, Government of Maharashtra	35000495770000999	September 28, 2020	Perpetual
7.	Certificate of Registration containing the following particulars is hereby granted under sub-section (2) of section 7 of the Contract Labour (Regulation and Abolition) Act,1970	Registering Officer Under Contract Labour (R & A) Act,1970 (Regulation and Abolition) Act,1970, Office Of The Registering Officer Palghar, Government of Maharashtra	2413800710027558	August 14, 2024	February 28, 2025

*\*The unit of the issuer company at plot no. 57 does not qualify for a factory license under the factory's act, 1948, as it doesn't have the requisite number of employees for the same. The Factories (Maharashtra Amendments) Act, 2015 specifies that if the total number of employees are more than 20 (with aid of power) and 40 (without aid for power), then it is mandatory for a company to obtain a factory license. However, our company has two divisions at plot no. 57 for ayurveda and cosmetics. These divisions have a total employment of 8 and 10 workers respectively, which is less than the required number of workers for a factory license.*





*\*\* Certificate is in the name of Influx healthtech Private limited*

## ENVIRONMENT RELATED CERTIFICATIONS

Sr. No.	Authorization Granted	Issuing Authority	Registration No./ Reference No. / License No.	Date of Issue	Valid Upto
1.	Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 9&10 at phase 2-, Village Kolgaon, Palghar, Thane, Maharashtra	Regional Office, Thane, Maharashtra Pollution Control Board	2206000056	June 27, 2022	December 31, 2028
2.	Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 57 (A&B)	Regional Office, Thane, Maharashtra Pollution Control Board	2206000055	June 27, 2022	June 30, 2027
3.	Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 59 for proposed expansion	Regional Office, Thane, Maharashtra Pollution Control Board	0000189760/CE/2312001344	December 13, 2023	December 12, 2028

## INTELLECTUAL PROPERTY

Our Company has the following registered trademarks:

S.NO	Original Trademark Name	Application No.	Class	Current Status	Registration Date	Valid Upto
1.		3257103	CLASS: 5	Registered	May 12, 2016	May 12, 2026
2.		3257102	CLASS: 29	Registered	May 12, 2016	May 12, 2026
3.		3799320	CLASS: 5	Registered	April 07, 2018	April 07, 2028
4.		1448950	CLASS: 5	Registered	May 05, 2006	May 05, 2026

The Details of Domain Names Registered in the Name of the Company:

Sr. No.	Domain Name	Registrant Organization	Registration Expiry Date
1.	influxhealthtech.com	GoDaddy.com,LLC	October 06, 2028

#### APPLIED FOR GOVERNMENT APPROVALS

Sr. No.	Authorization granted	Issuing Authority	Application No. / Reference No.	Status and Date of Application
3.	Fire NOC (plot no. 57, phase 1, Genesis IND, Township, Kologaon, Palghar, Thane- 401404)	Fire Brigade, Vasai Virar City Municipal Corporation	Not Available	Status - In process Date of application – August 09, 2024

**Material Licenses/approvals for which our Company yet to apply / Statutory Approvals/Licenses for the respective units- NIL, Henceforth, company does not required to apply for Government/Statutory Approvals/Licenses for the current establishment.**

**Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/Licenses required for the proposed expansion-**

- a) Our Company is required to get government approval/licenses for the establishment of units in the Plot No 28, Gut No 243 (pt) 244, and 295(pt) in Genesis Industrial Estate, Kolgaon, Palghar for Veterinary Products and the same will apply for government approval using the single-window clearing system.

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
<b>While construction of civil works</b>		
We have applied for NOC from Gram Panchayat	24/07/2024	30/09/2024
After receiving NOC, we will go for Collector Approval	-	31/12/2024
<b>Government Approval/Licenses/Certificates</b>		
Factory Licence	June-2025	Aug-2025
FSSAI Licence	July-2025	Aug-2025
For MPCB Licence	July-2025	Aug-2025
For Fire Licence	Aug-2025	Sept-2025

*Note- The government approvals/licenses may vary according to the requirements of industry.*

- b) Our Company is required to get government approval/licenses for the establishment of units in the Plot No 59, Gut No 242 and Gut No 246 in Genesis Industrial Estate, Kolgaon, Palghar for Nutraceuticals Products and the same will apply for government approval using the single-window clearing system.

Material Approvals/ Licenses required	Expected Month of	
	Application	Approval
Factory Licence	June-2025	Aug-2025
FSSAI Licence	Oct-2025	Nov-2025
MPCB Licence	July-2025	Aug-2025
For Fire Licence	Aug-2025	Sept-2025

*Note- The government approvals/licenses may vary according to the requirements of industry.*

## SECTION XI – OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

- The Selling Shareholders has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name of the Selling Shareholder	Aggregate amount of Offer for Sale (₹ Lakhs)	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ authorization	Date of consent letter
Mr. Munir Abdul Ganee Chandniwala	Upto ₹ [•] Lakhs	Upto 13,68,000	August 09, 2024	August 09, 2024

The Selling Shareholders confirms that the Equity Shares offered by him as part of the Offer for Sale, have been held in compliance with Regulation 8 of the SEBI ICDR Regulations. For details, see “The Offer” on page 51.

- This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on August 09, 2024.
- The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at its EGM held on August 10, 2024 and authorized the Board to take decisions in relation to this Issue.
- The Company has obtained approval from NSE vide its letter dated [•] to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- Our Board has approved this Draft Red Herring Prospectus through its resolution dated October 30, 2024.

We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “Government and Other Approvals” beginning on page no 255 of this Draft Red Herring Prospectus.

### Prohibition by SEBI, RBI or other Governmental Authorities

- Our Company, our Promoter, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.
- The Companies with which our Promoter, our directors or persons in control of our Company are/ were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.
- None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our directors are associated with as promoter or directors.
- Neither of our Promoter nor any of our directors is declared as Fugitive Economic Offender.
- The Selling Shareholder confirms that it has not been prohibited from accessing the capital market or debarred 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. Further, there have not been any regulatory actions initiated against the Selling Shareholder by SEBI, RBI or any overseas regulator.
- Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoter or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority.
- There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoter, promoter group and the Selling Shareholder are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (SBO Rules), and the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, to the extent they are applicable on our Company, as on the date of filing of this Draft Red Herring Prospectus.

### **Eligibility for this Issue**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its promoters, promoter group or directors or selling shareholder are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital will be more than ₹ 1,000 Lakhs, and can issue Equity Shares to the public and propose to list the same on the Emerge Platform of NSE Limited.

### **We confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Book Running Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information” on page 58 of this Draft Red Herring Prospectus.
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid/refunded within 4 (Four) days from our company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Book Running Lead Manager shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the NSE Emerge.

- In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “General Information” on page 58 of this Draft Red Herring Prospectus.
- In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
- In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement

with depositories for dematerialisation of specified securities already issued and proposed to be issued. For more details, please refer page 332 of this Draft Red Herring Prospectus.

- In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

## NSE ELIGIBILITY NORMS

### 1. The Company has been incorporated under the Companies Act, 2013 in India

Our Company was incorporated on September 28, 2020 under the Companies Act, 2013.

### 2. The post issue paid up capital of the Company (face value) will not be more than ₹ 2,500.00 Lakhs.

Particulars	Present Issued Capital	Proposed IPO (Fresh Equity Shares)	Post IPO Issued Capital (assumed)
No. of Equity Shares	1,81,50,000	46,32,000	2,27,82,000
Face Value (In Rs.)	₹ 10/- each	₹ 10/- each	₹ 10/- each
Paid-up Value (In Rs.)	18,15,00,000	4,63,20,000	22,78,20,000

Hence, our Post Issue Paid up Share Capital will be 22.78 crores which is less than 25 crores.

### 3. Positive Net worth

Net worth of the Company as on March 31, 2024 is ₹ 2,287.22 Lakhs.

### 4. Track record

- A. The company should have a (combined) track record of at least 3 years.

Our Company got incorporated on September 28, 2020 therefore our company satisfies the track record criteria of 3 years.

- B. The Company should have operating profit (earnings before depreciation and tax) from operations for at least 2 out of 3 financial years preceding the application and its net worth is positive.

(Rs. In Lakhs)

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Operating profit (earnings before interest, depreciation* and tax)	1,665.72	1076.65	620.09

\*Including amortization

(Rs. In Lakhs)

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Share Capital	2.50	2.50	2.50
Add: Reserves and Surplus	2,284.72	1,162.65	443.23
Net Worth	2,287.22	1,165.15	445.73

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-off, if any).

- C. The company should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

Particulars	2023-24	2022-23	2021-22
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Net cash flow from operations	98,235.64	70325.28	42,928.89
Less: - Purchase of fixed assets (net of sale proceeds of fixed assets)	(92,556.15)	(45,248.01)	(28,631.01)
Add: - Net total borrowings (net of repayment)	(4,736.75)	1,843.86	5,682.55
Less: - Interest expenses X(1-T)	(37.21)	(69.49)	(36.45)
Free cash flow to equity (FCFE)	905.53	20841.57	19,943.98

## 5. Other Requirements

- Issuer seeking listing shall ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application - **Nil**

- It is mandatory for the company to have a website

The Company has a website – [influxhealthtech.com](http://influxhealthtech.com)

- It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Tripartite agreement dated August 16, 2022 with NSDL, our Company and Registrar and Share Transfer Agent;  
Tripartite agreement dated July 23, 2024 with CDSL, our Company and Registrar and Share Transfer Agent.

The Company's shares bear an **ISIN: INE0MYZ01012**

- There should not be any change in the Promoters of the company in preceding one year from date of filing the application to NSE for listing under SME segment.
- None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.
- Further, except as mentioned in this Section titled "Outstanding Litigation and Material Developments" on page 250 there has been no violation of any Securities Law committed by any of them in the past and no such proceedings are currently pending against any of them.

## 6. Disclosure

1. The Company has not been referred to Board for Industrial and Financial Reconstruction and No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
2. No petition for winding up is admitted by the NCLT or court.
3. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.



## 7. Rejection of Colling Off Period

The application of the applicant company should not have been rejected by the Exchange in last 6 complete months.  
– *Not Applicable, however our company had filed a DRHP dated September 02, 2024 with NSE Emerge, but the same has been withdrawn, not being rejected.*

None of our Company, Promoters or Directors and Selling Shareholder have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

*We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.*

### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED October 30, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED 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 THE OFFER DOCUMENT.**

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

- A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
- B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
- C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.
6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS , IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF NSE.**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED DRAFT RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALIZATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE.**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 260 AND 261 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, Selling Shareholder, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [influxhealthtech.com](http://influxhealthtech.com) would be doing so at his or her own risk. It is clarified that none of the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those made or undertaken by such Selling Shareholder in relation to itself and its respective portion of the Offered Shares.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement dated August 23, 2024 and [•] entered into between the BRLM, our Company and the Selling Shareholder, and the Market Maker Agreement dated [•] into among Market Maker, our Company and The Selling Shareholder.

#### **Caution**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

#### **Price Information and the track record of the past Issues handled by the Book Running Lead Manager**

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Disclosure of price information of latest ten issues handled by Corporate Capital Ventures Private Limited at page number 261 of this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at <https://www.ccvindia.com/>

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds

(subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with NSE EMERGE for its observations and NSE EMERGE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the selling shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized the draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **FILING**

The Draft Red Herring Prospectus is being filed with NSE Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400051.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of

Companies, Mumbai, at least (3) three working days prior from the date of opening of the Issue.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

## **CONSENTS**

Consents in writing of: (a) The Selling Shareholder, Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Book Running Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus with NSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for period ended on June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 and Legal Advisor report on Outstanding Litigations and Material Developments, included in this Prospectus, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous public issues since incorporation and are an —Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI ICDR Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled - Capital Structure beginning on page 65 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed. Further it has not undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE TO THE PUBLIC OF OUR COMPANY**

Our Company has not undertaken any public issues, including any rights issues to the public in the five years preceding the date of this date of this Draft Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

The Company does not have any subsidiary company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non- routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Atul Kumar Ashok Kumar Shukla as the Company Secretary and Compliance Officer and may be contacted at the following address:

### **Influx Healthtech Limited**

109, Ghanshyam Enclave Premise  
Co-op Soc Plot No. 856, Laljipada,  
Kandivali West, Mumbai City, Mumbai,  
Maharashtra, India, 400067  
Tel: +91-7045997809  
Email: [cs@influxhealthtech.com](mailto:cs@influxhealthtech.com)

Website: <https://influxhealthtech.com>

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

#### STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

#### DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

There is no listed company under the same management as on date.

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

#### PRICE INFORMATION OF LAST 10 (TEN) ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER Statement on Price Information of Past Issues handled by Corporate Capital Ventures Private Limited:

##### Price Information and the track record of the past Issues handled by the Book Running Lead Manager

Sr. No.	Issuer Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (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
<b>SME BOARD ISSUES</b>								
1.	Oriana Power Limited	59.65	118.00	11-08-2023	302.00	188.42%	16.26%	623.43%
						2.01%	-0.17%	-12.88%
2.	Rockingdeals Circular Economy Limited	21.00	140.00	31-11-2023	315.00	144.75%	342.61%	251.64%
						7.99%	9.88%	13.68%
3.	Accent Microcell Limited	78.40	140.00	15-12-2023	300.00	116.57%	12.25%	106.64%
						2.99%	3.22%	8.70%
4.	Alpex Solar Limited	74.52	115.00	15-02-2024	345.00	155.96%	489.87%	637.57 %
						0.66%	1.32%	10.17 %
5.	Esconet Technologies Limited	28.02	84.00	23-02-2024	290.00	127.38%	160.48%	301.13%
						-0.52%	3.35%	11.51%
6.	Trust Fintech Limited	63.45	101.00	04-04-2024	143.25	133.22%	114.80%	107.87 %
						-0.32%	7.87%	14.58 %
7.	Creative Graphics India Solutions Limited	54.40	85.00	09-04-2024	175.00	242.52%	110.82 %	97.35 %
						3.12%	7.41%	9.51%



Sr. No.	Issuer Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price,	+/- % Change in Closing Price,	+/- % Change in Closing Price,
						(+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	(+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	(+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
8.	GPECO Solutions India Limited*	30.79	94.00	24-06-2024	375.00	296.17%	175.69%	N.A.
						-3.59%	10.20%	N.A.
9.	Shivalic Power Control Limited*	64.32	100.00	01-07-2024	311.00	179.35%	111.60%	N.A.
						-3.24 %	6.91%	N.A.
10.	Nephro Care India Limited*	41.26	90	05-07-2024	171.00	234.17%	158.61%	N.A.
						1.12%	3.81%	N.A.
<b>MAIN BOARD ISSUES</b>								
10.	Uma Exports Limited	60.00	68.00	07-04-2022	80.00	-8.68%	-24.49%	-29.78%
						-6.96%	-9.35%	-1.96%

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) , Issue Information from respective Prospectus.

**Notes:**

\*The Listing date of GPECO Solutions India Limited, Shivalic Power Control Limited and Nephro Care India Limited is June 24, 2024, July 01, 2024 and July 05, 2024. Since the Company has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	5	254.22	-	-	-	3	-	-	-	-	-	-	-	-
2023-24	6	303.39	-	-	-	3	-	-	-	-	-	1	-	-
2022-23	5	215.83	Nil	Nil	2	3	Nil	Nil	Nil	1	1	2	Nil	Nil
2021-22	1	34.20	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	1	Nil	Nil
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-19	3	30.49	Nil	Nil	2	Nil	Nil	1	Nil	Nil	1	Nil	Nil	2
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	1	Nil
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**Summary Statement of Disclosure:**

**Notes\*:**

1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. In case 30th/180th day is not a trading day, closing price of the next trading day has been considered
3. In case 30th/180th days, scrips are not traded then last trading price has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
5. GPECO Solutions India Limited, Shivalic Power Control Limited and Nephro Care India Limited has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer the website of the Book Running Lead Manager at <https://www.ccvindia.com/initial-public>

[offers](#)

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

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

**Note:**

**Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.**

*This space has been left blank intentionally.*

## SECTION XII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the offer of capital, offer for sale and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.*

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholder, for details in relation to Offer expenses, see “Objects of the Issue” on pages 77.

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 09, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on August 10, 2024.

#### **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 Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been allotted or transferred Equity Shares pursuant to the Offer, 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 197 and 321, respectively of this Draft Red Herring Prospectus.

#### **Face Value and Issue Price**

The face value of each Equity Share is ₹ 10/-. The Issue Price of Equity Shares is ₹ [•] per Equity Share. The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled Basis of Issue Price beginning on page 94 of this Draft Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
4. Right to receive annual reports and notices to members;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "*Main Provision of Article of Association*", beginning on page 321 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

1. Tripartite agreement dated July 23, 2024 among CDSL, our Company and the Registrar to the Issue; and
2. Tripartite agreement dated August 16, 2022 among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e., not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode.

### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [•] Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [•] Equity Shares subject to a minimum allotment of [•] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

Further, the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction

outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

To register himself or herself as the holder of the equity shares; or to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of Promoters, Promoter Group, Public as provided in —Capital Structure on page 65 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer —Main Provisions of Articles of Association on page 321 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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the 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.

*The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.*

*The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.*

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening

Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange(s) on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

Our Company and selling shareholder in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Fresh Issue and the Selling Shareholder reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Notwithstanding the foregoing, this offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the offer after the offer Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

### Offer Program

Events	Indicative Dates
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account orUPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

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

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

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

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

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

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

Our Company and Selling Shareholder in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law. In the event of an under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Offer prior to the Equity Shares offered pursuant to the Offer for Sale.

However, in case of under-subscription in the Offer, after meeting the minimum subscription requirement of 100% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Selling Shareholders in the Offer for Sale in a proportional manner; and (ii) through the issuance of balance part of the Fresh Issue.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lakhs only) per application.

The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of under-subscription in

the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order: (i) In the first instance towards subscription for 90% of the Fresh Issue; (ii) If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made: (a) first towards Equity Shares offered by the Selling Shareholders in such manner as specified in the Offer Agreement; and (b) and only then, towards the remaining Equity Shares in the Fresh Issue.

### **Migration to Main Board**

Our company may migrate to the main board of NSE at a later date subject to the following:

If the Paid up Capital of our Company is likely to increase above ₹ 2500 Lakhs by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the paid-up Capital of our company is more than ₹ 1000 Lakhs but below ₹ 2500 Lakhs, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the EMERGE Platform, amongst others, has to fulfill following conditions:

- i. The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores.
- ii. 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.
- iii. The applicant should have been listed on SME platform of the Exchange for at least 3 years.
- iv. 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.
- v. The company has not received any winding up petition admitted by a NCLT.
- vi. The net worth of the company should be at least 50 crores
- vii. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

### **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 58 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible



NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**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 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.

**Allotment of Securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

**Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper, [●] and (iii) the registered office of our company is situated in Mumbai (Maharashtra), therefore Marathi being regional language of Maharashtra, [●] each with wide circulation. In the pre-Issue advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and 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 applied for do not exceed the applicable limits under laws and regulations.*

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

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## ISSUE STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value capital is more than ₹ 10 Crores and up to ₹ 25 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the Emerge Platform of NSE i.e., NSE EMERGE. For further details regarding the salient features and terms of such an offer please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page 275 and 286 of the DRHP.

This Issue comprise of up to 60,00,000 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [•] per Equity Shares (including a premium of ₹ [•] per equity share) aggregating to ₹ [•] Lakhs (“the Issue / the Offer”) comprising of Fresh Issue up to 46,32,000 Equity Shares aggregating up to ₹ [•] Lakhs by our Company and an Offer for Sale of up to 13,68,000 Equity Shares aggregating up to ₹ [•] Lakhs by the Selling Shareholders. The Offer and the Net Offer will constitute 26.34% and 25.02% respectively of the post Issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process.

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion		Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Not less than 3,00,000 Equity Shares	Not more than [•] Equity Shares	Not less than [•] Equity Shares	Not less than [•] Equity Shares
Percentage of offer Size available for Allocation	5.00% of the offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment (3)	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Anchor Investor Portion):  (a) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and  (b) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 286.

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion		Non-Institutional Applicants	Retail Individual Investors
		Up to [•] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	Only through the ASBA process.	ASBA Process only (excluding Anchor Investors)	Only through the 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	Such number of Equity Shares and in multiples of [•] Equity Shares that the Bid Amount exceeds	Such number of Equity shares in multiple of [•] Equity shares that Bid size exceeds Rs 2,00,000	[•] Equity Shares
Maximum Bid Size	[•] Equity shares	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits.	Such number of Equity Shares in multiples of [•] Equity Shares not Exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000/-
Trading Lot	[•] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[•] Equity Shares and in multiples thereof		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Issue Structure” on page 282 of the DRHP.

- (1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for atleast 25% of the post offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

*Bid/Offer Programme:*

Events	Indicative Dates
Bid/Offer Opening Date	[•]
Bid/Offer Closing Date	[•]
Finalization of Basis of Allotment with the SE	[•]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[•]
Credit of Equity Shares to Demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

A standard cut-off time of 3.00 p.m. for acceptance of bids.

A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.

A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

**Withdrawal of the Offer**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA

Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

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## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013 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 Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in allotment or refund.

The 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 UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), as may be prescribed by the SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“UPI Streamlining Circular”) read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of applications money from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.

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

Our Bank and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

*Further, our Bank and the Members of Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.*

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, 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, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Selling Shareholder in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

*Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.*

### *Phased implementation of Unified Payments Inter face*

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount

is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. 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 till further notice.

**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 T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release 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.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The 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 remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and 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.

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all Retail Individual Bidders applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- i. a syndicate member;
- ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

For further details, refer to the “General Information Document” available on the websites of the Stock Exchanges and the BRLM.

#### Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:



- i. RIIs (other than the RIIs 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. RIIs 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 may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPIID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank 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. In accordance with NSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, 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/Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Offer for analysing the same and fixing liability.

#### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) 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;

- d) Mutual Funds registered with SEBI;
- e) 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 Offer;
- f) 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);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

*As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the*

investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Retail Individual Bidders

The Application must be for [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

### 2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [•] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

***Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.***

***The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.***

## METHOD OF BIDDING PROCESS

Our Company and Selling Shareholder in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and the registered office of our company is situated in Mumbai (Maharashtra), therefore Marathi being regional language of Mumbai, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and the registered office of our company is situated in Mumbai (Maharashtra), therefore Marathi being regional language of Mumbai, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 286 of this Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company and Selling Shareholder in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company and Selling Shareholder in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within

the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

#### **PARTICIPATION BY PROMOTERS, PROMOTER GROUP, BOOK RUNNING LEAD MANAGER, SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP/THE BOOK RUNNING LEAD MANAGER.**

The Book Running Lead Manager and/or the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and/or the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis 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 Offer under the Anchor Investor Portion:

- mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- AIFs sponsored by the entities which are associate 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.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- 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
- either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager. Except to the extent of participation in the Offer for Sale by the Promoter, the Promoter Group will not participate in the Offer.

#### **Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) Working days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI

Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 1 (one) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize



their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FPI Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule II of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FPI after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limit an FII or sub-account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment

restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

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, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **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 reserves the right to reject any bid without assigning any reason thereof. Limited liability, partnerships can participate in the Offer only through the ASBA process.

### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to 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
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company 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 banks' 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 RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial 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.

### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

### **OFFER 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 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 Offer price of ₹ [•] per share is payable on application. In case of allotment of lesser number of Equity Shares

than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

## **PAYMENT MECHANISM**

The 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 Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer 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.

## **PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, 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 Escrow Account should be drawn in favor of:

- a. In case of resident Anchor Investors: — “[•]”
- b. In case of Non-Resident Anchor Investors: — “[•]”

Bidders 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 from the Anchor Investors.

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1:00 pm of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or

- d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- The applications accepted by any Designated Intermediaries
  - The applications uploaded by any Designated Intermediaries or
  - The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DPID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the

investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in anyway be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries shall, on daily basis and to be completed before 9.30am of next working day of closure of Offer Period i.e. on T+1 day (T is issue Closing Day), verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall initiate not later than 9.30 am and shall complete before 2.00 pm on next working day from issue closer date i.e. T+2 day to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **BUILD OF THE BOOK**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

#### **WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **PRICE DISCOVERY AND ALLOCATION**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application

Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

#### **Illustration of the Book Building and Price Discovery Process:**

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

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

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

#### **SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS/PROSPECTUS WITH ROC**

- Our company has entered into an Underwriting Agreement dated [●]
- A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

#### **PRE- OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) the registered office of our company is situated in Mumbai (Maharashtra), therefore Marathi being regional language of Mumbai, each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in



addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (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;
6. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
14. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. 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 the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the

requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA 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;
22. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
23. 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 Offer, which is UPI 2.0 certified by NPCI;
24. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the UPI Mandate Request, the UPI Bidders 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;
26. UPI Bidders bidding using the UPI Mechanism 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;
27. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
28. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account;
29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
30. FPIs making MIM Bids using 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;
31. 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;
32. UPI Bidders Bidding through the 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/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the

Bid/ Offer Closing Date;

34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer;
35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment; and
36. Ensure that the Demographic Details are updated, true and correct in all respects

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, 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 submit the Bid cum Application Forms to any non-SCSB bank or our Bank;
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 withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 5.00 p.m. on the Bid/Offer Closing Date;
13. 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;
14. If you are a QIB, do not submit your Bid after 4 p.m. on the QIB Bid / Offer Closing Date;
15. Do not Bid for Equity Shares in excess of what is specified for each category;
16. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
17. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
20. 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;
21. 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);
22. Do not fill up the Bid cum Application Form such that the number of 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 under the terms of this Prospectus;
23. Do not submit the General Index Register (GIR) number instead of the PAN;
24. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Bank;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

27. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
28. Anchor Investors should not bid through the ASBA process;
29. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
30. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
31. 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;
32. 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;
33. UPI Bidders Bidding through the UPI Mechanism 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;
34. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
35. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **OTHER INSTRUCTIONS FOR THE BIDDERS JOINT BIDS**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **MULTIPLE BIDS**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **INVESTOR GRIEVANCE**

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **NOMINATION FACILITY TO BIDDERS**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **SUBMISSION OF BIDS**

- (a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

#### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;

- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;

- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.

5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- d) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
  - For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
    1. Each successful applicant shall be allotted [●] equity shares; and
    2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
  - b) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
  - c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

- d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  4. The balance net offer of shares to the public shall be made available for allotment to
    - a) Individual applicants other than retails individual investors and
    - b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  5. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to BRLM and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

**a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Fund shall be done on a proportionate basis for 5% of the QIB Portion.



- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter for 95% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [•].
  - Equity Shares.
- d. Allotment To Anchor Investor (If Applicable)
- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- a) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- b) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- c) allocation to Anchor Investors shall be on a discretionary basis and subject to:
- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
- A minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crore per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:
- Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors
- d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:
- Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [•] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [•] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [•] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **ISSUANCE OF ALLOTMENT ADVICE**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The

Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

## **INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broaden the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE i.e., [www.nseindia.com](http://www.nseindia.com)

## **BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

## **SUBMISSION OF BID CUM APPLICATION FORM**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

## **COMMUNICATIONS**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## **DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(Two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

## **IMPERSONATION**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*"Any person who—*

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

## **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- 5) That our Promoter's contribution in full has already been brought in;
- 6) That no further Offer of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Offer after the Bid/ Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **UNDERTAKING BY THE SELLING SHAREHOLDER**

Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);
- that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the respective portion of the Offered Shares;
- it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of the Offered Shares that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

#### **UTILIZATION OF OFFER PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

- 6) The Book Running Lead Manager will that the complaints or comments received in respect of the Offer will be attended expeditiously and satisfactorily.

**EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated August 16, 2022 between NSDL, the Company and the Registrar to the Offer;
- b) Tripartite Agreement dated July 23, 2024 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. INE0MYZ01012

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## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DPIIT, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction – Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the 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 Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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## SECTION XIII – MAIN PROVISION OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
INFLUX HEALTHTECH LIMITED  
(Previously known as Influx Healthtech Private Limited)**

Regulations in Table F in the first schedule to the Companies Act, 2013 shall apply to the company except in so far as they are not inconsistent with any of the provisions contained in these Regulations and except in so far as they are herein after expressly or impliedly excluded or modified.

### *Interpretation*

**I. (1)** In these regulations—

(a) “the Act” means the Companies Act, 2013,

(b) “the Company” means the "INFLUX HEALTHTECH LIMITED"

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

### *Share capital and variation of rights*

**II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time-to-time think fit.

**2. (i)** Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

**3. (i)** If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

**4.** Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**5. (i)** The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

**(ii)** The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

**(iii)** The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**6. (i)** If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

**(ii)** To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

**7.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

**8.** Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### ***Lien***

**9. (i)** The company shall have a first and paramount lien—

**(a)** on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

**(b)** on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

**(ii)** The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

**10.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

**(a)** unless a sum in respect of which the lien exists is presently payable; or

**(b)** until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**11. (i)** To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

**(ii)** The purchaser shall be registered as the holder of the shares comprised in any such transfer.

**(iii)** The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

**12. (i)** The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

*(ii)* The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### ***Calls on shares***

**13. (i)** The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

*(ii)* Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

*(iii)* A call may be revoked or postponed at the discretion of the Board

**14.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

**15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**16. (i)** If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

*(ii)* The Board shall be at liberty to waive payment of any such interest wholly or in part.

**17. (i)** Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

*(ii)* In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**18.** The Board—

*(a)* may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

*(b)* upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### ***Transfer of shares***

**19. (i)** The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

*(ii)* The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

**20.** The Board may, subject to the right of appeal conferred by section 58 decline to register—

*(a)* the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

*(b)* any transfer of shares on which the company has a lien.

**21.** The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

**22.** On giving not less than seven days' previous notice in accordance with section 91 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 days at any one time or for more than forty-five days in the aggregate in any year.

### *Transmission of shares*

**23. (i)** On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**24. (i)** Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

**25. (i)** If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

**26.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

### *Forfeiture of shares*

**27.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

**28.** The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or

before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

**29.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**30.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**31.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

**32.** (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

**33.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of capital*

**34.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

**35.** Subject to the provisions of section 61, the company may, by ordinary resolution, —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

**36.** Where shares are converted into stock, —

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such

minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

**37.** The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### *Capitalisation of profits*

**38.** (i) The company in general meeting 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 any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

**39.** (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally, do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### ***Buy-back of shares***

**40.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### ***General meetings***

**41.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

**42. (i)** The Board may, whenever it thinks fit, call an extraordinary general meeting.

**(ii)** If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### ***Proceedings at general meetings***

**43. (i)** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

**(ii)** Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**44.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

**45.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

**46.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### ***Adjournment of meeting***

**47. (i)** The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

**(ii)** No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**(iii)** When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

**(iv)** Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting rights***

**48.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,

**(a)** on a show of hands, every member present in person shall have one vote; and

**(b)** on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

**49.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**50.** (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**51.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**52.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**53.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

**54.** (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### ***Proxy***

**55.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**56.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**57.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### ***Board of Directors***

**58.** Unless otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than three and not more than fifteen.

The First Director of the Company Shall be;

1. Mr. Munir Abdul Ganee Chandniwala
2. Ms. Shirin Munir Ahmed Chandniwala

**59.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

**60.** The Board may pay all expenses incurred in getting up and registering the company.



**61.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

**62.** All cheques, promissory notes, drafts, 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.

**63.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

**64.** (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### *Proceedings of the Board*

**65.**(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

**66.**(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

**67.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

**68.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

**69.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**70.** (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**71.** (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**72.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**73.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid

and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

**74.** Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**75.** A 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.

***Dividends and Reserve***

**76.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**77.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

**78.** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**79.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**80.** 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.

**81.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**82.** 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.

**83.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the

manner mentioned in the Act.

**84.** No dividend shall bear interest against the company.

#### *Accounts*

**85. (i)** The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

**(ii)** No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### *Winding up*

**86.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

**(i)** If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

**(ii)** For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

**(iii)** The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### *Indemnity*

**87.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

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## SECTION XIV- OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067 from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m.*

#### MATERIAL CONTRACTS

1. An Offer Agreement signed on August 23, 2024, between our Company, the Selling Shareholder, and the Book Running Lead Manager. Additionally, a supplementary agreement aligned with the Offer Agreement signed on October 24, 2024.
2. Registrar Agreement dated October 23, 2024 between our Company, the Selling Shareholder and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Selling Shareholder, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank and the Registrar to the Issue.
4. Share Escrow Agreement dated [●] between our Company, the Selling Shareholder and the Share Escrow Agent.
5. Underwriting Agreement dated [●] between our Company, the Selling Shareholder and the Underwriters.
6. Market making Agreement dated [●] between our company, the Selling Shareholder the Lead Manager and the Market Maker.
7. Agreement among NSDL, our company and the registrar to the issue dated August 16, 2022.
8. Agreement among CDSL, our company and the registrar to the issue dated July 23, 2024.

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation (s), the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated August 09, 2024 in relation to the Issue and other related matters.
3. Shareholders' resolution dated August 10, 2024 in relation to the Issue and other related matters.
4. Consents of Directors, Promoters, Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated October 22, 2024 on Restated Financial Statements of our Company for the period ended June 30, 2024 and for year ended March 31, 2024, 2023 and 2022.
6. The Certificate dated October 25, 2024 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. Certificate of Key Performance Indicators (KPIs) dated October 29, 2024 issued by our Statutory Auditor, V.B. GOEL & CO. Chartered Accountants.
8. The Report dated October 24, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
9. Copy of approval from NSE Emerge vide letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
10. Due diligence certificate dated October 30, 2024 from Lead Manager to the Issue.
11. Board Resolution dated October 30, 2024 for approval of Draft Red Herring Prospectus, [●] for approval of Red Herring Prospectus and Board Resolution dated [●] for approval of the Prospectus.

*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 other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
Sr. No.	Name	Category	Designation	Signature
1.	Mr. Munir Abdul Ganee Chandniwala	Executive	Managing Director	Sd /-
2.	Ms. Shirin Munir Ahmed Chandniwala	Executive	Whole Time Director	Sd /-
3.	Mr. Abdul Ganee Abdul Rasul Chandniwala	Non- Executive	Director	Sd /-
4.	Mr. Vipul Balubhai Patel	Non- Executive	Independent Director	Sd /-
5.	Mr. Ashok Kumar Jain	Non- Executive	Independent Director	Sd/-
<b>Signed by the Chief Financial Officer and Company Secretary of our Company</b>				
1.	Mr. Ashish Ghanshyam Shah	Whole – Time	Chief Financial Officer	Sd /-
2.	Mr. Atul Kumar Ashok Kumar Shukla	Whole – Time	Company Secretary	Sd /-

**Place: Mumbai**

**Date: October 30, 2024**