Prospectus
Dated: June 7, 2023
Fixed Price Issue
Please read section 26 of the Companies Act, 2013

VILIN BIO MED LIMITED

Corporate Identification Number: U24230TG2005PLC046689

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India	N.A.	Mr. Saket Kansal, Company Secretary and Compliance Officer	**E-mail:** cs@vilinbiomed.co.in **Tel:** +91 40 7961 8843	www.vilinbiomed.co.in

PROMOTERS: VISWA PRASAD SADHANALA, SADHANALA VENKATA RAO, D. SRINIVASA REDDY AND RAMESH REDDY SAMA

DETAILS OF ISSUE TO PUBLIC

Type	Fresh Issue Size	Total Issue Size	Eligibility
Fresh Issue	40,00,000 Equity Shares at the Issue Price of ₹ 30 each aggregating ₹ 1,200.00 Lakhs	40,00,000 Equity Shares at the Issue Price of ₹ 30 each aggregating ₹ 1,200.00 Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations, as our Company's post issue paid up capital is more than ₹ 10.00 Cr.

RISKS IN RELATION TO FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10/- each and the Issue Price of ₹ 30 is 3.00 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 66 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 16.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("**NSE**"). For the purposes of this Issue, NSE is the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE		REGISTAR TO THE ISSUE	
INVENTURE MERCHANT BANKER SERVICES PVT. LTD. Enhancing Fortunes. Enriching Lives.			
Name of Lead Manager to the Issue: **Inventure Merchant Banker Services Private Limited**	**Name of Contact Person**: Arvind Gala **Tel No.:** +91 22 4075 1500 **Email:** compliance@inventuremerchantbanker.com	**Name of Registrar to the Issue**: **Bigshare Services Private Limited**	**Name of Contact Person**: Babu Rapheal **Tel. No.:** +91 22 6263 8200 **Email:** ipo@bigshareonline.com

BID/ISSUE PROGRAMME

ISSUE OPENS ON:	**FRIDAY, JUNE 16, 2023**
ISSUE CLOSES ON:	**WEDNESDAY, JUNE 21, 2023**

Prospectus
Dated: June 7, 2023
Fixed Price Issue
Please read section 26 of the Companies Act, 2013

VILIN BIO MED LIMITED

Our Company was originally incorporated as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad dated June 29, 2005 with the name 'Vilin Bio Med Limited'. We received a certificate of commencement of business on July 11, 2005 issued by Registrar of Companies, Andhra Pradesh, Hyderabad.

Registered Office: Sy No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India
Tel: +91 40 7961 8843; **Website:** www.vilinbiomed.co.in; **E-mail:** cs@vilinbiomed.co.in
Contact Person: Mr. Saket Kansal, Company Secretary and Compliance Officer

PROMOTERS: VISWA PRASAD SADHANALA, SADHANALA VENKATA RAO, D. SRINIVASA REDDY AND RAMESH REDDY SAMA

PUBLIC ISSUE OF 40,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH OF VILIN BIO MED LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹30.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹20.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹1,200.00 LAKHS ("THE ISSUE"). OF THE ISSUE, 2,08,000 EQUITY SHARES AGGREGATING TO ₹62.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 37,92,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF ₹30.00 PER EQUITY SHARE AGGREGATING TO ₹1,137.60 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.67% AND 27.18%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 172 OF THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE OF ₹30.00 IS 3.00 TIMES OF THE FACE VALUE

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE 180 OF THE PROSPECTUS.

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of UPI Applicants (Individual investors) applying through UPI mechanism, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 28 of the Companies Act, 2013. For details in this regard, specific attention is invited to "Issue Procedure" on page 180 copy of the Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

RISKS IN RELATION TO FIRST ISSUE

This being the first issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00. The Issue Price should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to '*Risk Factors*' on page 16.**

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("**NSE**"). Our Company has received the approval letter dated May 10, 2023 from NSE for using its name in the offer document for listing of our shares on the EMERGE Platform of NSE. For the purpose of this Offer, the Designated Stock Exchange will be NSE.

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
INVENTURE MERCHANT BANKER SERVICES PVT. LTD. Enhancing Fortunes. Enriching Lives.	
INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End), Western Express Highway, Andheri (East) Mumbai – 400 069, Maharashtra **Tel No**: +91 22 4075 1500 **Fax No**: +91 22 4075 1511 **Email**: compliance@inventuremerchantbanker.com **Investor Grievance Email**: redressal@inventuremerchantbanker.com **Website**: www.inventuremerchantbanker.com **SEBI Registration No**: INM000012003 **Contact Person**: Arvind Gala	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India **Telephone:** +91 22 6263 8200 **Email:** ipo@bigshareonline.com **Investor grievance email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Babu Rapheal **SEBI Registration No.:** INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: FRIDAY, JUNE 16, 2023	ISSUE CLOSES ON: WEDNESDAY, JUNE 21, 2023

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SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or our Articles of Association, Memorandum of Association, policies shall be to such legislation, act or regulation, as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing in 'Main Provisions of the Articles of Association', 'Summary of Our Business', 'Our Business', 'Risk Factors', 'Industry Overview', 'Key Regulations and Policies in India', 'Financial Information', "Outstanding Litigation and Material Developments" and "Part B" of "Issue Procedure", defined terms, will have the meaning ascribed to such terms in these respective sections.

Company Related Terms

Term	Description
"Vilin Bio Med Limited", "Vilin", "We" or "us" or "our Company" or "the Issuer'	Unless the context otherwise requires, refers to Vilin Bio Med Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana.
"we", "us", or "our"	Unless the context otherwise indicates or implies, our Company.
"you", "your" or "yours"	Prospective investors in this Issue
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Compliance Officer	The Company Secretary of our Company, being Saket Kansal, Company Secretary and Compliance Officer.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Equity Shareholders	The holders of the Equity Shares
Equity Shares/Shares	The equity shares of our Company of a face value of ₹10.00 each unless otherwise specified in the context thereof
Group Companies / Group Entities	Such companies as covered under the applicable accounting standards, being Accounting Standard 18 or other entities as considered material in accordance with the Materiality Policy, as described in "*Our Group Entities*" on page 117.
Key Management Personnel / KMP	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013. For details, please refer "*Our Management*" on page 101.
Materiality Policy	A policy adopted by our Company, in its Board meeting held on February 28, 2023 for identification of group companies, material creditors and material litigations.
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Peer Reviewed Auditor	The independent peer reviewed Auditor of our Company M/s. PPKG & Co., Chartered Accountants
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoters	Viswa Prasad Sadhanala, Sadhanala Venkata Rao, D. Srinivasa Reddy And Ramesh Reddy Sama

Registered Office	The registered office of our Company situated at Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India.
Registrar of Companies / ROC	Registrar of Companies, Maharashtra, Telangana
Restated Financial Statements / Standalone Restated Financial Statements	Audited Standalone Restated financial including statements of assets and liabilities as at December 31, 2022; March 31, 2022; 2021 and 2020 and statement of profits and losses and cash flows for the period ended December 31, 2022 and financial years ended March 31, 2022, 2021 and 2020 of the Company.
Statutory Auditor	The Statutory Auditor of our Company, being M/s. PPKG & Co., Chartered Accountants.

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip, document or counter foil issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee	A successful Applicant to whom the Equity Shares are Allotted.
Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of the Prospectus.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by an Applicant authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Applicants for blocking the Bid Amount mentioned in the ASBA Form and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism.
ASBA Applicant(s)	Any prospective investors in this Issue who applies for Equity Shares of our Company through the ASBA process in terms of the Prospectus.
Bankers to the Issue/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being Axis Bank Limited.
Banker to the Issue Agreement	Agreement to be entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank, and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in "*Issue Procedure*" on page 180.
Broker Centres	Broker centres notified by the Stock Exchange, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the name and contact details of the Registered Brokers, are available on the website of NSE on the following link www.nseindia.com.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
NSE SME	The Emerge platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
CAN / Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number of the Applicant's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.

Term	Description
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The details of the Applicants including the Applicants' address, names of the Applicants' father/husband, investor status, occupations, and bank account details.
Depository /Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com).
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or unblock such amounts, as appropriate in terms of the Prospectus.
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	In our case, Rikhav Securities Limited.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Application Form from the applicants and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Prospectus / DP	The Draft Prospectus dated March 28, 2023, filed with National Stock Exchange of India Limited.
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs. 10/- each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialised accounts with SEBI registered qualified depositary participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018.
Issue / Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering / IPO	Public issue of 40,00,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹30 per Equity Share (including a share premium of ₹20 per Equity Share) aggregating to ₹1,200.00 lakhs by our Company, in terms of this Prospectus.
Issue Agreement / MoU	The agreement dated March 27, 2023 entered into amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which the Issue closes for subscription. In this case being June 21, 2023
Issue Opening Date	The date on which the Issue opens for subscription. In this case being June 16, 2023

Term	Description
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Price	The price at which Equity Shares are being issued by our Company being ₹30 per Equity Share.
Lead Manager / LM	The lead manager to the Issue, in this case being Inventure Merchant Banker Services Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the NSE.
Market Maker Reservation Portion	2,08,000 Equity Shares of ₹10.00 each at ₹30 per Equity Share aggregating to ₹62.40 lakhs reserved for subscription by the Market Maker.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 37,92,000 Equity Shares of face value of ₹10.00 each at an Issue Price of ₹30 per equity share aggregating to ₹1,137.60 lakhs.
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expenses.
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs).
Prospectus	The Prospectus to be filed with the RoC for this Issue in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI (ICDR) Regulations, including any addenda or corrigenda thereto.
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Refund Account(s)	Accounts to which the monies to be refunded to the Applicants is transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated March 27, 2023, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar to the Issue	The Registrar to the Issue being Bigshare Services Private Limited.
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
EMERGE Platform of NSE / SME Exchange / Stock Exchange / NSE Emerge	The Emerge platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
Sponsor Bank	Axis Bank Limited, being a Banker to the Offer, appointed by our Company 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 RIBs into the UPI, and carry out other responsibilities, in terms of the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI
Underwriters	Inventure Merchant Banker Services Private Limited
Underwriting Agreement	The agreement dated June 7, 2023 entered into among the Underwriter and our Company.
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Applicants	Collectively, individual investors applying as Retail Individual Inventors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism.

Term	Description
	Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	ID created on the UPI for single-window mobile payment system developed by NPCI
UPI ID Linked Bank Account	Account of the UPI Applicants, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request	A request (intimating the UPI Applicants by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI mobile application) to the UPI Applicants initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment.
UPI mechanism	The mechanism using UPI that may be used by UPI Applicants to make an application in the issue in accordance with the SEBI Circulars.
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI Regulations.
Working Day(s)	"Working Day" means all days on which commercial banks in Mumbai are open for business. However, in respect of - (a) announcement of Price Band; and (b) Issue period, working day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
AIDS	Acquired Immune Deficiency Syndrome
API	Active Pharma Ingredients
ASSOCHAM	The Associated Chambers of Commerce of India
BCG	Boston Consulting Group
Covid 19	Corona Virus
GDP	Gross Domestic Product
GMP	Good Manufacturing Practices
HFIs	High-Frequency Indicators
IBEF	Indian Brand Equity Foundation
M&A	Mergers and Acquisitions
MT	Million Tonnes
MUDRA	Micro Units Development and Refinance Agency
NASSCOM	The National Association of Software and Service Companies
PE	Private Equity
SPI Scheme	Strengthening of Pharmaceutical Industry
USFDA	US Food and Drug Administration
WHO	World Health Organization

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
Air Act	Air (Prevention and Control of Pollution) Act, 1981

Term	Description
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
B. A.	Bachelor of Arts
B.Com	Bachelor of Commerce
Banking Regulation Act	Banking Regulation Act, 1949
Bn	Billion
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CBEC	Central Board of Excise and Customs
CDSL	Central Depository Services (India) Limited
Central Sales Tax Act	Central Sales Tax Act, 1956
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications, and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from June 7, 2016, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	The Copyright Act, 1957
CSR	Corporate Social Responsibility
Depositories Act	Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Environment Protection Act	Environment Protection Act, 1986
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
F&NG	Father and Natural Guardian
F&O	Futures and Options
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA 20	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident

Term	Description
	Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
FMC	Forward Market Commission
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FTA	The Foreign Trade (Development and Regulation) Act, 1992
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Hazardous Wastes Rules	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
ISO	International Standards Organization
KMP	Key Managerial Personnel
LIBOR	London interbank offered rate
Ltd.	Limited
M. A	Master of Arts
M. Com.	Master of Commerce
M.B.A	Master of Business Administration
MAPIN	Market Participants and Investors' Integrated Database
Maternity Benefit Act	Maternity Benefit Act, 1961
MCA	The Ministry of Corporate Affairs, GoI
MCI	Ministry of Commerce and Industry, GoI
Minimum Wages Act	Minimum Wages Act, 1948
Mn	Million
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
NIFTY	National Stock Exchange Sensitive Index
NLEM 2011	National List of Essential Medicines – 2011
No.	Number
Non-Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian

Term	Description
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NWR	Negotiable Warehouse Receipt
OCB	Overseas Corporate Bodies
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. **OCBs are not allowed to invest in this Issue.**
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after tax
Patents Act	Patents Act, 1970
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PCA Act	Prevention of Cruelty to Animals Act, 1960
PIL	Public Interest Litigation
PPP	Public private partnership
Pvt./(P)	Private
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
RBI	The Reserve Bank of India
RoC or Registrar of Companies	The Registrar of Companies, Telangana
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
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	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SSI	Small Scale Industry
STT	Securities Transaction Tax
Trademarks Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VCF	Venture Capital Funds

Term	Description
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Wages Act	Payment of Wages Act, 1936
Workmen's Compensation Act	Workmen's Compensation Act, 1923

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

Certain Conventions

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Vilin Bio Med Limited" and "Vilin", unless the context otherwise indicates or implies, refers to Vilin Bio Med Limited. All references in this Prospectus to "India" are to the Republic of India.

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our audited financial statements for the period ended December 31, 2022 and financial years ended March 31, 2022, 2021 and 2020, prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations which are included in this Prospectus, and set out in *'Financial Statements'* on page 121. Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Currency and units of presentation

In this Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America. All references to the word 'Lakh' or 'Lac' or 'Lacs', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'. Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statement.

Industry and Market Data

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

FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical facts constitute 'forward-looking statements. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals, and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this 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:

- general economic and business conditions in the markets in which we operate and in the local, regional, and national and international economies;
- 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, 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;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 16, 80 and 145 respectively.

Forward looking statements reflects views as of the date of this 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.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

A. Summary of Business & Industry:

Summary of Business:

Our Company is engaged in domestic business of manufacturing Pharmaceuticals products and the Manufacturing Unit is located in Roorkee, in the State of Uttarakhand. In order to maintain our competitiveness and to further the cause of Healthcare, our Company has laid a R&D Foundation and state of the art Manufacturing Facility in Roorkee. Our Sales Strategy is to sell our products in bulk to Pharmaceuticals Manufacturers, Marketers and Traders, who in turn provide the channel for sales to customers. Our products are primarily used by other pharmaceutical companies and traders, who ultimately will market it to the distributors and retail customers. We do not sell our products under any brand name. Following are our major products (manufacturing dosage forms):

- Oral Liquid (Syrups/Suspensions/Dry Powders (βeta & Non βeta-Lactam)
- Tablets & Capsules (βeta & Non βeta-Lactam) .
- External Preparations

Summary of Industry:

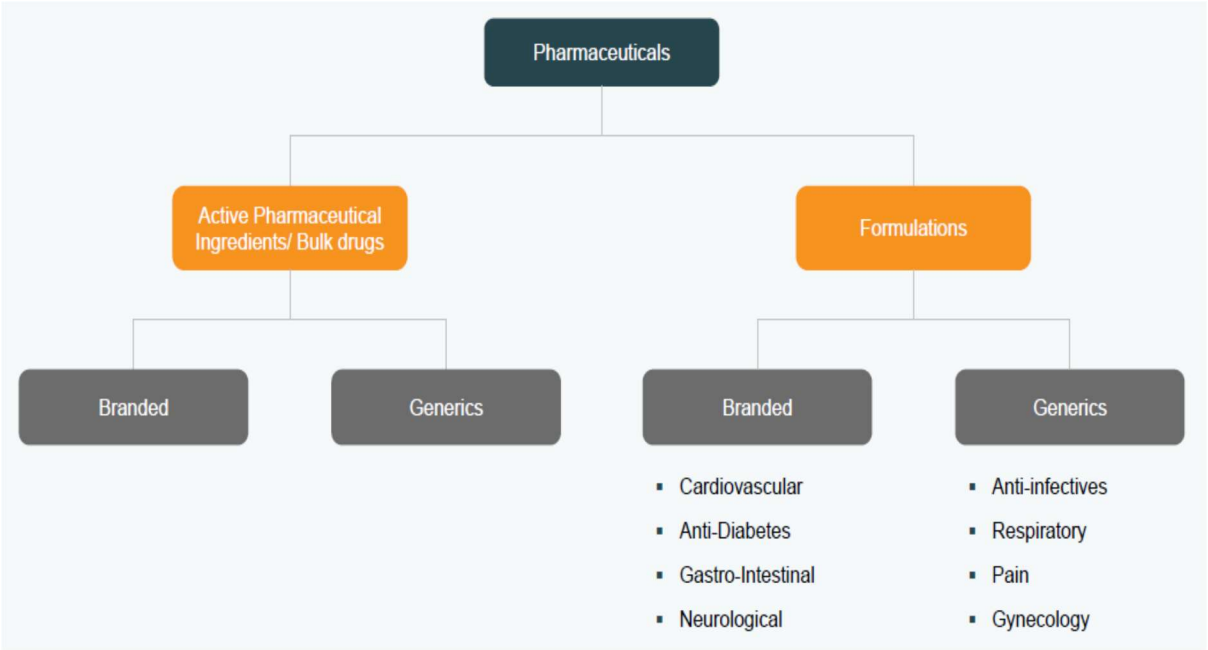
Indian Pharmaceutical Industry
Source: https://www.ibef.org/industry/pharmaceutical-india

INTRODUCTION

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has the most number of pharmaceutical manufacturing facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80% of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms. India is rightfully known as the "pharmacy of the world" due to the low cost and high quality of its medicines.

Structure of pharmaceuticals sector in India



Important segments in Indian pharmaceutical sector
Source: IBEF, Pharmaceuticals, November 2022

B. Promoters:

Viswa Prasad Sadhanala, Sadhanala Venkata Rao, D. Srinivasa Reddy and Ramesh Reddy Sama

C. Issue Size:

This is a fresh issue of Equity Shares. Public issue of 40,00,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹30 per Equity Share (including a share premium of ₹20 per Equity Share) aggregating to ₹1,200.00 lakhs by our Company.

D. Objects of the Issue:

Sr. No.	Object	Amount Proposed to be Utilised from the Issue Proceeds (₹ in lakhs)
1.	Augmenting additional working capital requirements	848.89
2.	General Corporate Purposes	251.11
3.	Issue Related Expenses	100.00
	Total	**1,200.00**

E. Pre-Issue Shareholding of Promoters, Promoter Group:

Sr.	Particulars	Pre-Issue	
		No. of Shares	% Holding
a)	**Promoters**		
	Ramesh Reddy Sama	4,63,235	4.66%
	Viswa Prasad Sadhanala	18,76,140	18.86%
	Sadhanala Venkata Rao	45,89,705	46.13%
	D. Srinivasa Reddy	20,12,795	20.23%
	Sub-Total	**89,41,875**	**89.87%**
b)	**Promoter Group**	--	--
	Tanmayee Reddy Sama	21,250	0.21%
	Sama Ruchit Reddy	12,500	0.13%
	Anuj Bajpai	15,000	0.15%
	Sneha Bajpai	9,375	0.09%
	Sub-Total	**58,125**	**0.58%**

Total	90,00,000	91.45%

F. Summary of Standalone Restated Financial Information:

(₹ in Lakhs)

Particulars	31.12.22	31.03.22	31.03.21	31.03.20
Share Capital	330.00	330.00	330.00	330.00
Net Worth	867.69	739.61	736.26	724.13
Revenue	903.43	1,121.91	1,171.88	1,682.41
Profit After Tax	128.08	3.35	12.13	16.22
Basic and Diluted Earnings per Equity Share (Considering bonus in all previous years in the ration of 1.5:1) (in ₹)	1.55	0.04	0.15	0.20
Net Asset Value/Book Value per Equity share (Considering bonus in all previous years in the ration of 1.5:1) (in ₹)	10.52	8.96	8.92	8.78
Total Borrowings	617.71	529.96	551.58	453.41

Our Annual Reports and financial statements are also available on our website at: www.vilinbiomed.co.in.

G. Auditor qualifications which have not been given effect to in the Restated Financial Information:

There are no auditor qualifications which would require adjustments in the Restated Financial Information and for which no such effect has been given.

H. Summary of Outstanding Litigations:

For further details *regarding* the same, please refer to the chapter titled '*Outstanding Litigations and Material Developments*' beginning on page 155 of the Prospectus.

I. Risk Factors:

Please see '*Risk Factors*' beginning on page 16.

J. Summary of Contingent Liabilities of our Company:

We do not have any contingent liabilities as on December 31, 2022.

K. Summary of Related Party Transactions:

The following are the related party transactions during the periods covered under audit:

(₹ in Lakhs)

Particulars	Type of Tansaction	31.12.22
Blue Nile Capital Advisory Limited	Unsecured Loans Taken	50.00
Venkat Rao Sadhanala	Unsecured Loans Taken	2.50
Ramesh Reddy Sama	Unsecured Loans Taken	13.82
Venu Gopal	Unsecured Loans Taken	25.92

L. Financing Arrangements:

There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have 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 period of six months immediately preceding the date of the Prospectus.

M. Weighted Average Price of the Equity Shares acquired by the Promoter in the last one year preceding the date of this Prospectus:

Other than as mentioned below, the Promoters have not acquired any Equity Shares in the last one year preceding the date of this Prospectus:

Name of the Promoter	No. of Shares	Average cost of acquisition (in ₹)

Ramesh Reddy Sama	2,77,941	Nil
Viswa Prasad Sadhanala	16,25,684	3.08
Sadhanala Venkata Rao	41,33,223	4.79
D. Srinivasa Reddy	18,08,677	3.32

For further details please refer to chapter titled "Capital Structure" on page 47.

N. Average cost of acquisition of shares for promoters:

Name of the Promoter	Average cost of acquisition (in ₹)
Ramesh Reddy Sama	4.00
Viswa Prasad Sadhanala	4.00
Sadhanala Venkata Rao	5.31
D. Srinivasa Reddy	4.00

O. Pre-IPO Placement:

The Company does not intend to undertake Pre-IPO Placement in the Issue.

P. Issue of equity shares made in last one year for consideration other than cash

Other than the Bonus issue of Equity Shares, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Nil

Q. Split / Consolidation of Equity Shares in the last one year

There was no split / consolidation of the Equity Shares of our Company since incorporation.

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 Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 80 and 145 respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 121 of this Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

This Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Prospectus.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

1. *Some events may not be material individually but may be material when considered collectively.*
2. *Some events may have an impact which is qualitative though not quantitative.*
3. *Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISKS

1. ***There are certain outstanding legal proceeding against our company which may adversely affect our business, financial condition and results of operations.***

There are certain proceedings pending at different levels of adjudication before various authorities, enquiry officers and appellate forums. Such proceedings could divert management time, attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company and Group Companies as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

(Rs.)

					Diff in 115J		**diff in Business Income**		**diff in 234B, C**	
S.No	**AY**	**Demand Rs.**	**U/s**		**Vilin**	**Depot**	**Vilin**	**Depot**	**Vilin**	**Depot**
1	22-23	-9180	Refund							
2	21-22	12160	143				1616707	1659311		
3	20-21	426610	143				2110970	2216410		
4	19-20	49690	143							49834
5	18-19	45830	143							45828
6	17-18	405490	143							
7	16-17	10110	143		218135	211781				
	Total	**940710**								

Delayed interest calculations. 234 (a) &(b), calculation with difference between Company and department under 115J

Facts of the cases	Amount	Status
MAT credit, interest related, delay filling of the returns, etc.	9,49,980	The Company has filed responses to the department and initiated further closure of the cases.

The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded *but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.*

For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 155 of this Prospectus.

2. There are outstanding criminal legal proceedings involving our Company which may adversely affect our business, financial condition and results of operations.

There are criminal proceedings pending at different levels of adjudication before various courts, enquiry officers and appellate forums. Such proceedings could divert management's time, attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings involving our Company, Directors or Promoters, as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

Sr. No.	Petitioner Name	Brief fact of the case	Subject matter	Amount (Rs.)	Current Status
1.	State at the Instance of Assistant Drugs Controller	Assay Variation in the sample drug of "sodium feredetate" between the State of the Instance of Assistant Drugs Controller 1 and the Company	Variation in the sample drug of "sodium feredetate	--	The case has been Filed by the Assistant drug controller, Dharwad against the Company regarding Assay variation, and the hearing is fixed on 07.06.2023
2	Bansal Enterprises	Rs.443381/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.443381/-	Hearing is fixed on 17.10.2023
3	M/S Amit Pharma Chem UK	Rs.2726276/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.2726276	Hearing is fixed on 13.09.2023
4	M/S Aay Cee Enterprises	Rs.590165/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.590165	Hearing is fixed on 13.09.2023
5	Sonex	Dispute in amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.6,51,640	The Case was settled through NCLT on 01.04.2022. Copy of NCLT enclosed.
6	Ravinder Gupta	Rs.88,000/- is the dispute amount for supply of packaging materials to the company	Payment default in the supply of packaging material	Rs. 88,000	Next date of hearing is 27.07.2023

Orders passed in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition. For further details, please see "*Outstanding Litigation and Material Developments*" beginning on page 155 of the Prospectus.

3. There were certain NCLT cases that have been filed against our Company in the past.

There were certain NCLT cases that have been filed against our Company in the past. The details of the past cases are as under:

Name of the petitioner	M/S Alutech Packaging Pvt Ltd	M/S Sonex (Partnership Firm)
Details of the petitioner	M/S Alutech Packaging Pvt Ltd is a company in the business of manufacturing & trading of Aluminium coated foils having its registered office at 254, 1st floor, Azad market, Delhi.	M/S Sonex (Partnership Firm), a registered partnership company carrying its business at 623, Reena complex, 6st floor, Vidhya Vihar, Mumbai.
Case Type (Case No.)	CP(IB)No.147/9/HDB/2020	CP(IB)No.577/9/HDB/2019IA(IBC)/461/2021
	IA(I.B.C)/568/2021InC.P.(IB)/147/9/HDB/2020	IA(IBC)/461/2021in CP(IB)No.577/9/HDB/2019
High Courts/Supreme Court/CESTAT/ITAT (Bench Name)	Guwahati	Hyderabad
	Hyderabad	Hyderabad
Facts of the case	Dispute with the party against the quality of aluminium foil supplied by the party.	Quality compliance against the supply of the bulk drugs
Case being admitted to the NCLT	The case was admitted on 24th Feb 2020 for the amount of Rs 11,32,709.00 and settled with the party for an amount of Rs 17,37,352.00 and the same is paid by the company to the operational creditor as per the NCLT order dated 2.09.2021	The case was admitted on 15th November 2019 for Rs 7,71,590.00 and settled with the party for an amount of Rs 7,00,000.00. The same was paid by the company as per the NCLT order dated 01.04.2022

Alutech Packaging Private Limited (The petitioner) is engaged in the business of manufacturing & trading of Aluminium coated foils based in Delhi. Alutech Packaging Private Limited is one of the suppliers of the packing materials to our Company. Our Company had withheld the payment of the amount of Rs. 11.33 Lakhs due to them as a result to the dispute in the quality issues in the packing material. The case by Alutech Packaging Private Limited was admitted vide the case number IA(I.B.C)/568/2021 InC.P.(IB)/147/9/HDB/2020 before the NCLT, Hyderabad on date February 24, 2020. As per the order of the NCLT, Hyderabad dated October 21, 2021, the amount of dispute was Rs. 11.33 Lakhs which was settled for an amount of Rs 17.37 lakhs including principal amount Rs 11.33 Lakhs and interest of Rs. 6.05 Lakhs. The same has been paid by the company on October 7, 2021 and October 8, 2021 through the interim resolution professional appointed by the honourable NCLT, Hyderabad. Accordingly, the petitioner had withdrawn the case against the company.

M/S Sonex, a partnership firm located in Mumbai, is engaged in supplying bulk drugs. However, due to a dispute regarding quality compliance issues, our company withheld the payment of dues amounting to Rs. 7.72 lakhs. Consequently, the matter was brought before the NCLT, Hyderabad, by M/s Sonex, under case number IA(IBC)/461/2021 in CP(IB)No.577/9/HDB/2019, on November 15, 2019. The amount was settled with Sonex for the sum of Rs. 7.00 lakhs. Following the order dated April 1, 2022, by the NCLT, our company duly paid the settlement amount on March 31, 2022 and as a result, the petitioner withdrew the case against us.

We can't assure you that such cases will not be filed with NCLT in future. Past NCLT cases can have an impact on the reputation of the company. If a company has been involved in past NCLT cases, it may be perceived negatively by potential investors, customers, and other stakeholders. Any orders passed in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition.

4. ***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 pharmaceutical 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.

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

Our Company is engaged in the business of manufacturing of pharmaceutical products and therefore, our revenues are highly dependent on our customers from the pharmaceutical industry and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations. Further, in the event, there takes place a shift of practice of developing our products in-house in the pharmaceutical 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.

6. ***We highly depend on our major raw materials and a few key 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 pharmaceutical products. Therefore, we are highly dependent on API, which is the primary component of our manufacturing process. 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. Further, in view of the ongoing pandemic, wherein partial or complete lockdown and various travel restrictions has been imposed in various countries. During the Covid-19 pandemic period, the Company has to shut the operation completely for 2 months during the FY 2019-20 as per the government guidelines. Since the employees were not willing to take the risk of COVID infections there was no operations during first three months of FY 2021 and only partial operation for next 3 months, during FY 2020-21 with low attendance. As a result of shut down of the unit, business operations of the Company was adversely affected. Further, during the Covid period, the Company suffered financial crisis due to the low operations and there was delay in realisation of the Receivables which resulted in liquidity issue and there is a disruption in procurement of Raw Material we were / may not be able to procure adequate amount of raw materials for our manufacturing unit which adversely affected the production as well.

The pharmaceutical products qualify as essential commodities, therefore generally their demand has not been deterred by the ongoing pandemic and the nationwide lockdown imposed by various governments. In view of the above, we will have to source adequate raw materials for our manufacturing unit to cater to the consistent demand of our pharmaceutical customers. Furthermore, the demand of the pharmaceutical products is seeing an increasing demand due to the health crisis caused due to the pandemic, accordingly the demand of our products is also likely to rise. In the event, due to logistical glitches and restrictions on crossing state and country borders imposed by various governments, we are not be able to procure the required amount of raw materials, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to procure the required amount of raw materials in the backdrop of the global pandemic, we cannot assure you that we will be able to do in a cost effective manner, which may impact our pricing and profitability.

We depend on a number of suppliers for procurement of raw materials required for manufacturing our products. The percentage of Purchase from our top 10 suppliers were 66.49%, 90.12% and 74.14% in 9 months period ended December 31, 2022, FY22 and FY21 respectively. Our Company maintains a list of registered and unregistered suppliers from whom we procure the materials on order basis as per our internal demand projections. 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. 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.

Further, the amount of raw materials procured and the price at which we procure such materials may fluctuate from time

to time. In addition, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in government policies and regulations, including those relating to the pharmaceutical industry in general. We cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers. Further, we also cannot assure you with reasonable certainty that the raw materials that we will procure in the future will not be defective. In the absence of formal agreements, should we receive any defective raw materials, we may not be in a position to recover any advance payments made or claim compensation from our suppliers consequently increasing the manufacturing costs and/or reducing the realization of our finished products. Any inability on our part to procure sufficient quantities of raw materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins which could adversely affect our business, results of operations and financial condition.

7. Our continued operations are critical to our business and any shutdown of our manufacturing unit may adversely affect our business, results of operations and financial condition.

Our manufacturing unit is located in Uttarakhand. As a result, 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. Our current manufacturing unit is subject to operating risks, such as breakdown or failure of equipment, power supply or processes, reduction or stoppage of water supply, performance below expected levels of efficiency, obsolescence, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities.

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 as a whole. Spiraling cost of living around our unit may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness. For instance, due to the ongoing pandemic and the lockdown imposed by the Central Government and various state governments, we may be required to shut down our manufacturing unit which may cause an adverse impact on our business operations, revenue, results of operations and financial conditions.

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 labor 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.

8. Any failure in our quality control processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers' expectations.

Our products may contain certain quality issues or undetected errors, due to defects in manufacture of products or raw materials which are used in the products. We have implemented quality control processes for our raw materials and finished goods on the basis of internal and international quality standards. However, we cannot assure you that our quality control processes or our product will pass the quality tests and inspections conducted by various international and domestic agencies as per their prescribed standards will not fail. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality control procedures, negligence and human error or otherwise, may damage our products and result in deficient products. It is imperative for us to meet the international quality standards set by our international customers and agencies as deviation from the

same can cause them to reject our products and can also cause damage to our reputation, market standing and brand value.

In the event the quality of our products is sub-standard or our products suffer from defects and are returned by our customers due to quality complaints, we might be compelled to take back the sub- standard products and reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any

such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

9. 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.

10. Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

We are exposed to payment delays and/or defaults by our customers. Our debtors payment cycle has been very long in the past. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfill their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

11. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. As per our settled business terms, we require our customers to pay the full amount of the consideration only after they receive the order, as a result, significant amounts of our working capital are often required to finance the purchase of raw material and execution of manufacturing processes before payment is received from our customers. Further, we are also required to meet the increasing demand and for achieving the same, adequate stocks have to be maintained which requires sufficient working capital. In the event, we are unable to source the required amount of working capital for addressing such increased demand of our products, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or

that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result, in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of Equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

12. We are 100% dependent on third party transportation providers for delivery of raw materials to us from our suppliers and delivery of our products to our customers. We have not entered into any formal contracts with our transport providers and any failure on part of such service providers to meet their obligations could adversely affect our business, financial condition and results of operation.

To ensure smooth functioning of our manufacturing operations, we need to maintain continuous supply and transportation of the raw materials required from the supplier to our manufacturing unit and transportation of our products from our unit to our customers, which may be subject to various uncertainties and risks. We are significantly dependent on third party transportation providers for the delivery of raw materials to us and delivery of our products to our customers. Uncertainties and risks such as transportation strikes or delay in supply of raw materials and products could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. A failure to maintain a continuous supply of raw materials or to deliver our products to our distribution intermediaries in a timely, efficient and reliable manner could adversely affect our business, results of operations and financial condition.

Further, we have not entered into any long term agreements with our transporters for our manufacturing unit and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transport agencies would fulfill their obligations or would not commit a breach of the understanding with us. In the event that the finished goods or raw materials suffer damage or are lost during transit, we may not able to prosecute the agencies due to lack of formal agreements. Further, the transport agencies are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms or prices, which may cause them to cater to our competitors alongside us or on a priority basis, which could adversely affect our business, results of operations and financial condition.

13. Our inability to manage inventory in an effective manner could affect our business.

Our business model requires us to maintain a certain level of inventory of pharmaceutical products, to meet the present and future orders. If we underestimate the orders that we may receive we may experience inventory shortages and a loss of opportunity. Similarly, an over estimation of orders may result in over stocking leading to increased holding costs. Additionally, any over run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum inventory levels may impact our operations and cause us to incur losses.

14. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.

Our Company is currently using the logo which is not yet registered in the name of our Company neither we have made any application for the registration of the trademark with the respective authorities. If we are unable to get the same registered with the trademark authorities then, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our results of operations.

Our current domain name 'www.vilinbiomed.co.in' is owned by our Company under the provisions of the Trademarks Act, 1999. There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results

of operations and financial condition. For further details, please refer to the chapters titled "Our Business" on page 80 of this Prospectus.

15. 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 96.23%, 82.51% and 99.27%, respectively, of our revenue from operation for nine months period ended December 31, 2022, Fiscal 2022 and Fiscal 2021, respectively. We have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers. 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.

16. We operate in a competitive business environment and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

The pharmaceutical industry in India is competitive with both organized and unorganized markets. However, we are required to compete both in the domestic and international markets. We may be unable to compete with the prices and products offered by our competitors. We may have to compete with new players in India and abroad who enter the market and are able to offer competing products. Our competitors may have access to greater financial, manufacturing, research and development, marketing, distribution and other resources and more experience in obtaining the relevant regulatory approvals. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the products prices and payment terms offered by them. In addition, our customers may enter into contract manufacturing arrangements with third parties, for products that they are presently purchasing from us. Our failure to successfully face existing and future competition may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have products with better brand recognition than ours. Some of our competitors may be able to procure raw materials at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with products at more competitive prices. Some of our international competitors may be able to capitalize on their overseas experience to compete in the Indian market. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business results of operations and financial condition. For further details, please see "Industry Overview" on page 74 of this Prospectus.

17. Our Audit Report for FY 2020 includes following remarks by Statutory Auditor w.r.t. the CARO for default on payment of Statutory Dues.

Our Auditor's report for the FY 2020 contains certain remarks by Statutory Auditor w.r.t. the CARO for default on payment of Statutory Dues.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth tax, custom duty, excise duty, sales tax, VAT, cess and other material statutory dues in arrears / were outstanding as at at 31 March, 2020 for a period of more than six months from the date they became payable except a sum of Rs. 31.70 lakhs income tax payable for AY 2012-13, AY 2013-14, A.Y. 2015-16 and AY 2017-18.

We cannot assure you that such delays or defaults will not occur in the future and such delay in the filling forms and / or any non-compliance may attract levies of fines/penalties by the concerned regulatory authorities.

18. There have been delays in GST returns and EPF payments by our Company.

There have been certain delays in GST returns and EPF payments by our Company. The delays in depositing the Employee Provident fund and GST is due to various factors such as liquidity issues, technical glitches etc. Now the Company is filling the GST returns regularly and there are no pending returns. We cannot assure you that such delays or defaults will not occur in the future and such delay in the filling or payment of GST and EPF may attract levies of fines/penalties by the concerned regulatory authorities.

19. One of our Group Company, Pharmaids Pharmaceuticals Limited was declared as "Wilful Defaulter".

One of our Group Company, Pharmaids Pharmaceuticals Limited was declared as "Wilful Defaulter" by Central Bank of India during June 2021 with respect to the loan of Rs. 85 lakhs. Pharmaids Pharmaceuticals Limited has settled the matter with the Central bank of India and paid the entire dues and the matter is closed. The company has filed satisfaction of charges with ROC on 21.05.2013 consequent on the repayment of the loans.

20. We might face claims / liabilities / suits from our customers should they perceive any deficiency in service or in the event of bodily harm / injury to them during our events organized by us.

We believe in providing quality customer service and due care is taken while providing services. We attempt to mitigate the associated risks which may happen due to factors beyond our control. We may face financial liabilities or loss of reputation, in the event of accidents / mishaps during our events. While we endeavor to take maximum possible precautions, any mishap, accident or breach of security during the event, which may or may not lead to personal injuries, may take place due to factors which are beyond our control. Occurrence of such events may have an adverse impact on our business operations and financial results.

21. Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their Directorship in our Company. Further, we have taken our registered office on rent from Padmaja Kalyani Sadhanala, our Director and also forming part of our Promoter Group at the monthly rent of Rs. 15, 000 and security deposit of Rs. 90,000. Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other Company or firm in which they are Directors or partners.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

22. Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Upon completion of this Issue, our Promoters and members of our Promoter Group will collectively hold 64.52% of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other Equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

23. The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Issue Price.

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price which is proposed to be determined on a fixed price basis. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "Capital Structure" on page 47 of this Prospectus.

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

We have entered into related party transactions with our Promoters, Promoter Group, Group Entities and Directors. For details of these transactions, please refer "*Related Party Transactions*" on page 119.

Although the related party transactions undertaken by the Company are in compliance with applicable provisions of Companies Act, 2013 and all other applicable laws. We cannot assure you that we will be able to maintain the terms of such transactions or if we enter future transactions with related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2018. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

25. Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.

Our business and the industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and inventory management and logistical errors. An increase in product losses due to such factors at our place of operation may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in cash management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring cash to banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

26. Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to Directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — "Financial Indebtedness" on page 154 of this Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

27. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our

business operations.

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer "*Government and Other Approvals*" on page 158 of this Prospectus, respectively.

28. Operational risks are inherent in our business as it includes rendering services at high quality standards. A failure to manage such risks could have an adverse impact on our business, results of operations and financial condition.

Certain operational risks are inherent in our businesses due to the nature of the industry in which we operate. Our business is subject to various operating and business risks common to the industry, including the impact of secrecy and security of clients plans and products. Further, in rendering such services our personnel are required to adhere to our internal standard operating procedures with regard to data safety and security and in their interaction with our clients other members of the public. Our services require proper and the careful handling the clients data and information. If any such clients data is not handled properly or any leak of information may have an adverse impact on the business of our clients. Such breach can also lead to disputes or litigations with our clients. Failure to effectively implement our corporate, crisis response, training and management policies and protocols and to adequately address and manage risks inherent in our business, or a failure to meet the requirements of our guests, or a failure to develop effective risk mitigation measures, could have an adverse effect on our reputation and consequently, our business, results of operations and financial condition. Although we have not faced any such occurrence, events such as breach of confidential information may subject us to legal proceedings resulting in adverse publicity and cause a loss of consumer confidence in our business.

29. Our Company has availed certain unsecured loans from the Promoters and Promoter Group that are recallable by the lenders at any time.

As on December 31, 2022, our Company has availed certain unsecured loans from Promoters, Promoter Group and other that are recallable on demand by our lenders. The total amount of outstanding as on December 31, 2022 is ₹ 108.24 Lakhs. For further details of these unsecured loans, refer *"Financial Indebtedness"* on page 154. In case of any demand from our lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

30. We have referred to the data derived from internal Company reports and industry and government publications, publicly available information, and sources.

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

31. Our success depends largely upon the services of our Promoters, Managing Directors and other key managerial personnel and our ability to attract and retain them.

We are dependent on our Promoters, Managing Director and Key Managerial Personnel for setting our strategic direction and managing our businesses. Our Promoters have over past few years-built relations with suppliers and customers and other persons who are connected with us. Accordingly, our Company's performance is dependent upon the services of our Promoters, our Managing Director, and other key managerial personnel. Our future performance will depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain key managerial personnel may affect the operations of our Company.

32. Our inability to manage growth could disrupt our business and reduce our profitability.

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial, and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values, and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition, and adversely affect our results of operations.

33. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations, and financial performance.

As on date, we have not made any alternate arrangements for meeting our working capital requirements for the objects of the issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 60 of the Prospectus.

34. The objects of the Issue include funding working capital requirements of our Company, which are based on certain assumptions and estimates and such working capital requirements may not be indicative of the actual requirements of our Company. Additionally, our financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and have not been independently appraised.

Our funding working capital requirements, financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and certain assumptions in relation to inter alia cost and holding periods of inventories of raw materials and finished goods as well as capacity utilisation and have not been appraised by any bank or financial institution. In view of the highly competitive nature of the industry in which we operate, factors beyond our control including force majeure conditions and availability of funding from banks or financial institutions, we may have to revise our management estimates from time to time and consequently our financing requirements and the expected deployment of the net proceeds of the Issue may also change. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 60 of this Prospectus.

35. Operating Expenses constitute a significant percentage of our Company's total expenses. Any increase in prices and any decrease in the supply would materially adversely affect our Company's business.

Operating Expenses constitute a significant percentage of the total expenses of our Company. Our operating expenses mainly include the purchase of pharma raw materials required. The operating expenses accounted for 61,78%, 79.12% and 77.34% of total expenses for the period ended December 31, 2022 and Fiscals 2022 and 2021 respectively. Any increase in the price of services, media or materials consumed, which our Company is unable to pass on the impact of, would have a material adverse effect on our Company's business. We mainly purchase third party services, media and material required from local suppliers and place our orders based on demand estimates and orders in hand. Any shortage or interruption in the supply or decrease in the quality due to natural causes or other factors could result in increased production costs that which we may not be able to pass on to customers, which in turn would have a material adverse effect on our Company's business.

36. Any failure to keep abreast with the latest trends in the technologies may adversely affect our cost competitiveness and ability to develop new products.

We operate in a technologically intensive environment, where we will be competing on a global scale for our services. Players of this industry are largely dependent on the technology adopted. The process and media in our industry are regularly changing and is prone to technological and process changes. Technology by its very nature is dynamic and ever-changing, and we may not be able to keep pace with the rapidly changing technological environment. Any such failure on our part could adversely affect our ability to compete efficiently, our cost-competitiveness and the quality of our service, which could consequentially adversely affect our sales and profitability.

37. The business which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, results of operations and financial condition.

The business which we undertake may be cancelled or may be subject to changes in scope or schedule. We may also encounter problems executing the orders or executing them on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone an order or cause its cancellation. Such factors could include delays or failures to obtain necessary permits, right-of-way, other types of difficulties or obstructions. Any delay, failure, or execution difficulty with respect to orders in our Order Book could materially affect our business, results of operations and financial condition.

38. We do not own our Registered Office from which we operate.

We do not own the premises on which our Registered Office is situated. Our Company has taken the registered office on leave & license basis from one of our Directors, Padmaja Kalyani Sadhanala at a monthly rent of ₹ 15,000 per month. If the owner of the premises, revoke this agreement or impose terms and conditions that are unfavourable to us, we may suffer a disruption in our operations or have to pay increased rent, which could have a material adverse effect on our business, prospects, results of operations and financial condition. For further details of our office premises please refer to the section titled "Our Business" on page 80 of the Prospectus.

39. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- maintaining high levels of customer satisfaction;
- costs relating to our operations;
- adhering to our high quality and process execution standards;
- pricing policies introduced by our competitors;
- the timing and nature of, and expenses incurred in, our marketing efforts;
- recruiting, training, and retaining sufficient skilled technical and management personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

Also, please refer "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 145 for details on the factors affecting our financial results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

40. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI (ICDR) Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

41. Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising, or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described

herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control.

42. Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

43. We have experienced negative cash flows in the past. Any such negative cash flows in the future could adversely affect our business, results of operations and prospects.

The following table sets forth our cash flow for the periods indicated:

(₹ in lakhs)

Particulars	Period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net Cash from Operating Activities	--	--	(100.18)	(145.59)
Net cash from Investing Activities	2.85	--	--	(2.42)
Net cash from Financing Activities	--	(21.62)	--	--

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 121 and 145, respectively.

44. We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, see "*Dividend Policy*" on page 120.

45. The requirements of being a listed company may strain our resources.

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI (LODR) Regulations, which require us to file audited / unaudited reports periodically with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and management overview will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate and relevant experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner or at all.

EXTERNAL RISKS

46. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.

India is our key market. For Fiscal 2021, entire of our Company's revenue from operations was from India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and our business, results of operations, cash flows and financial condition.

47. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.

Our business is subject to various laws and regulations, which are evolving and subject to change. For details, see "Key Industrial Regulations and Policies in India" on page 96. We are also subject to corporate, taxation and other laws in effect in India, which require continued monitoring and compliance. These laws and regulations and the way in which they are implemented and enforced may change. There can be no assurance that future legislative or regulatory changes will not have any adverse effect on our business, results of operations, cash flows and financial condition.

48. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

49. Significant differences exist between Ind AS and Indian GAAP and other accounting principles, such as IFRS and US GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our financial statements for Fiscals 2019, 2018 and 2017 included in this Prospectus are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Persons not familiar with Indian accounting practices should limit their reliance on the financial disclosures presented in this Prospectus.

RISKS RELATING TO THE EQUITY SHARES AND THE ISSUE

50. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.

There has been no public market for our Equity Shares prior to the Issue. The price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Issue price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on EMERGE Platform of NSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

The price at which our Equity Shares will trade at after the Issue will be determined by the marketplace and may be influenced by many factors, including:

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;

- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects.

51. Any future issuance of Equity Shares by us or sales of Equity Shares by the Promoters could adversely affect the trading price of our Equity Shares and in the case of the issuance of Equity Shares by us result in the dilution of our then current shareholders.

As disclosed in "Capital Structure" on page 47, an aggregate of 20% of our fully diluted post-Issue capital held by our Promoters shall be considered as minimum Promoters' contribution and locked in for a period of three years and the balance Equity Shares held by the Promoters will be locked-in for one year from the date of Allotment. Except for the customary lock-in on our ability to issue equity or equity-linked securities discussed in "Capital Structure" on page 47, there is no restriction on our ability to issue Equity Shares. As such, there can be no assurance that our Company will not issue additional Equity Shares after the lock-in period expires or that the Promoters will not sell, pledge or encumber their Equity Shares after the lock-in periods expire. Future issuances of Equity Shares or convertible securities and the sale of the underlying Equity Shares could dilute the holdings of our Shareholders and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the then trading price of our Equity Shares or the Issue Price. Sales of Equity Shares by the Promoters could also adversely affect the trading price of our Equity Shares.

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

Previously, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long term capital gains tax in India if Securities Transaction Tax ("STT") was paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of Equity Shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, now seeks to tax on such long-term capital gains exceeding ₹ 100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. 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 jurisdiction on a gain upon the sale of the Equity Shares.

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

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

54. Political, economic, or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity, and the price of our Equity Shares.

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

55. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of corporate and tax laws, may adversely affect our business and financial results.

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business including those relating to the industry in which we operate. There can be no assurance that the Government of India or state governments will not introduce new laws, regulations and policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

For example, the new Companies Act, 2013 contains significant changes to Indian company law, including in relation to the issue of capital by companies, disclosures in offer documents, related party transactions, corporate governance, audit matters, internal controls, shareholder class actions, restrictions on the number of layers of subsidiaries, prohibitions on loans to directors, insider trading and restrictions on directors and key management personnel from engaging in forward dealing. Moreover, effective April 1, 2014, companies exceeding certain net worth, revenue or profit thresholds are required to spend at least 2% of average net profits from the immediately preceding three financial years on corporate social responsibility projects, failing which an explanation is required to be provided in such companies' annual reports.

The Ministry of Finance has issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of taxable income. Subsequently, the Ministry of Finance, through a press release dated July 6, 2016, deferred the applicability of ICDS from April 1, 2015 to April 1, 2016 and is applicable from FY 2017 onwards and will have impact on computation of taxable income for FY 2017 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. Such specific standards for computation of income taxes in India are relatively new, and the impact of the ICDS on our results of operations and financial condition is uncertain. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition going forward.

The Government of India has recently approved the adoption of a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure, with effect from July 1, 2017. Given the limited availability of information in the public domain concerning the GST, we cannot provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, because of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

We have not determined the effect of such legislations on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

56. Investors may have difficulty enforcing foreign judgments against us or our management.

We are a limited liability company incorporated under the laws of India. All our directors and executive officers are residents of India and all our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside of India, or to enforce judgments obtained against such parties outside of India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("CPC") on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record.

However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalty.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

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

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the EMERGE Platform of NSE may not develop or be sustained after the Issue. Our Company and the Lead Manager have appointed Rikhav Securities Limited as Designated Market Maker for the Equity Shares of our Company. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the EMERGE Platform of NSE, securities markets in other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

SECTION IV – INTRODUCTION

THE ISSUE

Following table summarises the present Issue in terms of this Prospectus:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company#	**Issue of 40,00,000 Equity Shares having face value of ₹10.00 each at a price of ₹30.00 per Equity Share (including a share premium of ₹20.00 per Equity share) aggregating ₹1,200.00 lakhs**
Of which:	
Market Maker Reservation Portion	Issue of 2,08,000 Equity Shares having face value of ₹10.00 each at a price of ₹30.00 per Equity Share aggregating ₹62.40 lakhs
Net Issue to the Public*	Issue of 37,92,000 Equity Shares having face value of ₹10.00 each at a price of ₹30.00 per Equity Share aggregating ₹1,137.60 lakhs
	Of which:
	18,96,000 Equity Shares having face value of ₹10.00 each at a price of ₹30.00 per Equity Share aggregating ₹568.80 lakhs will be available for allocation to Retail Individual Investors
	18,96,000 Equity Shares having face value of ₹10.00 each at a price of ₹30.00 per Equity Share aggregating ₹568.80 lakhs will be available for allocation to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
Pre and Post Issue Share Capital of our Company	
Equity Shares outstanding prior to the Issue	99,50,000 Equity Shares
Equity Shares outstanding after the Issue	1,39,50,000 Equity Shares
Objects of the Issue	Please refer "*Objects of the Issue*" on page 60.

 # Public issue of 40,00,000 Equity Shares of ₹10.00 each for cash at a price of ₹30.00 per Equity Share of our Company aggregating to ₹1200.00 lakhs is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details see 'Terms of the Issue' on page 172.

The Issue has been authorised by our Board pursuant to a resolution dated February 28, 2023, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on March 6, 2023.

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price offer the allocation in the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and
b) Remaining to:
   i. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

SUMMARY FINANCIAL INFORMATION

The following table set forth summary financial information derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 121 and 145, respectively.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for period ended December 31, 2022 and Fiscals 2022, 2021 and 2020 (collectively, the "**Audited Financial Statements**") are available on our website at www.vilinbiomed.co.in.

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STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ in Lakhs)

PARTICULARS			ANNEX. NO.	31.12.22	31.03.22	31.03.21	31.03.20
I.	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a)	Share capital	2	330.00	330.00	330.00	330.00
	(b)	Reserves and surplus	3	537.69	409.61	406.26	394.13
	(c)	Money Recd. Against Warrants	-	-	-	-	-
2	**Share application money pending allotment**			-	-	-	-
3	**Non-current liabilities**						
	(a)	Long-term borrowings	4	50.86	73.40	101.58	-
	(b)	Deferred Tax Liabilities	5	6.80	5.81	5.70	5.71
	(c)	Other Long Term Liabilities	-	-	-	-	-
	(d)	Long Term Provisions	-	-	-	-	-
4	**Current liabilities**						
	(a)	Short-term borrowings	6	566.85	456.56	450.00	453.41
	(b)	Trade payables	7	118.49	64.12	81.69	186.06
	(c)	Other current liabilities	8	24.52	13.83	8.42	24.79
	(d)	Short-term provisions	9	51.90	2.50	5.50	6.50
TOTAL				**1,687.11**	**1,355.83**	**1,389.14**	**1,400.60**
II.	**ASSETS**						
	Non-current assets						
1		Property, Plant & Equipments					
		Intangible Assets					
	(a)	Property, Plant & Equipments	10	151.75	164.96	186.89	212.60
	(b)	Intangible Assets	-	-	-	-	-
	(c)	Capital Work in Progress	-	-	-	-	-
	(d)	Intangible Assets under Development	-	-	-	-	-
2	(a)	Non Current Investment	-		-	-	-
	(b)	Deffered Tax Assets	-		-	-	-
	(c)	Long-term loans and advances	11	4.85	4.85	4.85	4.85
	(d)	Other non-current assets	-	736.73	-	-	-
3	**Current assets**						
	(a)	Inventories	12	51.75	228.38	206.42	210.96
	(b)	Trade receivables	13	541.16	778.65	764.52	726.93
	(c)	Cash and cash equivalents	14	3.55	3.90	4.65	6.66
	(d)	Short-term loans and advances	15	95.16	83.20	126.81	81.80
	(f)	Other Current Assets	16	102.16	91.90	95.00	156.79
TOTAL				**1,687.12**	**1,355.83**	**1,389.14**	**1,400.60**

STATEMENT OF PROFIT & LOSS AS RESTATED

(₹ in Lakhs)

	PARTICULARS	ANNEX. NO.	31.12.22	31.03.22	31.03.21	31.03.20
I.	Revenue from operations	17	901.29	1,121.49	1,171.52	1,681.29
II.	Other income	18	2.14	0.42	0.36	1.12
III.	Total Revenue (I + II)		**903.43**	**1,121.91**	**1,171.88**	**1,682.41**
IV.	Expenses:					
	Cost of materials consumed	19	558.13	887.67	906.28	1,391.88
	Change In Inventories of Finished Good, Work In Progress	20	9.03	-0.88	(2.42)	(19.64)
	Employee benefits expense	21	61.61	99.91	106.13	134.68
	Finance costs	22	45.02	50.61	44.21	40.50
	Depreciation and amortization expense	23	16.05	21.94	25.70	31.16
	Other expenses	24	39.13	58.19	75.87	84.45
	Total expenses		**728.98**	**1,117.44**	**1,155.77**	**1,663.03**
V.	Profit before exceptional and extraordinary items and tax (III-IV)		**174.44**	**4.46**	**16.11**	**19.38**
VI.	Exceptional items			-	-	
VII.	Profit before extraordinary items and tax (V - VI)		**174.44**	**4.46**	**16.11**	**19.38**
VIII	Extraordinary Items			-	-	
IX.	Profit before tax (VII- VIII)		**174.44**	**4.46**	**16.11**	**19.38**
X	Tax expense:					
	(1) Current tax		45.36	1.00	4.00	5.00
	(2) Deferred tax		1.01	0.11	(0.01)	-0.45
	(3) Previous Year Tax		-	-	-	(1.38)
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		**128.08**	**3.35**	**12.13**	**16.22**
XII	Profit/(loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operations/ Income Tax for Earlier Years		-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			-	-	
XV	Profit (Loss) for the period (XI + XIV)		**128.08**	**3.35**	**12.13**	**16.22**

RESTATED STATEMENT OF CASH FLOWS

(₹ in Lakhs)

PARTICULARS	For the period 31st December 2022		For the year ended 31st March 2022		For the year ended 31st March 2021		For the year ended 31st March 2020	
A) CASH FLOW FROM OPERATING ACTIVITIES								
Net Profit Before Tax and Extraordinary Items		174.44		4.46		16.11		19.38
Adjustment for:-								
Preliminary expenses written off			-		-		-	
Depreciation and amortisation expense	16.05	16.05	21.94	21.94	25.70	25.70	31.16	31.16
Operating Profit before working capital changes		190.49		26.40		41.81		50.55
Adjustment for working capital changes:-								
Increase/Decrease in Inventories	176.66		(21.96)		4.54		(10.63)	
Increase/Decrease Trade Receivables	237.49		(14.13)		(37.58)		(114.50)	
Increase/Decrease in Short Term Loans & Advances	(11.96)		43.61		16.78		(120.23)	
Increase/Decrease in other Current Assets	(10.26)		3.10				-	
Increase/Decrease in Trade Payables	54.37		(17.56)		(104.37)		84.13	
Increase/Decrease in other Current Liabilities	10.69		5.40		(16.35)		(30.81)	
Increase/Decrease Short Term Provisions	49.40	506.39	(3.00)	(4.54)	(1.00)	(137.99)	(0.48)	(192.51)
Cash Flow From Operating Activities before Tax		736.60		21.86		(96.18)		(141.97)
Less: Income Tax Paid/Provided (Net of Refund)		45.40		1.00		4.00		3.62
NET CASH FLOW USED IN OPERATING ACTIVITIES (A)		651.48		20.86		(100.18)		(145.59)
B) CASH FLOW FROM/ USED IN INVESTING ACTIVITIES								
Capital Investment subsidy				-		-		-
Purchase of Fixed Assets	(2.85)			-		-	(2.42)	-
CASH FLOW FROM /USED IN INVESTING ACTIVITIES (B)		(2.85)		-		-		(2.42)
C) CASH FLOW FROM /USED IN FINANCING ACTIVITIES								
Repayment of Long Term Borrowings	(22.54)		(28.18)	-	101.58			
	(736.73)							
Short Term Borrowings	110.29	(648.98)	6.56	(21.62)	(3.41)	98.17	150.70	150.70

CASH FLOW FROM /USED IN FINANCING ACTIVITIES (C)		(648.98)		(21.62)		98.17		150.70
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		0.35		(0.76)		(2.01)		2.70
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD								
CASH IN HAND	3.08		4.65		6.66		3.96	
BANK BALANCE	0.82	3.90	-	4.65	-	6.66	-	3.96
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD								
CASH IN HAND	3.06		3.08		4.65		6.66	
BANK BALANCE	0.49	3.55	0.82	3.90	-	4.65	-	6.66

GENERAL INFORMATION

Our Company was originally incorporated as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad dated June 29, 2005 with the name 'Vilin Bio Med Limited'. We received a certificate of commencement of business on July 11, 2005 issued by Registrar of Companies, Andhra Pradesh, Hyderabad.

Company Identification Number	U24230TG2005PLC046689
Address of Registered office of Company	Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India
Address of Registrar of Companies	**Address**: Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad - 500 068, Telangana, India.
Designated Stock Exchange	National Stock Exchange of India Limited
Listing of Shares offered in this Issue	EMERGE Platform of NSE
Contact Person:	Saket Kansal, Company Secretary and Compliance Officer Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India Tel: +91 40 7961 8843 Fax: Not Available E-mail: cs@vilinbiomed.co.in Website: www.vilinbiomed.co.in

For details of the changes in our Name, Registered Office and other details, please refer "*History and Certain Corporate Matters*" on page 98.

Our Board of Directors

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

Sr. No.	Name and Designation	PAN	DIN	Address
1.	**Veerareddy Vallapureddy** *Non-Executive Chairman and Independent Director*	AEZPV6856Q	08061781	41-20/8-51, Lal Bahadur Street, Back side of Elementary School, Krishnalanka, Vijayawada (Urban) – 520013, Andhra Pradesh, India
2.	**Viswa Prasad Sadhanala** *Managing Director*	AOWPS5706D	08068933	43-3-22 (19), Srija Residency, 3rd Line, Railway New Colony, Vishakhapatnam (Urban), Akkayyapalem, Vishakhapatnam – 530016, Andhra Pradesh, India
3.	**Anuj Bajpai** *Executive Director*	ALSPB3900D	08939135	B/3, Mahavir enclave, Purva Wali, Roorkee, Haridwar - 247667, Uttarakhand, India
4.	**Padmaja Kalyani Sadhanala** *Non-executive Director*	AOMPS6884G	03096445	Sy No. 115, Hanumanjii Colony, Opp. Sub Registrar Office, Old Bowen Pally, Secunderabad – 500009, Telangana, India
5.	**Rakesh Kumar Chandak** *Independent Director*	ALWPC2865J	09849680	D. No. 43-4-24, Geetha Residency, Flat 303, Railway New Colony, Near Sri Kanya Theatre, Vishakhapatnam (Urban), Vishakhapatnam – 530016, Andhra Pradesh, India

For detailed profile of our Managing Director and other Directors, please refer *"Our Management"* and *"Our Promoters and Promoter Group"* on page 101 and 111 respectively.

Company Secretary and Compliance Officer

Our Company has appointed **Saket Kansal**, the Company Secretary and the Compliance Officer of our Company, whose contact details are set forth hereunder.

Saket Kansal,
Company Secretary and Compliance Officer
Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India
Tel: +91 40 7961 8843
Fax: Not Available
E-mail: cs@vilinbiomed.co.in
Website: www.vilinbiomed.co.in

Chief Financial Officer

Our Company has appointed Chilam Srikanth, as the Chief Financial Officer. His contact details are set forth hereunder.

Chilam Srikanth,
Chief Financial Officer
Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India
Tel: +91 40 7961 8843
Fax: Not Available
E-mail: cfo@vilinbiomed.co.in
Website: www.vilinbiomed.co.in

Applicants can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Details of Key Intermediaries pertaining to this Issue of our Company:

Lead Manager of the Issue	Registrar to the Issue
Inventure Merchant Banker Services Private Limited 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End), Western Express Highway, Andheri (East) Mumbai – 400 069, Maharashtra **Tel No**: +91 22 4075 1500 **Fax No**: +91 22 4075 1511 **Email**: compliance@inventuremerchantbanker.com **Investor Grievance Email**: redressal@inventuremerchantbanker.com **Website**: www.inventuremerchantbanker.com **SEBI Registration No**: INM000012003 **Contact Person**: Arvind Gala	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India **Telephone:** +91 22 6263 8200 **Email:** ipo@bigshareonline.com **Investor grievance email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Babu Rapheal **SEBI Registration No.:** INR000001385
Banker to the Company	**Legal Advisor to the Issue**
Punjab National Bank RAM Haridwar, PNB Sec. 4, BHEL Haridwar, 249403, Uttarakhand **Tel. :** +91 8126696888 **Email Id**: bo3898@pnb.co.in **Website**: www.pnbindia.in **Contact Person**: Ashutosh Sharma	**DRC Legal & Associates** Francis Chawl, Opp Jayshree Hotel, Dayal Das Road, Vile Parle (East), Mumbai – 400 057 Maharashtra, India **Tel:** +91 22 2610 4513 **Email:** drclegal.associates@gmail.com **Contact Person**: D. R. Chaudhary

Statutory Auditor of the Company and Peer Review Auditor	Escrow and sponsor Banker to the Issue
M/s. PPKG & Co., Chartered Accountants #5-8-352, 701, 7th Floor, Raghav Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500001, Telangana, India **Tel No.:** +91 40 23205049 **Email:** giri@ppkg.com **Contact Person**: CA Girdhari Lal Toshniwal **Membership No:** 205140 **Firm Registration No:** 0009655S	**Axis Bank Limited** Shop No. 1-7, Venus Tower, Azad Nagar Road 2, Veera Desai Road, Andheri West, Mumbai – 400058, Maharashtra, India **Tel. :** +91-22- 26733637 **Fax:** +91-22- 26733697 **Email Id**: veeradesairoad.branchhead@axisbank.com **Website**:www.axisbank.com **SEBI Registration No**: INR000003639 **Contact Person**: Sheetal Sandesh Vichare

Changes in Auditors for last three years

M/s. PPKG & Co., Chartered Accountants were appointed as Statutory Auditors of our Company for the FY 2023 in place of M/s Singh Yudhveer & Associates, Chartered Accountants, to comply with the requirement of peer review auditor in SME IPO.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an Applicant, not applying through Syndicate/ Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Application Forms available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries on the SEBI website, or at such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the National Stock Exchange of India Limited i.e. www.nseindia.com, as updated from time to time.

RTAs

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange www.nseindia.com, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange www.nseindia.com as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time to time.

Credit Rating

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

IPO Grading

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

Statement of Responsibility of the Lead Manager/Statement of inter se allocation of responsibilities

Since Inventure Merchant Banker Services Private Limited is the sole Lead Manager to this Issue, a statement of *inter se*

allocation of responsibilities amongst Lead Managers is not required.

Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s. PPKG & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Peer Reviewed Auditor on the Restated Financial Statements, dated January 12, 2023 and such consent has not been withdrawn as on the date of this Prospectus.

Our Company has received written consent from our Statutory Auditor namely, M/s. PPKG & Co., Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and the statement of tax benefits dated March 27, 2023 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Debenture Trustees

This is an issue of equity shares; hence appointment of debenture trustee is not required.

Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency.

The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. In terms of Regulation 41 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹10,000 lakhs.

Filing of the Offer Document

The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at GSI Post, Tattiannaram, Corporate Bhawan Rd, Bandlaguda, Nagole, Hyderabad, Telangana -5 00068.

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated June 7, 2023. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (₹in lakhs)	% of the Total Issue Size Underwritten
INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End), Western Express Highway, Andheri (East) Mumbai – 400 069, Maharashtra **Tel No**: +91 22 4075 1500 **Fax No**: +91 22 4075 1511	40,00,000	1,200.00	100.00%

Email: compliance@inventuremerchantbanker.com **SEBI Registration No**: INM000012003 **Contact Person**: Arvind Gala			
TOTAL	**40,00,000**	**1,200.00**	**100.00%**

In the opinion of our Board of Directors, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated June 5, 2023, with the Lead Manager and Market Maker, duly registered with NSE to fulfil the obligations of Market Making:

The details of Market Maker are set forth below:

RIKHAV SECURITIES LIMITED
34/35/36/38, Matruchhaya, 4th Floor,
Sarojini Naidu Road, Mulund West
Mumbai-400080, Maharashtra, India.
Tel No.: +91 22 6907 8300
Email: info@rikhav.net
Website: www.rikhav.net
SEBI Registration No: INZ000157737
Contact Person: Hitesh Himmatlal Lakhani

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by 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 shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

2) The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.

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

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

7) On the day of 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 listing on the discovered price during the pre-open call auction.

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.

9) The Market Maker shall have the right to terminate said arrangement by giving a six-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the 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 the Company and the Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

10) **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.

11) **Punitive Action in case of default by Market Makers:** EMERGE Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Stock Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12) **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:

(a) 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.

(b) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

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

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

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

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

CAPITAL STRUCTURE

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

No.	Particulars	Amount (₹ in lakhs)	
		Aggregate nominal value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	1,50,00,000 Equity Shares of ₹10.00 each	1,500.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	99,50,000 Equity Shares of ₹10.00 each	995.00	-
C.	**Present Issue in terms of this Prospectus**		
	Issue of 40,00,000 Equity Shares for cash at a price of ₹30.00 per Equity Share	400.00	1,200.00
	Which comprises:		
	2,08,000 Equity Shares of ₹10.00 each at a price of ₹30.00 per Equity Share reserved as Market Maker portion	20.80	62.40
	Net Issue to the Public of 37,92,000 Equity Shares of ₹10.00 each at a price of ₹30.00 per Equity Share	379.20	1,137.60
	Of which:		
	18,96,000 Equity Shares of ₹10.00 each at a price of ₹30.00 per Equity Share will be available for allocation to Retail Individual Investors upto ₹2,00,000/-	189.60	568.80
	18,96,000 Equity Shares of ₹10.00 each at a price of ₹30.00 per Equity Share will be available for allocation to Other than Retail Individual Investors above ₹2,00,000/-	189.60	568.80
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	1,39,50,000 Equity Shares of ₹10.00 each	1,395.00	-
E.	**Securities Premium Account**		
	Before the Issue		Nil
	After the Issue		800.00

The Issue has been authorised by our Board pursuant to a resolution dated February 28, 2023, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on March 6, 2023.

Class of Shares

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respects.

All Equity Shares issued are fully paid-up as on date of the Prospectus. Our Company has not issued any partly paid-up equity shares since its incorporation nor it does have any partly paid-up equity shares as on the date of the Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

Notes to the Capital Structure

1. **Details of changes in authorised Share Capital:**

The authorised share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Members Meeting	AGM/EGM
From	**To**		
₹10,00,000 consisting of 1,00,000 Equity shares of ₹10.00 each.		On incorporation	-
₹10,00,000 consisting of 1,00,000 Equity shares of ₹10.00 each.	₹1,20,00,000 consisting of 12,00,000 Equity shares of ₹10.00 each.	April 27, 2006	EGM
₹1,20,00,000 consisting of 12,00,000 Equity shares of ₹10.00 each.	₹3,00,00,000 consisting of 30,00,000 Equity shares of ₹10.00 each.	September 4, 2006	EGM
₹3,00,00,000 consisting of 30,00,000 Equity shares of ₹10.00 each.	₹3,30,00,000 consisting of 33,00,000 Equity shares of ₹10.00 each.	April 8, 2008	EGM
₹3,30,00,000 consisting of 33,00,000 Equity shares of ₹10.00 each.	₹15,00,00,000 consisting of 1,50,00,000 Equity shares of ₹10.00 each.	January 12, 2023	EGM

2. **History of Issued and Paid Up Share Capital of our Company**

The history of the equity share capital of our Company is set forth below:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Conside-ration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	50,000	10	10	Subscription to MoA(1)	Cash	50,000	5,00,000	Nil
09-09-2006	25,50,000	10	10	Further Allotment(2)	Cash	26,00,000	2,60,00,000	Nil
15-07-2008	7,00,000	10	10	Further Allotment(3)	Cash	33,00,000	3,30,00,000	Nil
04-02-2023	6,80,000	10	30	Preferential Allotment(4)	Cash	39,80,000	3,98,00,000	1,36,00,000
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1(5)	Nil	99,50,000	9,95,00,000	Nil

1. *Initial allotment to Masthayala Ramesh Babu: 18,000 Equity Shares; Akki Reddy Linga Reddy: 18,000 Equity Shares; Majeti Purna Surya Rao, Addagunta Venu Gopal, Mandala Subashini Reddy, Kota Srinivas Reddy, KV Chidanandi Kumari, Gudapati Bhupal Reddy, Dr. Vanga Malla Reddy: 2,000 Equity Shares each being the subscribers to the MoA of our Company.*
2. *Allotment to following persons;*

Sr. No.	Name of allottee	No. of Shares
1	A. Linga Reddy	1,97,500
2	A. Neeraja	57,500
3	Majeti Puma Surya Rao	1,02,500
4	Venrata Laxmi Rajeswari	1,02,500
5	M.P Chadrakanth	25,000
6	M. Sucharitha	25,000
7	Kota Srinivas Reddy	46,000
8	Jalaja	46,000
9	Abhinav Reddy	35,000
10	E. Shankar Reddy	58,000
11	T. Narayana Reddy	70,000
12	Koli Praveen Rao	92,000

13	K. Aravinda	47,000
14	Satya Parmeshwar	40,000
15	Pushpalata	76,000
16	Kande Veera Pratap	63,750
17	Kande Veera Chidananda Kumari	63,750
18	Kande Veera Prashanth Siddharth	63,750
19	Kande Veera Sriharshita	63,750
20	M. Ramesh Babu	70,000
21	M. Vimala	46,000
22	M. Kishor Kumar	46,000
23	M.V.V Vikram	46,000
24	A. Madhav	23,500
25	M. Radhika	23,500
26	G. Bhoopal Reddy	63,750
27	G. Sunita	63,750
28	N. Santosh Reddy	63,750
29	N. Rama	63,750
30	M. Subhashini	46,500
31	M. Ranjith	40,500
32	Sandeep	40,500
33	C. Vasumati Reddy	63,750
34	Sunil	63,750
35	Merugu Ramesh	70,000
36	Merugu Vanitha	57,500
37	A. Venugopal	70,000
38	A. Radha	34,500
39	A. Sridhar	23,000
40	B. Megharnala	93,000
41	B. Manoj	81,000
42	B. Ajay	81,000
	Total	**25,50,000**

3. *Allotment to following persons:*

Sr. No.	Name of allottee	No. of Shares
1	A.Linga Raddy	1,000
2	M.Venkata Lakshmi Rajeshwari	43,000
3	Kota Sarinivasa Reddy	2,000
4	Jalaja	4,000
5	Abhinav Reddy	15,000
6	E.Pavani	22,000
7	Koli Aravinda	11,000
8	K.Satya Parameshwar	10,000
9	K.Puspa Leela	24,000
10	Kande Veera Prathap	11,250
11	Kande Veera Chidanda Kumari	9,250
12	Kande Veera Prashanth Sidhartha	11,250
13	Kande Veera Sree Harshitha	11,250
14	M. Ramesh Babu	1,000
15	G.Bhooopal Reddy	9,250
16	G.Sunitha	11,250
17	N.Santosh Reddy	11,250

18	N.Rarna	11,250
19	Marugu Ramesh	5,000
20	Merugu Vanaja	17,500
21	B.Megharnala	7,000
22	B.Manoj	19,000
23	B. Ajay	19,000
24	M.Subhashini	1,500
25	M.Ranjith	9,500
26	M.Sandeep	9,500
27	C.Vasumathi Reddy	11,250
28	C.Sunil	11,250
29	A.Venu Gopal	8,000
30	A.Radha	3,000
31	A.Sridhar	9,500
32	Balaji	50,000
33	Padidam Malla Raddy	1,50,000
34	Mangat Ram Saini	75,000
35	Uma Saini	75,000
	Total	**7,00,000**

4. *Allotment to following persons:*

Sr. No.	Name of allottee	No. of Shares
1	Sadhanala Venkata Rao	3,00,000
2	Percy Homi Italia	1,00,000
3	Kashinath Sahu	1,00,000
4	Preeti Singh	50,000
5	Revoor Ramchandra	20,000
6	Chaitanya Kiran Vallapureddy	66,666
7	Trinath Reddy Kollu	10,000
8	D Nikitha	10,667
9	Lakshmi Kanta Kankani	10,667
10	Suresh Kumar Rathi	4,000
11	Kailash Ladda	2,000
	Madhvi Jai Prakash Sarda	2,000
	Nikitha Mundada	2,000
12	Varsha Darak	2,000
	Total	**6,80,000**

5. *Allotment of Bonus Shares to following persons:*

Sr. No.	Name of Allottee	No. of Shares
1	Tanmayee Reddy Sama	12,750
2	Sama Ruchit Reddy	7,500
3	Anuj Bajpai	9,000
4	Sneha Bajpai	5,625
5	Ramesh Reddy Sama	2,77,941
6	Viswa Prasad Sadhanala	11,25,684
7	Sadhanala Venkata Rao	27,53,823
8	Srinivasa Reddy Devireddy	12,07,677
9	Percy Homi Italia	1,50,000
10	Kashinath Sahu	1,50,000
11	Preeti Singh	75,000

12	Revoor Ramchandra	30,000
13	Chaitanya Kiran Vallapureddy	99,999
14	Trinath Reddy Kollu	15,000
15	D Nikita	16,001
16	Laxmi Kanta Kankani	16,001
17	Suresh Kumar Rathi	6,000
18	Kailash Ramesh Chandra Laddha	3,000
19	Madhavi Jaiprakash Sarda	3,000
20	Nikita Shyamsundar Mundada	3,000
21	Varsha Darak	3,000
	Total	**59,70,000**

3. **Issue of Equity Shares for Consideration other than Cash.**

   a. Other than the Bonus issue of Equity Shares as mentioned in point no. 2 above, our Company has not allotted any Equity Shares for consideration other than cash, since its incorporation.

4. No Equity Shares have been allotted pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013.

5. We have not issued any equity share (including bonus shares) by capitalizing any revaluation reserves.

6. ***Issue of Shares in the preceding two years***

   Following Equity Shares were issued by our Company in the preceding two years:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
04-02-2023	6,80,000	10	30	Preferential Allotment	Cash
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Nil

7. **Issue of Equity Shares in the last one year at a Price lower than the Issue Price:**

   Other than as mentioned below, no Equity Shares were issued in last one year immediately preceding the date of the Prospectus at a price which is lower than the Issue Price.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1[(5)]	Nil

8. 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.

9. As on the date of the Prospectus, our Company does not have any preference share capital.

10. **Build Up of our Promoters' Shareholding, Promoters' Contribution and Lock-In**

    As on the date of this Prospectus, our Promoters hold 89,41,875 Equity Shares, constituting 89.87% of the pre-issued, subscribed, and paid-up Equity Share capital of our Company.

a) ***Build-up of our Promoters' shareholding in our Company***

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of Conside-ration	Percentage of Pre Issue Equity Share Capital (%)	Percentage of Post Issue Equity Share Capital (%)
Sadhanala Venkata Rao							
05-04-2021	Purchased from Akki Reddy Pradeep Reddy	4,55,882	10	10	Cash	4.58%	3.27%
03-11-2022	Purchased from Tanmayee Reddy Sama 10,000 Equity Shares, Sama Ruchit Reddy 1,10,000 Equity Shares; Sneh Bajpai 7,80,000 Equity Shares; Anuj Bajpai 1,80,000 Equity Shares	10,80,000	10	10	Cash	10.85%	7.74%
04-02-2023	Preferential Allotment	3,00,000	10	30	Cash	3.02%	2.15%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	27,53,823	10	Nil	Nil	27.68%	19.74%
	Sub-total	**45,89,705**				**46.13%**	**32.90%**
D Srinivasa Reddy							
05-04-2021	Purchased from Akki Reddy Namratha Reddy	2,04,118	10	10	Cash	2.05%	1.46%
03-11-2022	Purchased from Tanmayee Reddy Sama 6,00,000 Equity Shares and Sama Ruchit Reddy 1,000	6,01,000	10	10	Cash	6.04%	4.31%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	12,07,677	10	Nil	Nil	12.14%	8.66%
	Sub-total	**20,12,795**				**20.23%**	**14.43%**
Viswa Prasad Sadhanala							
05-04-2021	Purchased from B. Meghamala 1,42,956 Equity Shares and K Abhiram Reddy 1,07,500 Equity Shares	2,50,456	10	10	Cash	2.52%	1.80%
03-11-2022	Purchased from Anuj Bajpai	5,00,000	10	10	Cash	5.03%	3.58%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	11,25,684	10	Nil	Nil	11.31%	8.07%
	Sub-total	**18,76,140**				**18.86%**	**13.45%**

Sama Ramesh Reddy							
05-04-2021	Purchased from K. Aravinda 75,647 Equity Shares and Kolli Praveen Rao 1,09,647 Equity Shares	1,85,294	10	10	Cash	1.86%	1.33%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	2,77,941	10	Nil	Nil	2.79%	1.99%
	Sub-total	**4,63,235**				**4.66%**	**3.32%**
	Grand Total	**89,41,875**				**89.87%**	**64.10%**

Our Promoters have confirmed to the Company and the Lead Manager that the acquisition of the Equity Shares forming part of the Promoters' Contribution has been financed from personal funds/internal accruals and no financial assistance from any banks or financial institution has been availed by our Promoters for this purpose. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Prospectus, none of the Equity Shares held by our Promoters are pledged.

b) *Details of Promoter's Contribution Locked-in for Three Years*

Pursuant to Regulations 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be provided towards minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Minimum Promoters' Contribution**"). Details of the Equity Shares (eligible for inclusion in the Minimum Promoters' Contribution, in terms of Regulation 33 of the SEBI (ICDR) Regulations) forming part of Minimum Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of Conside-ration	Percentage of Pre Issue Equity Share Capital (%)	Percentage of Post Issue Equity Share Capital (%)
Sadhanala Venkata Rao							
05-04-2021	Purchased	4,55,882	10	10	Cash	4.58%	3.27%
04-02-2023	Preferential Allotment	3,00,000	10	30	Cash	3.02%	2.15%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	4,35,000	10	Nil	Nil	4.37%	3.12%
	Sub-total	**11,90,882**				**11.97%**	**8.54%**
D Srinivasa Reddy							
05-04-2021	Purchased	2,04,118	10	10	Cash	2.05%	1.46%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	3,06,177	10	Nil	Nil	3.08%	2.19%
	Sub-total	**5,10,295**				**5.13%**	**3.66%**
Viswa Prasad Sadhanala							
05-04-2021	Purchased	2,50,456	10	10	Cash	2.52%	1.80%
28-02-2023	Bonus Allotment in the Ratio of 1.50:1	3,75,684	10	Nil	Nil	3.78%	2.69%
	Sub-total	**6,26,140**				**6.29%**	**4.49%**
Sama Ramesh Reddy							
05-04-2021	Purchased	1,85,294	10	10	Cash	1.86%	1.33%

28-02-2023	Bonus Allotment in the Ratio of 1.50:1	2,77,941	10	Nil	Nil	2.79%	1.99%
	Sub-total	**4,63,235**				**4.66%**	**3.32%**
	Grand Total	**27,90,552**				**28.05%**	**20.00%**

Our Promoters have granted written consent to include such number of Equity Shares held by him as may constitute 20% of the post issue Equity Share capital of our Company as Minimum Promoters; Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
  - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
  - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;

- The Equity Shares held by the Promoters and offered for Minimum Promoters' contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- No Equity shares have been issued to our promoters upon conversion of a partnership firm during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management are ineligible for Minimum Promoters' Contribution.

c) *Equity Shares locked-in for one year*

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

d) *Other requirements in respect of 'lock-in'*

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

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.

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to 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.

However, 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.

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 Promoter's 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 lockin period stipulated has expired.

11. *Our shareholding pattern*

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, the holding of specified securities is divided into the following three categories: (a) Promoter and Promoter Group; (b) Public; and (c) Non-Promoter - Non-Public.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference	Total								
(A)	Promoter & Promoter Group	8	90,00,000	-	-	90,00,000	90.45	90,00,000	-	90,00,000	90.45	-	-	-	-	-	-	90,00,000
(B)	Public	13	9,50,000	-	-	9,50,000	9.55	8,14,000	-	9,50,000	9.55	-	-	-	-	-	-	9,50,000
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**21**	**99,50,000**	**-**	**-**	**99,50,000**	**100.00**	**99,50,000**	**-**	**99,50,000**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**99,50,000**

Note: The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(a) Our Company will file the shareholding pattern of our Company in the form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of our Equity Shares.
(b) There are no Equity Shares against which depository receipts have been issued.
(c) Other than the Equity Shares, there is no other class of securities issued by our Company.

12. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sr.	Particulars	Pre-Issue		Post-Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	**Promoters**				
	Ramesh Reddy Sama	4,63,235	4.66%	4,63,235	3.32%
	Viswa Prasad Sadhanala	18,76,140	18.86%	18,76,140	13.45%
	Sadhanala Venkata Rao	45,89,705	46.13%	45,89,705	32.90%
	D. Srinivasa Reddy	20,12,795	20.23%	20,12,795	14.43%
	Sub-Total	**89,41,875**	**89.87%**	**89,41,875**	**64.10%**
b)	**Promoter Group**	--	--	--	--
	Tanmayee Reddy Sama	21,250	0.21%	21,250	0.15%
	Sama Ruchit Reddy	12,500	0.13%	12,500	0.09%
	Anuj Bajpai	15,000	0.15%	15,000	0.11%
	Sneha Bajpai	9,375	0.09%	9,375	0.07%
	Sub-Total	**58,125**	**0.58%**	**58,125**	**0.42%**
	Total	**90,00,000**	**91.45%**	**90,00,000**	**64.52%**

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

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Ramesh Reddy Sama	4,63,235	4.00
Viswa Prasad Sadhanala	18,76,140	4.00
Sadhanala Venkata Rao	45,89,705	5.31
D. Srinivasa Reddy	20,12,795	4.00

14. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as set forth below:

Name	No. of Equity Shares held	Pre-Issue percentage of Shareholding
Directors		
Viswa Prasad Sadhanala	18,76,140	18.86%
Anuj Bajpai	15,000	0.15%
Key Managerial Personnel		
Nil	Nil	Nil

15. **Major shareholders**

The list of our major shareholders and the number of Equity Shares held by them is provided below:

a. *List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Prospectus:*

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Sadhanala Venkata Rao	45,89,705	46.13%
2.	Srinivasa Reddy Devireddy	20,12,795	20.23%
3.	Viswa Prasad Sadhanala	18,76,140	18.86%
4.	Ramesh Reddy Sama	4,63,235	4.66%
5.	Percy Homi Italia	2,50,000	2.51%
6.	Kashinath Sahu	2,50,000	2.51%
7.	Chaitanya Kiran Vallapureddy	1,66,665	1.68%
8.	Preeti Singh	1,25,000	1.26%
	Total	**95,66,875**	**97.82%**

b. *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 the Prospectus:*

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Sneha Bajpayee	7,83,750	23.75%
2.	Anuj Bajpai	6,86,000	20.79%
3.	S Tanmayee	6,18,500	18.74%
4.	Sadhanala Venkata Rao	4,55,882	13.81%
5.	Viswa Prasad Sadhanala	2,50,456	7.59%
6.	D Srinivasa Reddy	2,04,118	6.19%
7.	Sama Ramesh Reddy	1,85,294	5.61%
8.	S Ruchit Reddy	1,16,000	3.52%
	Total	**33,00,000**	**100.00%**

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 the Prospectus:*

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Sneha Bajpayee	7,83,750	23.75%
2.	Anuj Bajpai	6,86,000	20.79%
3.	S Tanmayee	6,18,500	18.74%
4.	Sadhanala Venkata Rao	4,55,882	13.81%
5.	Viswa Prasad Sadhanala	2,50,456	7.59%
6.	D Srinivasa Reddy	2,04,118	6.19%
7.	Sama Ramesh Reddy	1,85,294	5.61%
8.	S Ruchit Reddy	1,16,000	3.52%
	Total	**33,00,000**	**100.00%**

d. *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 Prospectus:*

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Sadhanala Venkata Rao	45,89,705	46.13%
2.	Srinivasa Reddy Devireddy	20,12,795	20.23%
3.	Viswa Prasad Sadhanala	18,76,140	18.86%
4.	Ramesh Reddy Sama	4,63,235	4.66%
5.	Percy Homi Italia	2,50,000	2.51%
6.	Kashinath Sahu	2,50,000	2.51%
7.	Chaitanya Kiran Vallapureddy	1,66,665	1.68%
8.	Preeti Singh	1,25,000	1.26%
	Total	**95,66,875**	**97.82%**

16. 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 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), 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.

17. None of our Promoters, members of our Promoter Group or our Directors or their immediate relatives have sold or purchased Equity Shares by any other person during the six months immediately preceding the date of this Prospectus.

18. There have been no financial arrangements whereby our Promoters, 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 months preceding the date of this Prospectus, other than in the normal course of business of the financing entity.

19. Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any buy-back and/or standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company

through this Prospectus.

20. There are no safety net arrangements for this public issue.

21. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.

22. Under-subscription in the net Issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the NSE.

23. As on the date of filing of this Prospectus, there are no outstanding warrants, options, or rights to convert debentures, loans, or other financial instruments into our Equity Shares.

24. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

25. As per RBI regulations, OCBs are not allowed to participate in this Issue.

26. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

27. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

28. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

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

30. We have 21 (twenty one) Shareholders as on the date of this Prospectus.

31. Our Promoters and the members of our Promoter Group will not participate in this Issue.

32. Our Company has not made any public issue since its incorporation.

33. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

34. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

35. For the details of transactions by our Company with our Promoter Group, Group Companies please refer to paragraph titled "*Statement of Transactions with Related Parties, as Restated*" in *'Financial Statements'* on page 121.

OBJECTS OF THE ISSUE

The objects of the Net Proceeds (as defined below) of the Issue are:

1. Augmenting additional working capital requirements
2. General Corporate Purposes

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

The main 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 objects clause of our Memorandum of Association, see *"History and Certain Corporate Matters"* on page 98.

Issue Proceeds and Net Proceeds

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

S. No.	Particulars	Amount (₹ in lakhs)
1.	Gross Proceeds of the Issue	1,200.00
2.	Issue Expenses	1,00.00
3.	Net Proceeds of the Issue (excluding the Issue Expenses) ("**Net Proceeds**")	**1,100.00**

Utilisation of Net Proceeds and Means of Finance

The proposed utilisation of the Net Proceeds is set forth below:

S. No.	Object	Amount Proposed to be Utilised from the Net Proceeds (₹ in lakhs)
1.	Augmenting additional working capital requirements	848.89
2.	General Corporate Purposes	251.11
	Total	**1,100.00**

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

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management.

In case of variations in the actual utilisation of funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards the said Object is lower than the proposed deployment such balance will be used for 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.

Details of the Objects of the Issue

1. **Augmenting additional working capital requirements**

Considering the existing and future growth, the total net working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹883.17 lakhs for Fiscal 2023-24. The incremental and proposed working capital requirements, as approved by the Board pursuant to a resolution dated February 28, 2023, and key

assumptions with respect to the determination of the same are mentioned below. The incremental working capital requirements for FY 23-24 are expected to be ₹848.89 lakhs and the same will be met from the Net Proceeds of the Issue.

(a) Existing Working Capital:

The details of our Company's working capital as at March 31, 2020, March 31, 2021 and March 31, 2022 and 9 months period ended December 31, 2022 are derived from the Restated Financial Statements, and source of funding of the same are provided in the table below:

(₹ in lakhs)

Particulars	31-Mar-20 (Rs. Lakhs)	No. of days	31-Mar-21 (Rs. Lakhs)	No. of days	31-Mar-22 (Rs. Lakhs)	No. of days	31-Dec-22 (Rs. Lakhs)	No. of days
	Actual		**Actual**		**Actual**		**Actual**	
Current Assets								
Inventories	210.96	46	206.42	64	228.38	74	51.75	21
Trade Receivables	726.93	158	764.52	238	778.65	253	541.16	219
Loans and Advances	81.80		126.81		83.20		95.16	
Other Current Assets	156.79		95.00		91.90		102.16	
Total	**1,176.48**		**1,192.75**		**1,182.12**		**790.23**	
Current Liabilities								
Trade Payables	186.06	49	81.69	33	64.12	26	118.49	77
Other Current Liabilities	24.79		8.42		13.83		24.52	
Short Term Provisions	6.50		5.50		2.50		51.90	
Total	**217.34**		**95.61**		**80.45**		**194.91**	
Working Capital Gap	**959.14**		**1,097.14**		**1,101.67**		**595.32**	
Less: Existing Working Capital Borrowings	453.41		450.00		456.56		458.62	
Net Working Capital Requirement	**505.73**		**647.14**		**645.11**		**136.71**	
Proposed Working Capital to be funded from IPO	0.00		0.00		**0.00**		**0.00**	
Funded through Internal Accruals and Unsecured Loans	505.73		647.14		645.11		136.71	

(b) Estimated Working Capital Requirements

Our Company proposes to utilize ₹ 848.89 lakhs of the Net Proceeds for our estimated working capital requirements which will be utilized during Fiscal 2024. The balance portion of our Company working capital requirement, if any, shall be met from the working capital facilities availed/ to be availed and internal accruals. The estimated working capital requirements, as approved by the Board pursuant to a resolution dated February 28, 2023, and key assumptions with respect to the

determination of the same are mentioned below. Our Company's estimated working capital requirements for Fiscal 2023 and Fiscal 2024 and the proposed funding of such working capital requirements are as set out in the table below:

(₹ in lakhs)

Particulars	31-Mar-23 (Rs. Lakhs)	No. of days	31-Mar-24 (Rs. Lakhs)	No. of days
	Estimated		**Projected**	
Current Assets				
Inventories	268.49	70	527.40	70
Trade Receivables	575.34	150	1,130.14	150
Loans and Advances	120.00		170.00	
Other Current Assets	135.00		210.00	
Total	**1,098.84**		**2,037.53**	
Current Liabilities				
Trade Payables	122.55	45	200.03	45
Other Current Liabilities	10.98		12.72	
Short Term Provisions	28.77		39.35	
Total	**162.30**		**252.10**	
Working Capital Gap	**936.54**		**1,785.43**	
Less: Existing Working Capital Borrowings	450.00		450.00	
Net Working Capital Requirement	**486.54**		**1,335.43**	
Proposed Working Capital to be funded from IPO	**0.00**		**848.89**	
Funded through Internal Accruals	486.54		486.54	

The working capital gap for FY 22-23, Rs. 936.54 lakhs as compared to correspondence previous year FY 21-22, Rs. 1101.67 lakhs, there is a reduction of the working capital gap on account of the reduction in trade receivables from Rs. 5.75 crores during FY 22-23 as compared to correspondence previous year Rs.7.78 crores due to better credit control system and realisation.

The estimated number of days are the same for FY 2023 and FY 2024 for inventories, trade receivables and trade payables, show casing our better credit control systems and realisations. The increase in working capital is primarily due to increase in business turnover. The Company has production capacities, infrastructure, orders in hand and team in place.

Now with the support of new management, addition of new molecules and IPO proceeds, achieving the increase in turnover is envisaged during FY 2023-2024. The additional turnover will also be from the new products i.e. Vitamin A, Vitamin D3 and Vitamin K27. To meet the additional turnover the Company is already having production capacities and infrastructure. The Company will get the required working capital from the IPO proceeds.

The working capital projections made by the Company are based on certain key assumptions, as set out below:

Sr. No.	Particulars	Assumptions
Current Assets		
1	Inventories	In Fiscal 2020, 2021 and 2022 our Inventory days were 46 days, 64 days and 74 days respectively. We estimate the receivable levels at 70 days for Fiscal 2023 and Fiscal 2024. We don't expect much increase in receivable levels due to the long-term relationships with our customers and streamlining of our business post change in Management in April 2021.
2	Trade Receivables	In Fiscal 2020, 2021 and 2022 our receivable days were 158 days, 238 days and 253 days respectively. Due to efficient management of business and change in Management we estimate the receivable levels at 150 days for Fiscal 2023 and 120 days for Fiscal 2024.

3	Short Term Loans & Advances	The key items under this head are advance to suppliers/ vendors, advance to staff, other advances, prepaid expenses, advance to with statutory authorities etc.
4	Other Current Assets	This mainly include GST ITC, TCS receivable and other miscellaneous assets.
Current Liabilities		
4	Trade Payables	Our trade payables have been for 49 days, 33 days and 26 days for fiscal 2020, 2021 and 2022 respectively. However, going forward we estimate to maintain payables at 45 days for fiscal 2023 and fiscal 2024.
5	Other Current Liabilities	Other current liabilities include expenses payable and other liabilities etc.
6	Short Term Provisions	It mainly includes provision for taxes, audit fees and other professional fees.

Our Company has achieved better credit control system and realization in Financial Year 2022-23 hence the Working Capital requirement for FY 2022-23 is less as compared to FY 2021-22 and the same can be seen in the reduction of no. of days of inventories and trade receivables and hence the resulting decrease in working capital requirements.

2. **General Corporate Purposes**

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹251.11 lakhs towards general corporate purposes. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include but are not limited to funding growth opportunities, strategic initiatives, joint-ventures, partnerships, marketing and business development expenses, expansion of facilities and meeting exigencies and expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board based on the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. However, we confirm that the amount for general corporate purposes, as mentioned in objects of the issue, shall not exceed twenty five per cent of the fresh issue amount raised by our Company.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹100.00 lakhs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Issue expenses are as follows:

(₹ in lakhs)

Activity	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Issue size
Payment to Merchant Banker including, underwriting, and selling commissions, brokerages, Advisors to the Company, payment to other intermediaries such as Legal Advisors, Registrars etc. and other out of pocket expenses.	81.00	81.00%	6.75%
Advertising and marketing expenses	3.00	3.00%	0.25%
Printing and stationery expenses, distribution, and postage	4.00	4.00%	0.33%
ROC, Regulatory and other expenses including Listing Fee	12.00	12.00%	1.00%
Total estimated Issue expenses	**100.00**	**100.00%**	**8.33%**

(1)*The SCSBs and other intermediaries will be entitled to processing fees of ₹ 10 per valid Application form uploaded on the electronic system of the Stock Exchange by them.*

Schedule of implementation

- The entire amount of Issue Proceeds will be utilised during FY 2023-2024.

Deployment of Funds in the Objects

As certified by PPKG & Co., Chartered Accountants, vide their certificate dated June 5, 2023 our Company has incurred the following expenditure on the Objects:

(₹ in Lakhs)

Particulars	Amount spent till

	June 5, 2023
Public Issue Expenses	20.91
Total	**20.91**

The above funds were deployed from the Company's internal accruals.

Details of balance fund deployment

(₹ in Lakhs)

Sr. No.	Particulars	Expenses Already Incurred till June 5, 2023	FY 2023-24	Total
1	Augmenting additional working capital requirements	0.00	848.89	848.89
3	General Corporate Purposes	0.00	251.11	251.11
4	Issue Related Expenses	20.91	79.09	100.00
	Total	**20.91**	**1,179.91**	**1,200.00**

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company.

Appraisal Report

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

Bridge Loan

As of the date of this Prospectus, our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending on its business requirements, our Company may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

As the size of the Issue will not exceed Rs.10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application 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 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.

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 Issue without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013.

Pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

Other Confirmations

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Entities, or key management personnel. Our Company has not entered into or is not

planning to enter into any arrangement/ agreements with Promoters, Directors, key management personnel, associates, or Group Entities in relation to the utilization of the Net Proceeds of the Issue.

BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '*Risk Factors*' and '*Financial Information*' on pages 16 and 121, respectively, to get a more informed view before making the investment decision.

Qualitative Factors

For details of Qualitative factors please refer to the paragraph "*Our Competitive Strengths*" in *"Our Business"* beginning on page 80.

Quantitative Factors (Based on Restated Financial Statements)

1. ***Basic & Diluted Earnings Per Share (EPS):***

Period	Basic and Diluted EPS (₹)	Weights
FY 2022	0.04	3
FY 2021	0.15	2
FY 2020	0.20	1
Weighted Average	**0.10**	

EPS for the 9 months period ended December 31, 2022: ₹ 1.55 (Not Annualised)

Notes:
1. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
2. Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
3. Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
4. The figures disclosed above are based on the Restated Financial Statements of our Company.

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 30.00:

   a. Based on the basic and diluted EPS of ₹1.55 as per restated financial statements for the 9 months period ended December 31, 2022, the P/E ratio is 19.32.

   b. Based on the weighted average EPS of ₹0.10, as per restated financial statements the P/E ratio is 294.82.

   c. Industry P/E

Industry P/E	
▪ Highest	33.87
▪ Lowest	10.82
▪ Average	19.76

Notes:
(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, please see the paragraph entitled "Peer Competitors - Comparison of Accounting Ratios" on next page.

3. ***Return on Net Worth***

Period	Return on Net Worth (%)	Weights
FY 2022	0.45	3
FY 2021	1.65	2
FY 2020	2.24	1
Weighted Average	1.15	

RONW for the 9 months period ended December 31, 2022: ₹ 14.76% (Not Annualised)

4. ***Minimum Return on increased Net Worth required to maintain pre-Issue EPS.***

The minimum return on increased net worth required maintaining pre-Issue EPS:

A) Based on weighted average EPS of ₹0.10

At the Issue Price of ₹30: 0.61% based on restated financial statements.

B) Based on Basic and Diluted EPS 9 months period ended December 31, 2022 of ₹1.55

At the Issue Price of ₹30: 9.52% based on restated financial statements.

5. ***Net Asset Value per Equity Share***

- As of March 31, 2022: ₹8.96
- As of December 31, 2022 ₹10.52
- NAV per Equity Share after the Issue is: ₹16.28
- Issue Price per Equity Share is: ₹30.00

6. ***Peer Competitors - Comparison of Accounting Ratios***

Name of the Company	CMP* (₹)	Face Value (₹)	EPS (₹)#	P/E Ratio#	RONW# (%)	NAV# (₹)
JFL Life Sciences Limited	32.60	10	3.77	10.82	25.20	42.66
Vaishali Pharma Limited	146.10	10	3.82	33.77	15.27	24.99
Anuh Pharma Limited	79.38	5	6.10	14.70	14.30%	6.10
Vilin Bio Med Limited***	30.00	10.00	0.04	294.82	0.45	8.96

*Our financial information is derived from our Restated Financial Information for the year ended March 31, 2022.
#
Notes:

(1) Source: All the financial information for listed industry peers mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the year ended March 31, 2022 to compute the corresponding financial ratios. Except JFL Life Sciences Limited, which is as on February 28, 2022 derived from Final Prospectus dated August 11, 2022.
(2) P/E figures for the peers are based on closing market prices of equity shares on BSE on June 6, 2023 divided by the EPS in table above.
(3) Basic Earnings per share = Net profit after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
(5) NAV per share for listed industry peers is computed as the Total Equity as on March 31, 2022 divided by the outstanding number of equity shares as on March 31, 2022.
(6) Return on Net Worth (%) for listed industry peers has been computed based on the Profit for the year ended March 31, 2022 divided by Total Equity as on March 31, 2022.
(7) Based on the Issue Price to be determined on conclusion of book building process and basic EPS of our Company.

The face value of Equity Shares of our Company is ₹10 per Equity Share and the Issue price of ₹30 is 3 times of the face value.

The Issue Price of ₹30.00 is determined by our Company, in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled *'Risk Factors'*, and chapters titled *'Our Business'* and *'Financial Information'* beginning on page 16, 80 and 121, respectively of the Prospectus.

7. ***Key Operational And Financial Performance Indicators:***

The KPIs disclosed below have been used historically by our Company to understand and analyze 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 dated June 7, 2023 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-year period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s. PPKG & Co., Chartered Accountants, Chartered Accountants, by their certificate dated June 7, 2023.

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

Financial KPIs of our Company

(₹ in lakhs, except for percentage)

Particulars	For nine months period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Revenue from operations	901.29	1,121.49	1,171.52	1,681.29
Total Income	903.43	1,121.91	1,171.88	1,682.41
EBITDA[(1)]	235.52	77.01	86.02	91.05
EBITDA margin (%)[(2)]	26.07%	6.86%	7.34%	5.41%
PAT	128.08	3.35	12.13	16.22
PAT Margin (%)	14.18%	0.30%	1.03%	0.96%
Net Debt[(3)]	614.16	6,126.89	4,671.39	4,401.11
Total Equity/Net Worth	867.69	739.61	736.26	724.13
ROE (%)[(4)]	14.76%	0.45%	1.65%	2.24%
ROCE (%)[(5)]	8.58%	0.26%	0.94%	1.37%
EPS (Basic & Diluted) [(6)]	1.55	0.04	0.15	0.20

[(1)]EBITDA = Profit before tax + depreciation & amortization expense + finance cost.
[(2)]EBITDA Margin = EBITDA/ Total income.
[(3)]Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds.
[(4)]ROE = Net profit after tax /Total equity.
*[(5)]ROCE = Profit before tax and finance cost / Capital employed**
**Capital employed = Total Equity +Non-current borrowing + current Borrowing + Deferred Tax Liabilities – Intangible Assets*
[(6)]EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether a company is overleveraged or has too much debt given its liquid assets

Debt-equity ratio (times)	The debt to equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

Set forth below are the details of comparison of key performance of indicators with our listed industry peers:

Rs. Lakhs

	JFL Life Sciences Limited		Vaishali Pharma Limited				Anuh Pharma Limited			
Parameters	**FY 2023**	**FY 2022**	**FY 2023**	**FY 2022**	**FY 2021**	**FY 2020**	**FY 2023**	**FY 2022**	**FY 2021**	**FY 2020**
Revenue from operations	4,283	3,359	6966.28	7582.08	5377.38	6008.57	52748.6	48664.62	43196.01	30695.96
Total Income	4,447	3,448	7189.15	7760.89	5,558.30	6225.83	53360.05	49184.33	44249.83	31117.95
EBITDA(1)	557	625	1135.82	864.35	444.213	299.91	5738.9	5204.26	5512.17	2698.44
EBITDA margin (%)(2)	12.53%	18.13%	15.80%	11.14%	7.99%	4.82%	10.76%	10.58%	12.46%	8.67%
PAT	281	281	224.24	402.36	103.63	3.28	3617.96	3056.13	2843.63	1430.53
PAT Margin (%)	6.32%	8.15%	3.12%	5.18%	1.86%	0.05%	6.78%	6.21%	6.43%	4.60%
Net Debt(3)	712	1,566	1267.87	890.683	1519.07	1,530.05	-665.16	-1283.72	-649.38	4,276.00
Total Equity	3,227	1,129	4053.12	2635.42	2241.856	2138.14	24122.14	21377.28	19064.35	16220.74
ROE (%)(4)	8.71%	24.89%	5.53%	15.27%	4.62%	0.15%	15.00%	14.30%	14.92%	8.82%
ROCE (%)(5)	7.09%	10.29%	4.20%	8.59%	2.70%	0.09%	15.01%	14.10%	13.87%	6.94%
EPS (Basic) (6)	2.90	4.12	6.26	3.82	0.99	0.03	7.22	6.10	5.67	5.71
EPS (Diluted) (6)	2.90	4.12	5.91	3.82	0.99	0.03	7.22	6.10	5.67	5.71

Note: (1) Source: All the financial information for listed industry peers mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the respective years / period to compute the corresponding financial ratios. Except for the Company and TPL Plastech Limited, the financial information is on a consolidated basis.

(1)EBITDA = Profit before tax + depreciation & amortization expense + finance cost.

(2)EBITDA Margin = EBITDA/ Total income.

(3)Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds.

(4)ROE = Net profit after tax /Total equity.

*(5)ROCE = Profit before tax and finance cost / Capital employed**

**Capital employed = Total Equity +Non-current borrowing + current Borrowing + Deferred Tax Liabilities – Intangible Assets*

(6)EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

Weighted average cost of acquisition

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities) There has been no issuance of Equity Shares or convertible securities, other than Equity Shares issued as mentioned below, during the 18 months preceding the date of this Prospectus, where such issuance 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 30 days.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Conside-ration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
04-02-2023	6,80,000	10	30	Preferential Allotment	Cash	39,80,000	3,98,00,000	1,36,00,000
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Nil	99,50,000	9,95,00,000	Nil

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

Other than as mentioned below, 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 certificate, 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.

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of Conside-ration	Percentage of Pre Issue Equity Share Capital (%)	Percentage of Post Issue Equity Share Capital (%)
Sadhanala Venkata Rao							
03-11-2022	Purchased from Tanmayee Reddy Sama 10,000 Equity Shares, Sama Ruchit Reddy 1,10,000 Equity Shares; Sneh Bajpai 7,80,000 Equity Shares; Anuj Bajpai 1,80,000 Equity Shares	10,80,000	10	10	Cash	10.85%	7.74%
D Srinivasa Reddy							
03-11-2022	Purchased from Tanmayee Reddy Sama 6,00,000 Equity Shares and Sama Ruchit Reddy 1,000	6,01,000	10	10	Cash	6.04%	4.31%
Viswa Prasad Sadhanala							
03-11-2022	Purchased from Anuj Bajpai	5,00,000	10	10	Cash	5.03%	3.58%

Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)

Weighted average cost of acquisition of primary / new issue as per paragraph above.	3.07
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph above.	10.00

The Issue Price will be 3 times of the face value of the Equity Shares. The Issue Price of ₹ 30 has been determined by our Company in consultation with the Lead Manager. Our Company, in consultation lead manager, is justified of the Issue Price in view of the above qualitative and quantitative parameters.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO VILIN BIO MED LIMITED AND IT'S SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,
The Board of Directors
Vilin Bio Med Limited
Sy.No.115/GF/J, Hanumanji Colony,
Brig Sayeed Road, Bowempally,
Secunderabad – 500003, Telangana

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to Vilin Bio Med Limited ('the Company") and its shareholders prepared in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') as amended by the Finance Act, 2023 (i.e. applicable to Financial Year 2023-24 relevant to Assessment Year 2024-25), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

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

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 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 for your information and for inclusion in this Draft Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For M/s. PPKG & Co.,
Chartered Accountants
Firm Registration No.: 0009655S

Girdhari Lal Toshniwal
(Partner)
Membership No.205140
UDIN: 23205140BGUNHE1689
Date: March 27, 2023
Place: Hyderabad

Annexure

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

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2023-24.

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

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

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

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

SECTION V: ABOUT THE COMPANY
INDUSTRY OVERVIEW

The information in this section has been extracted from reports publicly available documents and information, including, but not limited to, materials issued or commissioned by the Government of India and certain of its ministries, trade and industry-specific publications and other relevant third-party sources.

Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. While the Company has exercised reasonable care in relying on such government, industry, market and other relevant data in this document, it has not been independently verified by the Company or any of its advisors, nor the Lead Manager or any of its respective advisors, and should not be relied on as if it had been so verified.

Indian Economy Overview
Source: https://www.ibef.org/economy/indian-economy-overview

INTRODUCTION

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially 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, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. 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.

MARKET SIZE

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

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India’s trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US$ 1 trillion by 2030.

ROAD AHEAD

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

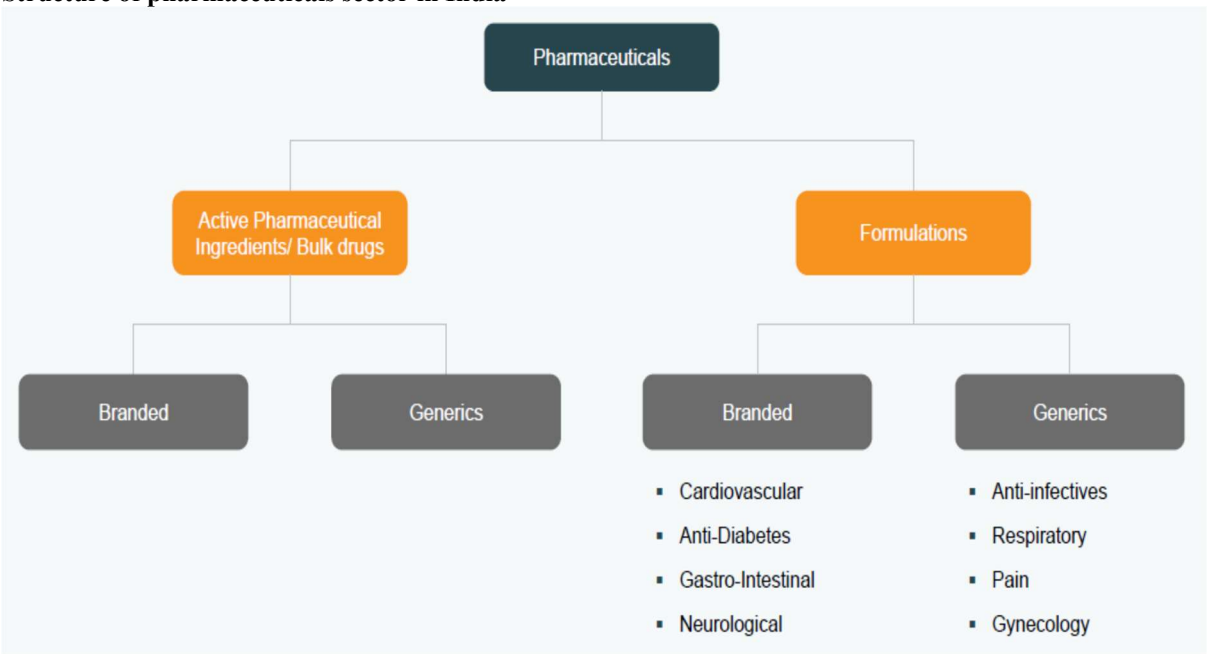
Indian Pharmaceutical Industry
Source: https://www.ibef.org/industry/pharmaceutical-india

INTRODUCTION

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has the most number of pharmaceutical manufacturing facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Presently, over 80% of the antiretroviral drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian pharmaceutical firms. India is rightfully known as the "pharmacy of the world" due to the low cost and high quality of its medicines.

Structure of pharmaceuticals sector in India



Important segments in Indian pharmaceutical sector
Source: IBEF, Pharmaceuticals, November 2022

2. CONTRACT RESEARCH AND MANUFACTURING SERVICES (CRAMS)

- Contract Research and Manufacturing Services (CRAMS).
- Fragmented market with more than 1,000 players.
- CRAMS industry has posted 48% CAGR between FY15-18 and expected to witness a strong growth over 25% over 2018-21.

3. BIOSIMILAR

- The Government plans to allocate US$ 70 million for local players to develop Biosimilar.
- The domestic market is expected to reach US$ 35 billion by 2030.

1. ACTIVE PHARMACEUTICAL INGREDIENTS (APIS)

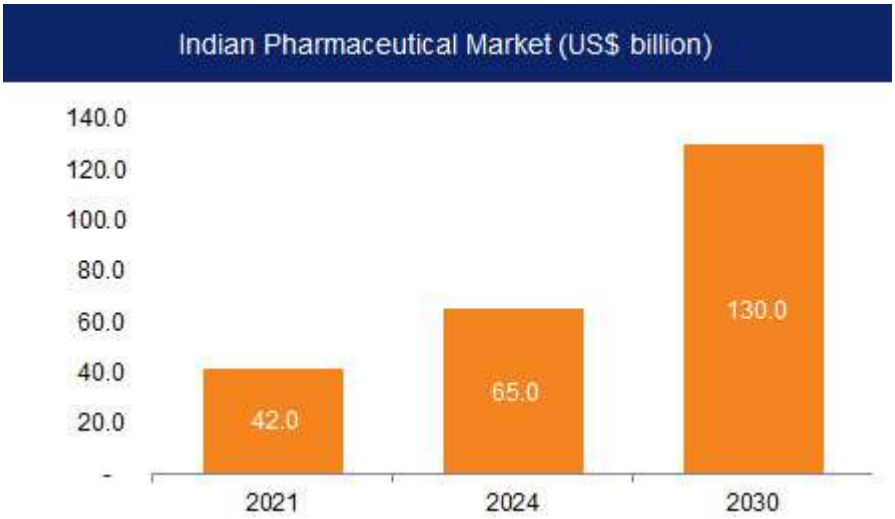
- Domestic API consumption is expected to reach US$ 18.8 billion by FY22.
- In April 2019, a high-level task force was constituted to create a roadmap for increasing domestic production of APIs. It's exports for FY21 stood at US$ 4.3 billion.
- In 2021, the government had approved a US$ 955 million production-linked incentive (PLI) scheme to encourage domestic production of important starting materials, pharmacological intermediates and APIs.

4. FORMULATIONS

- Largest exporter of formulations in terms of volume, with 14% market share and 12th in terms of export value.
- Double-digit growth is expected over the next five years.
- According to Allied Market Research, the Indian pharmaceutical packaging market was valued at US$ 1,434.1 million in 2020 and is expected to reach US$ 3,027.14 million by 2030, at a CAGR of 7.54%.

Source: [1] RNCOS, BMI, Datamonitor, Kemwell Biopharma, Chemical Pharmaceutical Generic Association, ICRA Report estimates, pharmanewsprwire.com

MARKET SIZE



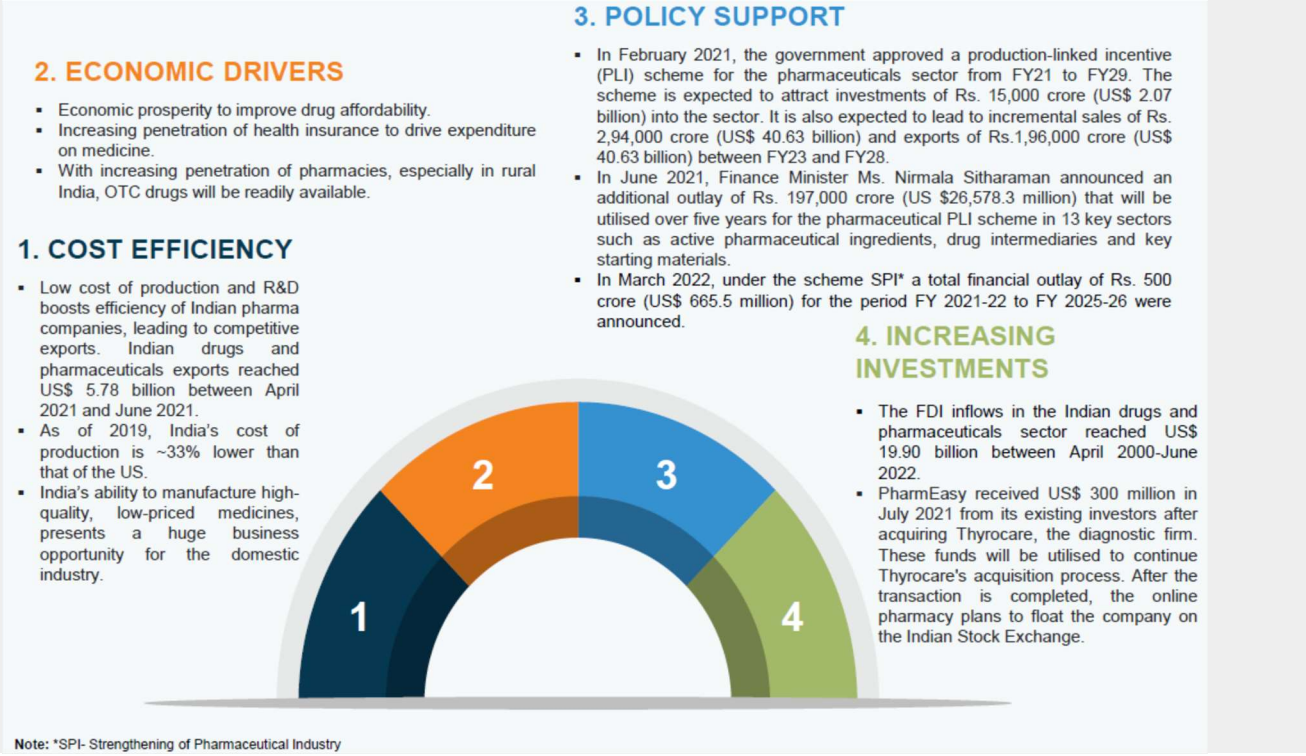
According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market stood at US$ 42 billion in 2021 and is likely to reach US$ 65 billion by 2024 and further expand to reach US$ 120-130 billion by 2030. India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US$ 70.2 billion in 2020 and is expected to reach US$ 150 billion by 2025. India's medical devices market stood at US$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US$ 50 billion. As of August 2021, CARE Ratings expect India's pharmaceutical business to develop at an annual rate of ~11% over the next two years to reach more than US$ 60 billion in value.

In the global pharmaceuticals sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian pharmaceutical sector is worth US$ 42 billion worldwide. In August 2021, the Indian pharmaceutical market increased at 17.7% annually, up from 13.7% in July 2020. According to India Ratings & Research, the Indian pharmaceutical market revenue is expected to be over 12% Y-o-Y in FY22.

EXPORTS

India is the 12th largest exporter of medical goods in the world. Indian drugs are exported to more than 200 countries in the world, with US being the key market. Generic drugs account for 20% of the global export in terms of volume, making the country the largest provider of generic medicines globally. Indian drug & pharmaceutical exports stood at US$ 24.60 billion in FY22 and US$ 24.44 billion in FY21. Indian drug & pharmaceutical exports stood at US$ 2,196.32 million in September 2022.

ADVANTAGE INDIA; Source: IBEF, Pharmaceuticals, November 2022



INVESTMENTS AND RECENT DEVELOPMENTS

The Indian Pharmaceuticals industry plays a prominent role in the global pharmaceuticals industry. India ranks third worldwide for production by volume and 14th by value.

In this regard the sector has seen a lot of investments and developments in the recent past.

- The FDI inflows in the Indian drugs and pharmaceuticals sector reached US$ 19.90 billion between April 2000-June 2022.
- The Indian drugs and pharmaceuticals sector received cumulative FDIs worth US$ 19.41 billion between April 2000-March 2022.
- The foreign direct investment (FDI) inflows in the Indian drugs and pharmaceuticals sector reached US$ 1,414 million between in FY 2021-22.
- The Indian pharmaceutical industry generated a trade surplus of US$ 15.81 billion in FY22.
- Medical Device industry is expected to reach US$ 50 billion by 2030 growing at a CAGR of 15%.

GOVERNMENT INITIATIVES

- Some of the initiatives taken by the Government to promote the pharmaceutical sector in India are as follows:
- As per the Union Budget 2022-23:
    - Rs. 3,201 crore (US$ 419.2 million) has been set aside for research and Rs. 83,000 crore (US$ 10.86 billion) has been allocated for the Ministry of Health and Family Welfare.
    - Rs. 37,000 crore (US$ 4.83 billion) has been allocated to the 'National Health Mission'.
    - Rs. 10,000 crore (US$ 1.28 billion) has been allocated to Pradhan Mantri Swasthya Suraksha Yojana.
    - The Ministry of AYUSH has been allocated Rs. 3,050 crore (US$ 399.4 million), up from Rs. 2,970 crore (US$ 389 million).
- In March 2022, under the Strengthening of Pharmaceutical Industry (SPI) Scheme, a total financial outlay of Rs. 500 crore (US$ 665.5 million) for the period FY 2021-22 to FY 2025-26 were announced.
- India could restart deliveries of COVID-19 shots to global vaccine-sharing platform COVAX in November-December 2021 for the first time since April 2021. The World Health Organization (WHO), which co-leads COVAX, has been pushing India to resume supplies for the programme, particularly after it sent ~4 million doses to neighbours and allies in October 2021.
- In November 2021, PM Mr. Narendra Modi inaugurated the first Global Innovation Summit of the pharmaceuticals sector. The summit will have 12 sessions and over 40 national and international speakers deliberating on a range of subjects including regulatory environment, funding for innovation, industry-academia collaboration and innovation infrastructure.
- In August 2021, Union Health Minister, Mr. Mansukh Mandaviya announced that an additional number of pharmaceutical companies in India are expected to commence manufacturing of anti-coronavirus vaccines by October-November 2021. This move is expected to further boost the vaccination drive across the country.
- In June 2021, Finance Minister Ms. Nirmala Sitharaman announced an additional outlay of Rs. 197,000 crore (US $26,578.3 million) that will be utilised over five years for the pharmaceutical PLI scheme in 13 key sectors such as active pharmaceutical ingredients, drug intermediaries and key starting materials.
- To achieve self-reliance and minimise import dependency in the country's essential bulk drugs, the Department of Pharmaceuticals initiated a PLI scheme to promote domestic manufacturing by setting up greenfield plants with minimum domestic value addition in four separate 'Target Segments' with a cumulative outlay of Rs. 6,940 crore (US$ 951.27 million) from FY21 to FY30.
- In May 2021, under Atmanirbhar Bharat 3.0, Mission COVID Suraksha was announced by the Government of India to accelerate development and production of indigenous COVID vaccines. To augment the capacity of indigenous production of Covaxin under the mission, the Department of Biotechnology, Government of India, provided financial support in the form of a grant to vaccine manufacturing facilities for enhanced production capacities, which is expected to reach >10 crore doses per month by September 2021.

ROAD AHEAD

The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot. Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The National Health Protection Scheme, which aims to offer universal healthcare, the ageing population, the rise in chronic diseases, and other government programmes, including the opening of pharmacies that offer inexpensive generic medications, should all contribute to boost the Indian pharmaceutical industry. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

COVID-19 fightback from the Indian pharmaceuticals sector
Source: IBEF, Pharmaceuticals, November 2022

2. R&D RELATED TO COVID-19

- In May 2021, the Government of India invited R&D proposals on critical components and innovations in oxygen concentrators by June 15, 2021.
- In May 2021, the Drugs Controller General of India cleared applications from five pharmaceutical companies to manufacture anti-fungal drug Amphotericin B used to treat mucormycosis or black fungus.
- In April 2021, the Department of Biotechnology, Ministry of Science & Technology, approved additional funding towards clinical studies for India's 'first-of-its-kind' mRNA-based COVID-19 vaccine, HGCO19, developed by Pune-based Gennova Biopharmaceuticals Ltd.

3.GOVERNMENT INITIATIVES

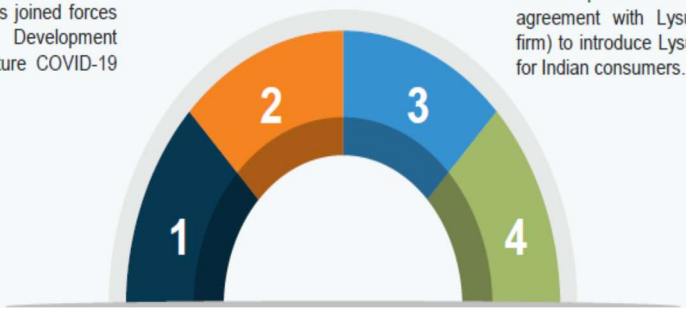
- In November 2021, PM Mr. Narendra Modi inaugurated the first Global Innovation Summit of the pharmaceuticals sector. The summit will have 12 sessions and over 40 national and international speakers deliberating on a range of subjects including regulatory environment, funding for innovation, industry-academia collaboration and innovation infrastructure.
- In April 2021, the Union Government agreed/decided to streamline and fast-track the regulatory system for COVID-19 vaccines that have been approved for restricted use by the US FDA, EMA, UK MHRA, PMDA Japan or those listed in the WHO Emergency Use Listing (EUL). This decision is likely to facilitate quicker access to foreign vaccines by India and encourage imports.

1. COLLABORATIONS

- In August 2021, Glenmark collaborated with SaNOtize to introduce spray for COVID-19 treatment in India and other Asian markets.
- In July 2021, five of India's largest pharmaceutical companies participated in an outpatient trial of the investigational oral antiviral medication, Molnupiravir, to treat moderate COVID-19.
- In July 2021, BDR Pharmaceuticals joined forces with Defence Research and Development Organisation (DRDO) to manufacture COVID-19 drugs in India.

4. INDIAN PLAYERS GLOBAL EXPOSURE

- In February 2021, the Russian Ministry of Health allowed Glenmark Pharmaceuticals to market its novel fixed-dose combination nasal spray in Russia.
- In August 2021, Uniza Group, an Ahmedabad-based pharmaceutical firm, signed an agreement with Lysulin Inc. (an US-based firm) to introduce Lysulin, a nutritional product for Indian consumers.



OUR BUSINESS

Following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page 16 of the Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Information' and chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 16, 121 and 145, respectively, of the Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of the Prospectus, all references to "we", "us", "our" and "our Company" are to Vilin Bio Med Limited and Group Entities as the case may be.

Overview

Our Company is engaged in domestic business of manufacturing Pharmaceuticals products and the Manufacturing Unit is located in Roorkee, in the State of Uttarakhand. In order to maintain our competitiveness and to further the cause of Healthcare, our Company has laid a R&D Foundation and state of the art Manufacturing Facility in Roorkee. Our Sales Strategy is to sell our products in bulk to Pharmaceuticals Manufacturers, Marketers and Traders, who in turn provide the channel for sales to customers. Our products are primarily used by other pharmaceutical companies and traders, who ultimately will market it to the distributors and retail customers. We do not sell our products under any brand name. Following are our major products (manufacturing dosage forms):

- Oral Liquid (Syrups/Suspensions/Dry Powders (βeta & Non βeta-Lactam)
- Tablets & Capsules (βeta & Non βeta-Lactam) .
- External Preparations

Our Promoters, Mr. Sadhanala Venkata Rao, Mr. Viswa Prasad Sadhanala, Mr. D. Srinivasa Reddy, and Mr. Anuj Bajpai are actively involved in the day-to-day business. Our Promoters are the guiding force behind the Strategic Decisions of our Company. Their Industry Knowledge and understanding of the current market situation enables us to improve our geographic horizon and market presence.

Segment and geographical revenue distribution

Rs. Lakhs

FY 2022-23 (for 9 months)					
Segment	**Geographical**				
	South	**North**	**West**	**Centre**	**Total**
Tablet	171.50	326.90	61.60	53.90	613.90
Capsules	53.20	124.35	18.96	16.61	213.12
Ointment, Dry Syrup &others	2.73	52.90	9.93	8.70	74.26
Total	**227.43**	**504.15**	**90.50**	**79.21**	**901.29**

Rs. Lakhs

FY 2021-22					
Segment	**Geographical**				
	South	**North**	**West**	**Centre**	**Total**
Tablet	350.30	334.24	66.32	3.22	754.08
Capsules	69.52	79.51	13.20	0.64	162.87
Ointment, Dry Syrup &others	94.87	90.78	18.01	0.87	204.54
Total	**514.70**	**504.54**	**97.53**	**4.73**	**1121.49**

Rs. Lakhs

FY 2020-21		
Segment	**Geographical**	

	South	North	West	Centre	Total
Tablet	279.00	450.00	68.00	7.00	804.00
Capsules	55.00	89.00	14.00	1.00	159.00
Ointment, Dry Syrup &others	76.00	112.00	19.00	1.52	208.52
Total	**410.00**	**651.00**	**101.00**	**9.52**	**1171.52**

FY 2019-20

(Rs. in Lakhs)

Segment	South	North	West	Centre	Total
Tablet	401.10	444.12	420.34	-	1,265.56
Capsule	100.41	94.16	101.07	-	295.64
Ointments, Dry syrups others	38.33	28.93	52.83	-	120.09
Total	**539.84**	**567.21**	**574.24**	**0.00**	**1,681.29**

Our locational presence:

Registered Office: Sy. No. 115, Opposite Sub - Registrar's Office, Hanumanji Colony, Old Bowenpally, Secunderabad – 500009, Telangana, India

Manufacturing Unit: Kasara.No. 85, Madhopur, Hazratpur, Roorkee, Haridwar, Uttarakhand, India

Our Product Profile

Our products can be classified in following categories:

a. Solid Oral Dosage form (βeta & Non βeta-Lactam).
b. Oral Liquids.
c. External Preparations.
d. Dry Powders

Our major products include the following:

- Cefixime-200mg+Lactic Acid Bacillus -60ms
- Cefixime -200mg+Oflixacin-200mg+Lactic Acid Bacillus- 60ms
- Azithromycin -250/500mg+Lactic Acid Bacillus -60ms
- Sulmtmicilline-375mg
- Aceclofenac-100mg+Paracetamol -325mg+serratiopeptidase -15mg
- Citicolin Sodium-500mg+Piracetam-800mg
- Metformine -500/1000mg+Glimepride-1/2/3/4mg+Voglibose -0.2mg/0.3mg
- Pregabaline -75mg+Nortriptylline -10mg+Methylcobalamine -1500mcg
- Gabapentin -300mg+Methylcobalamine -500mcg
- Diclofenac Sodium -1%w/w
- Thiocolchicoside -0.125%w/w
- Linseed oil-3%w/w
- Menthol -5%w/w
- Methyl salcilate-10%w/w

Our Competitive Strengths

Experienced Management and Dedicated Employee Base

Our Management team has requisite knowledge of the Pharmaceutical Manufacturing Sector to deal, manage the operational issues, Business Strategies and market challenges.

Our workforce includes experienced senior executives, many of whom have been associated with us for a long time.We believe that our management team and other key management personnel are well qualified and have requisite industry expertise, and that they have been responsible for our Company's operational growth.

Quality Assurance

We believe in quality manufacturing and aim to deliver qualitative products to the satisfaction of customers. We have an in-house testing laboratory in the manufacturing unit itself, to test our products. Our finished product passes quality checks to ensure compliance with applicable domestic as well as international quality standards. Our in-house testing laboratory regulates and monitors the quality of the products as per the requirements of the customers as well.

Our Business Strategy

Our key strategic initiatives are described below:

Improve Production Capacity

Currently, our Company is operating at approximately 30% capacity utilization. This gives our Company a tremendous room for a growth to utilize the rest of the 70% capacity. Scaling production to its optimum manufacturing capacity to leverage economies of scale will reduce overall operational costs and add to the margins.

Continue to focus on Operational Efficiency

We intend to achieve operational efficiency in terms of cost and production. Our Manufacturing Facilities and process are fully integrated with multi-purpose operational and scale-up abilities. We have adopted manufacturing standards to achieve Standardised Product Quality for all our markets. Quality Control and Quality Assurance are our key focus areas in the Manufacturing Process. Each product is released with consistent high quality to meet the regulatory standards.

Enhancing Customer Base

Our Company is Customer satisfaction-oriented Company and strives to maintain good relationship with the customers. We continuously strive to increase the sales in the existing states and customers. However, we aim at widening our distribution network to enhance our geographical presence and consequently our customer base.

OUR PRODUCTION PROCESS

Our production process include the following:

Oral Liquids

ORAL LIQUID means a composition intended for oral administration to a patient comprising any of (i) a liquid solution, (ii) a solid-in-liquid suspension, and (iii) a powder or other solid formulation intended to be reconstituted into a liquid solution or a solid-in-liquid suspension. Liquid manufacturing is not a complex process. Most of liquids is prepared in Sugar syrup base except sugar free liquids. Sugar grade and quality should be high. Water used for making syrup is De-mineralized water for prevention of any reaction to mineral present in water with ingredients used for preparation.
Section Required:

- Washing Section
- Sugar Mixing Section
- Storage Section
- Filling and Sealing Section
- Labeling and Packaging Section

Machinery Used:

- Mixing and Storage Tanks (Stainless Steel)
- Jacketted Kettle / Stainless Steel Tank (steam, gas or electrically heated)
- Portable Stirrer (electrically operated)
- A Colloid Mill or suitable Emulsifier (electrically operated)
- Suitable Filtration Equipment (electrically operated)
- Semi-Automatic/Automatic Bottle Filling Machine

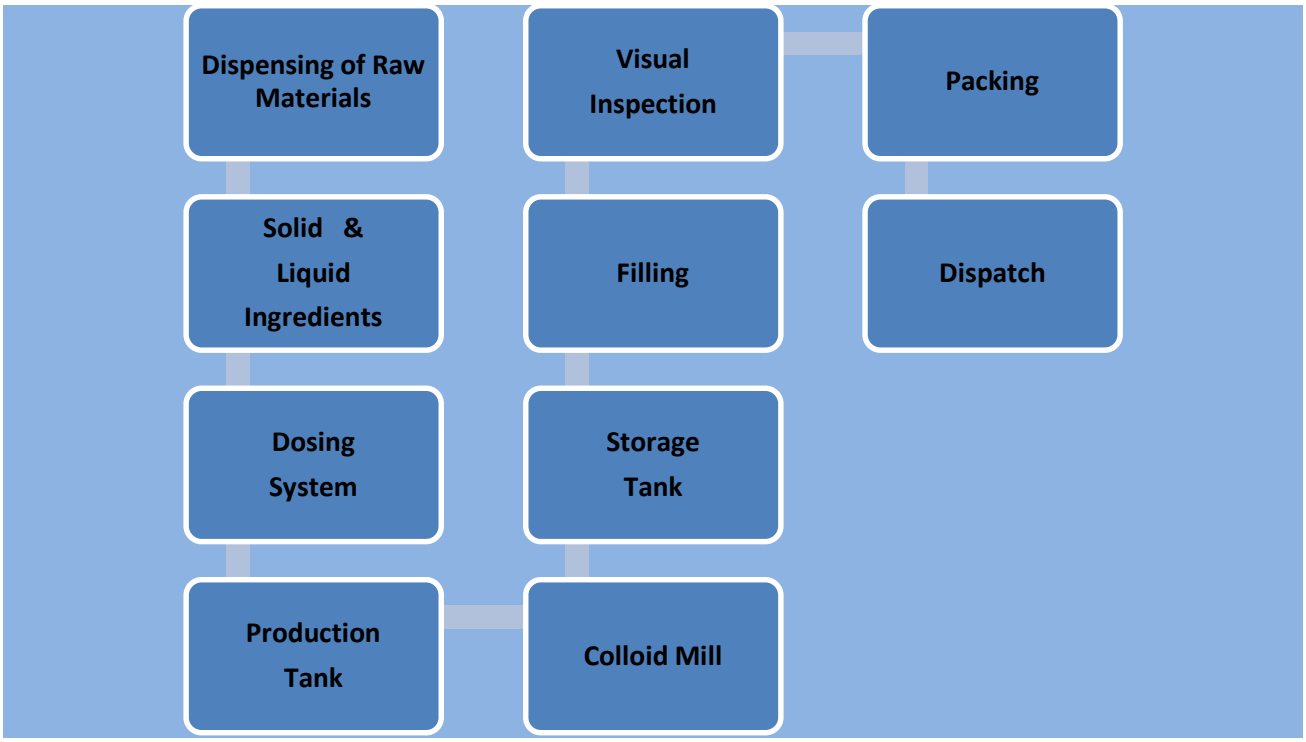
- Pilfer Proof Cap Sealing Machine.
- Water Distillation Unit or De-ioniser
- Clarity Testing Inspection Units.

Process should be conducted in hygienic conditions under good manufacturing practice. You have to be careful about temperature and pH of Liquid for stability and homogeneous throughout shelf-life of preparation.

Procedure of Liquid Manufacturing:

- Dispensing: Accurately weigh Sugar, active ingredients, and other excipients.
- Take D.M. water in sugar melting vessel.
- Sugar grading and sieving
- Transfer sugar into vessel containing D.M. water and mix
- Heating of vessel with continuous stirring for mixing of sugar in DM water for syrup base
- After preparation of syrup base, filter it to remove impurities from it.
- After filtration transfer again it in sugar melting vessel and add active ingredients & other excipients.
- Mixed it by stirrer and high-speed homogenizer with heating
- Then leave it for cooling purpose with continuous stirring.
- Filter it and transfer it to storage tank (With Stirring).
- Passed it through colloid mill for homogeneous mixing
- Transfer it to floating tank of filling machine by transfer pump system.
- Fill liquid into bottles of your choice i.e. 100 ml/200 ml/500 ml etc.
- Place cap to the neck of bottle and sealed it.
- Send sealed bottle for labeling and packaging purpose

Flow Chart for Manufacturing Process of Suspensions:



Manufacturing Flow Chart and IPQC Test Of SUSPENSION

1. A Suspension is a heterogeneous mixture in which the solute particles do not dissolve but get suspended throughout the bulk of the solvent, let floating around freely in the medium. A Pharmaceutical Suspension is a coarse dispersion in which internal phase (therapeutically active ingredient) is dispersed uniformly throughout the external phase.

2. Based on general classes - □ Oral suspension (eg: Paracetamol Suspension Antacids, Tetracycline) □ Externally applied suspension (eg: Calamine Lotion). □ Parenteral Suspension (eg: Procaine Penicillin G-Insulin Zinc Suspension C) Based on electrokinetic nature of solid particle □ Flocculating- □ Deflocculating-

3. Based on Size of Solid Particles – □ Colloidal Suspensions (< 1 micron) -Suspensions having particle sizes of suspended solid less than about 1micron in size are called as Colloidal Suspensions. □ Coarse suspensions (>1 micron) - Suspensions having particle sizes of greater than about 1micron in diameter are called as coarse suspensions. □ Nanosuspensions- Suspensions are the biphasic colloidal dispersions of nanosized drug particles stabilized by surfactants. Size of the drug particles is less than 1mm.

4. Advantages- □ Suspension can improve chemical stability of certain drug. Eg. Procaine Penicillin G. □ Drug in suspension exhibits higher rate of bioavailability than other dosage forms. □ Solution > Suspension > Capsule > Compressed Tablet > Coated Tablet ¾ Duration and onset of action can be controlled. Eg: Protamine Zinc- Insulin Suspension. □ Suspension can mask the unpleasant / bitter taste of Drug. Eg: Chloramphenicol.

5. The formulation of a suspension depends on whether the suspension is flocculated or deflocculated. □ Three approaches are commonly involved- 1. Use of structured vehicle 2. Use of controlled flocculation 3. Combination of both of the methods

6. Structured Vehicles are also called thickening or suspending agents. □ They are aqueous solutions of natural and synthetic gums. □ These are used to increase the viscosity of the suspension. □ It is applicable only to deflocculated suspensions. Eg: Methyl Cellulose, Sodium Carboxy Methyl Cellulose, Acacia, Gelatin and Tragacanth □ These Structured Vehicles entrapped the particle and reduces the sedimentation of particles. Thus, the use of deflocculated particles in a structure vehicle may form solid hard cake upon long storage.

7. Too high viscosity is not desirable as: a) It causes difficulty in pouring and administration. b) It may affect drug absorption since they adsorb on the surface of particle and suppress the dissolution rate. □ Structured vehicle is not useful for Parenteral Suspension because they may create problem in syringe ability due to high viscosity.

8. Controlled Flocculation of particles is obtained by adding Flocculating Agents, which are: (1) Electrolcytes (2) Surfactants (3) Polymers.

9. Wetting Agents - They are added to disperse solids in continuous liquid phase. □ Flocculating Agents- They are added to floc the drug particles. □ Thickeners - They are added to increase the viscosity of suspension. □ Buffers and pH adjusting agents -They are added to stabilize the suspension to a desired pH range. □ Osmotic Agents - They are added to adjust osmotic pressure comparable to biological fluid. □ Coloring Agents - They are added to impart desired color to suspension and improve elegance. □ Preservatives - They are added to prevent microbial growth. □ External liquid vehicle They are added to construct structure of the final suspension.

10. Step 1: Suspensions are prepared by grinding (or) levigating the insoluble materials in the mortar to a smooth paste with a vehicle containing the wetting agent. Step 2: All soluble ingredients are dissolved in same portion of the vehicle and added to the smooth paste to Step-1 to get slurry. Step 3: The slurry is transformed to a graduated cylinder; the mortar is rinsed with successive portion of the vehicle. Step 4: Decide whether the solids are Suspended in a Structured Vehicle, Flocculated , and then Suspended. Add the vehicle containing the Suspending Agent (or) Flocculating Agent. Step 5: Make up the dispersion to the final volume. Thus, Suspension is prepared.

11. In Process Quality Control Test of Suspension

12. IPQC stands for IN PROCESS QUALITY CONTROL . These are checks that are carried out before the Manufacturing Process is completed. The function of In-process Controls is monitoring and if necessary adaption of the Manufacturing Process, in order to comply with the specifications. This may include control of equipment and environment too. In-process Materials should be tested for identity, strength, quality, and purity as appropriate and approved or rejected by the Quality Control Unit during the Production Process. Rejected in- process materials should be identified and controlled under a quarantine system designed to prevent their use in manufacturing. Written procedure should be established and followed that describe the In-process Controls and tests as specified.

13. Visual inspection- □ With visual inspection the API and final products are carefully examined for purity and for appearance. □ Physical appearance of products are critical for the product acceptability to the patients. 2. Color,

odour, taste- Those are very important IPQC tests for suspension as changes in color, odour and taste indicates chemical instability.

14. Density Measurement - Density Measurement is very important for suspension. Decrease in density indicates that entrapped air is there in the structure of the suspension. It can be measured by hydrometer.

15. pH Values - pH of the suspension is checked to maintain the stability as well as formulation characteristics. So pH of the different vehicles, phases of suspension before and after mixing, pH should be checked time to time to monitor optimum pH. It can be checked using pH meter or pH paper.

16. Clarity Testing – Clarity Testing is carried out to check whether any particulate is there in the formulation or not. This Test is carried out to ensure that there will be no problem during the suspension filling during the Manufacturing Process.

17. Sedimentation Volume – The Suspension Formulation (50 ml) is poured into separate measuring cylinder 100 ml and Sedimentation Volume is read after 1, 2, 3, 7 days interval for 12 weeks. Triplicate Results are obtained for each preparation. Sedimentation volume is calculated using the formula F=Vu/Vo Where F = Sedimentation Volume, Vu = Ultimate volume of Sediment, Vo = Initial volume of Total Suspension.

18. It provides information about the settling behaviour. The arrangements of the vehicle and the particles structural features. Brookfield viscometer is used to study the viscosity of the suspension. Electrokinetic Method - Zeta potential can be measured by Zeta Plus and Microelectrophoresis apparatus. -It shows stability of a disperse system by applying EMF which propels Zeta Particles (+/-). -approximately 1 ml of suspension was transferred to plastic cuvette using a pipette and diluted with distilled water. -25◦ C and Refractive Index 1.33 is set. The Zeta Potential of the sample was measured on day 0, 7, 14, 21 and 28th day Post-Formulation.

19. Determine the content of the active ingredients of each of 10 containers taken at random using any suitable analytical method. The preparation complies with the test if the individual values that obtained thus are all between 85 to 115 percent of the average value. The preparation fails to comply the test if any one individual lies outside 75 to 125 percent of the average value or more than one of the individual lies outside the range 75 to 125 percent of the average value.

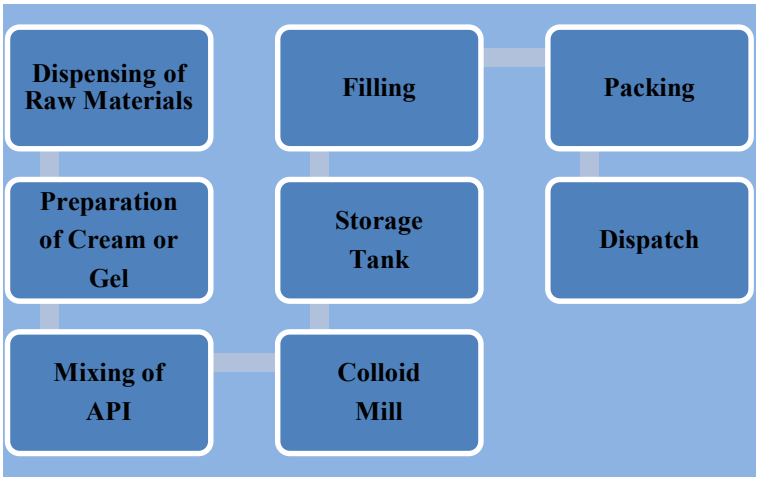
20. The stability of the suspension depends on the particle size distribution with respect to time of the dispersed phase. A change in particle size can be measured by Microscopy or Coulter Counter Method. Photomicroscopic Technique is also a important tool for this. By attaching Polaroid camera with photo microscopes , a rapid processing of photomicrographs of the suspension can be achieved.

21. If the particles in the Suspension settle, they should be easily dispersed by application of shaking. For maintaining the consistency and stability, this is a very important IPQC Test.

External Preparations

Ointments along with similar products like Creams, Lotions, Gels or Pates are certain formulations primarily designed to be applied to the skin.

<u>Flow Chart for Manufacturing of External Preparations:</u>



This process consists of the following steps:

1. In this process, first water is heated in a container; then wax components are added in the same container. They are stirred and heated together. After that, the drug components are also introduced in the same container, and heating and stirring are continued. The Planetary Mixer is used to help the thorough mixing.

2. The material is transferred to the storage vessel passing through a colloid mill for the reduction of particle size as well as for the proper homogenization of the product. The storage vessel will have a heating system and wheels for movement.

3. The next procedure is same. The material is heated in the storage vessel to make sure easy transport to the filling machine. The Metering Pump is used for the transportation. Triple Roller Mill helps in removing extra liquid content from the final product.
4. The procedure for filling, sealing, and packing the tubes is also the same as discussed before in the Automatic Process.

5. The vessels and containers used in the process are washed and cleaned. And here we go, our ointment tubes are ready to rock on the market.

Manufacturing processes of Solid Oral Dosage forms (Beta Lactam and Non-Beta Lactam)

The Solid Oral Dosages can be categorized into three sub-categories:

- Tablets
- Capsules
- Ointments, Dry Powder etc.

We manufacture solid oral Dosage Forms in the form of Tablets & Capsules. The total sequence of operations followed from the issuance of Batch Manufacturing Record (BMR)up to the final release of the batch is enclosed. For the purpose of identification of equipment / machinery / containers are appropriately labelled to identify the stage of process.

Our Company usually quarantines all type of products/items prior to moving for next stage of process. There is separate room in both the factories namely 'Quarantine Area' where the relevant products or unprocessed items are quarantined. In case of Tablets, the materials are quarantined after granulation, compression, coating and final packing operations for clearance from Q.A. Department before pursuing the next stage of process. There is difference in terms of period of quarantine for each product/item. For example, In case of Capsule, the materials are quarantined after mixing, filling and final packing operation for clearance from Quality Assurance Department before pursuing the next stage of process.

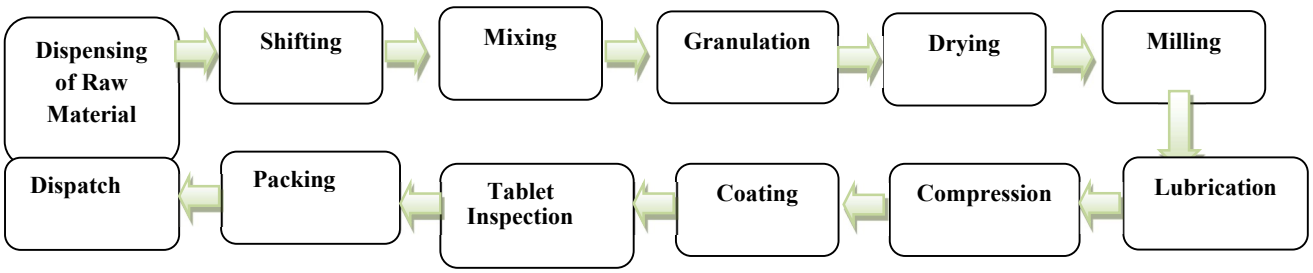
Containers are labelled as 'UNDER TEST' with details such as name, code number, quantity, no of containers, manufacturer's name, material code no, and material is then quarantined.

Samples are drawn as per sampling plan and tested in detail as per specifications by quality control department. On completion of tests Q.C. decides whether the material is approved or rejected and accordingly if materials is approved, 'APPROVED' labels are affixed and material is transferred to 'Approved Material' storage area.

The following are diagrammatical representations of the Manufacturing Processes for different products done in our

Company:

Flow Chart for Manufacturing Process of Tablets:



Dispensing of Raw Materials

Dispensing the right materials to the right batches prior to the Manufacturing Process is a key activity in Life Sciences and other Process Industries. The process is critical when working with potent Active Pharmaceutical Ingredients (APIs) in Drug Manufacturing.

Shifting

Separation of mass composition of solids and liquids is done by grading machines, and they are separated as per the particle size of the raw material.

Mixing

Mixing of Pharmaceutical Powder is a Unit Operation that serves to make two or more components uniformly distributed in the powder bed. In most cases, Solid Dosage Forms contain more than one component.

Granulation

Granulation, the process of particle enlargement by agglomeration technique, is one of the most significant unit operations in the production of Pharmaceutical Dosage Forms, mostly Tablets and Capsules. Granulation process transforms fine powders into free-flowing, dust-free granules that are easy to compress.

Drying

Drying is the process of removing the presence of solvents (i.e. water or other liquids) in a Formulation with the presence of heat. The final product of this unit operation is a dry solid mass or powders.

Milling

Milling involves the application of mechanical energy to physically break down coarse particles to finer ones and is regarded as a “top–down” approach in the production of fine particles.

Lubrication

Lubricants are agents added in small quantities to Tablet and Capsule Formulations to reduce the friction and improve certain processing characteristics.

Compression

Direct compression (DC) is the most straight forward manufacturing option, with the fewest manufacturing steps, making it the easiest to control and least expensive. The direct compression Tablet process uses two primary process steps: blending the API with excipients and compressing the Finished Tablets.

Coating

Coating is a process by which an essentially dry, outer layer of coating material is applied to the surface of a Dosage Form

in order to confer specific benefits that broadly ranges from facilitating product identification to modifying drug release from the Dosage Form.

Tablet Inspection

Specifically, visual inspection detects cosmetic defects—such as scratches, inclusions, and dents—in a container as well as evaluates the colour, fill level, and identifies the presence of particles within the drug product.

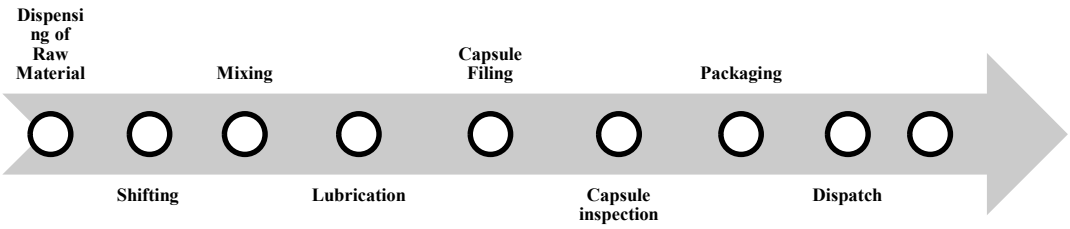
Packaging

Packaging is the process by which the Pharmaceuticals are suitably placed so that they should retain their therapeutic effectiveness from the time of their packaging till they are consumed.

Dispatch

Products are dispatched to the Customers as per their requirements.

Flow Chart for Manufacturing Process of Capsules:



Dispensing of Raw Materials

Dispensing the right materials to the right batches prior to the Manufacturing Process is a key activity in Life Sciences and other Process Industries. The process is critical when working with potent Active Pharmaceutical Ingredients (APIs) in Drug Manufacturing.

Shifting

Separation of mass composition of solids and liquids is done by grading machines and they are separated as per the particle size of the raw material.

Mixing

Mixing of Pharmaceutical powder is a unit operation that serves to make two or more components uniformly distributed in the powder bed. In most cases, Solid Dosage Forms contain more than one components.

Lubrication

Lubricants are agents added in small quantities to Capsule Formulations to reduce the friction and improve certain processing characteristics.

Capsule Filling

Encapsulators or Capsule Fillers are used to fill empty Capsules made of Gelatin with powders, granules, semi- solids, liquids substances, etc. These ingredients comprise Active Pharmaceutical Ingredients or a mixture of active drug substances and excipients.

Capsule Inspection

Specifically, visual inspection detects cosmetic defects such as scratches, inclusions, and dents in a container as well as evaluates the colour, fill level, and identifies the presence of particles within the drug product.

Packaging

Packaging is the process by which the Pharmaceuticals are suitably placed so that they should retain their therapeutic effectiveness from the time of their packaging till they are consumed.

Dispatch

Products are dispatched to Customers as per their requirements.

Manufacturing process of the Solid Oral Dosage form (βeta & non βeta-Lactam).

Solid Oral Dosage Forms (βeta & non βeta-Lactam):

Beta-Lactam are a group of medicines that are used to treat infections caused by some germs (bacteria and certain parasites). They do not work against infections that are caused by viruses. For example, the common cold or flu. There are various types of dosages in this group like Tablets, Capsules, and Dry Syrups for Oral Solution.

Antibiotics are normally prescribed for more serious bacterial infections, as many infections get better on their own. Correct use of antibiotics is absolutely essential to help reduce antibiotic resistance. Germs become resistant to antibiotics over time, which then makes them less effective. Normally these Drugs are expensive in compared to General Group of Solid Oral Dosage Forms.

Few Examples of the Antibiotic Drugs are Amoxicillin Capsules, Azithromycin Tablets, Ceftriaxone, Ampicillin and Cloxacillin Capsules.

Non-Beta-Lactam Products

This Group Medicines are generally used for General Diseases like cold, Flu, Fever, Anti Gastrological, Anti-Malarial, and several other Viral Infections. Our Company majorly manufactures Tablets and Capsules of this Group.

Few Examples of this Drugs are Paracetamol, Ciprofloxacin, Ofloxacin, Omeprazole, Fluconazole, Diclofenac etc.

Details about Dry Powders

A dry powder is a solid substance, composed of finely divided drugs with or without excipients and intended for internal or topical use. Although the use of medicated dry powder in therapeutics is limited , the use of the dry powder substance in preparation of the solid dosage form , i.e. tablets and capsules are extensive.

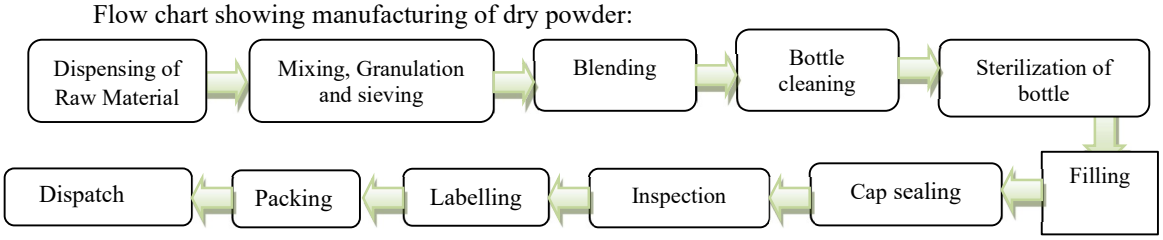
Dry Powder drug is blended with other powdered fillers and other pharmaceutical ingredients to fabricate solid dosage form such as tablets and capsules. They are dissolved or suspended in solvents or liquid dosage forms. Dry powders also used as solid in the preparation of medicated ointments and creams. Dry syrup form of drug shows improved bioavailability as compared to tablets and capsules as it is in the dispersed state at the time of administration. A reconstitutable suspension can offer several advantages such as maintenance of the chemical stability of the active compounds until reconstitution at the start of treatment. The same suspension can be easily administered to children of different ages by adjusting the volume to swallow. Many preparations like Amoxicillin trihydrate, Erythromycin ethyl succinate, Dicloxacillin sodium etc. are available as dry powder mixtures or granules that are intended to be suspended in water or some other vehicle before oral administration. Dry powder used bulky drugs with large dosages.

Manufacturing Process of Dry Powders:

Dry Powder processing involves direct compaction of either raw fine particles or Granular Powders in a rigid die. Common methods include Die Pressing, Cold Isostatic Pressing (CIP), Hot Pressing (HP), and Hot Isostatic Pressing (HIP).

Weighing & dispensing & drying of all the ingredients, sieving of all the ingredients in Mechanical Shifter and transferring of powder to mixer.

Flow chart showing manufacturing of dry powder:



Dispensing of Raw Materials

Dispensing the right materials to the right batches prior to the Manufacturing Process is a key activity in Life Sciences and other Process Industries. The process is critical when working with potent Active Pharmaceutical Ingredients (APIs) in Drug Manufacturing.

Mixing, Granulation and Sieving:

Mixing of Pharmaceutical Powder is a Unit Operation that serves to make two or more components uniformly distributed in the powder bed. In most cases, Solid Dosage Forms contain more than one component. Granulation, the process of particle enlargement by agglomeration technique, is one of the most significant unit operations in the production of Pharmaceutical Dosage Forms. The granulation process transforms fine powders into free-flowing, dust-free granules that are easy to compress.

Blending:
All the raw materials along with excipients are blended and mixed well in a double cone blender, then unloaded from the blender and send it to the filling line.

Bottle cleaning:
The purpose of a bottle washer is to remove particulate matter and microorganisms from the inside of bottles. The ovens or tunnels are used for depyrogenation of the bottles to reduce the quantity of endotoxins to an acceptable level.

Sterilization of bottles:
This process removes pyrogens, including bacterial endotoxins, from bottle surfaces. This process also known as Depyrogenation. There are several different ways to do so, including the common method of using dry heat, whereby the exposure to temperatures above 250°C destroys the pyrogens.

Filling: Product manufactured are filled in the bottles.

Cap Sealing: After filling the powder in the bottles, they are sealed through induction sealing machine with a cap.

Inspection: Specifically, visual inspection detects cosmetic defects such as scratches, inclusions, and dents in a container as well as evaluates the color, fill level, and identifies the presence of foreign particles within the drug product.

Labelling : The bottles are thoroughly labelled.

Packaging :Packaging is the process by which the Pharmaceuticals are suitably placed so that they should retain their therapeutic effectiveness from the time of their packaging till they are consumed.

Dispatch : Products are dispatched to the Customers as per their requirements.

END USE BASED ON PRODUCT CATEGORIES

Beta-Lactum Products

Beta-Lactam are a group of medicines that are used to treat infections caused by some germs (bacteria and certain parasites). They do not work against infections that are caused by viruses - for example, the common cold or flu. There are various type of dosages in this group like Tablets, Capsules, Injection and Dry Syrups for Oral Solution.

Antibiotics are normally only prescribed for more serious bacterial infections, as many infections get better on their own. Correct use of antibiotics is absolutely essential to help reduce antibiotic resistance. Germs become resistant to antibiotics over time, which then makes them less effective.

Normally these drugs are expensive in compared to general group of Solid Oral Dosage Forms.

Non-Beta-Lactam Tablets & Capsule Products

This group medicines are generally used for general diseases like Cold, Flu, Fever, Anti-gastrological, Anti-malaria, and several other viral diseases. Our Company majorly manufactures Tablets and Capsules of this Group.

Plant and Machinery

List of our major Plant and Machinery is as given below.

Department: Production

1. **Granulation Section**

1	Rapid Mixer Granulator
2	Fulid Bed Dryer
3	Multi Mill
4	Octagonal Blender
5	Mechanical Shifter

2. Compression Section

1	Compression-I
2	Compression-II

3. Coating Section

1	Coating Machine-I

4. Packing Section

1	Blister M/C (Rapid Pack)
2	Strip M/C-I

5. Capsule Section

1	Capsule Filling Machine (Semi-Automatic)
2	Sugar Melting Tank
3	Sugar Mfg Tank
4	Storage Tank
5	Filter Press M/C
6	Transfer Pump-I
7	Filling M/C
8	Bottle Cap Sealing M/C
9	Bottle Sealing M/C (Manual)

8. External Preparation Section

1	Heating Vessel Tank
2	Manufacturing Tank-I
3	Wax Vessel
4	Semi Tube Filling M/C

Department: Quality Control

1	Manual HPLC

2	UV Spectrometer
3	Karl Filtration
4	Disintegration Tester

Collaborations

We have not entered into any technical or other collaboration.

Infrastructure Facilities

The Manufacturing Facilities have been constructed with hard non-porous and non-shedding materials with smooth surfaces. Surfaces are painted with epoxy / polyurethane / suitable polymer paint to smooth and cleanable / washable finish. Flooring in solid oral area is made to smooth finish with Industrial hard Kota stones to withstand heavy-duty operations. Joints of the Kota stones are filled with epoxy resins. Drain points in the entire facility have been provided with a system to avoid back flow of water.

Utilities

Solid Oral Manufacturing Facilities have independent provision of various utilities on mezzanine floor made of concrete floorings. All HVAC systems, Purified water, Dust Extraction System, & Compressed Air supply are supplied at the Manufacturing / Processing / Filling Stations through Stainless Steel Pendants.

Power

Our Company has the necessary electricity connection from Uttarakhand Power Corporation Limited.

Water

Ground water is the source of raw water supply to the location. Raw water after chlorination and filtration is used as feed water for purified water system. The system involves passing of the feed water through activated charcoal filters followed by cation exchanger, weak base anion exchanger, De-gassor, strong base anion, UV Purifier, mix bed, exchangers and finally UV Purifier followed by filtration through 25-micron filter in sequence.

Raw Materials

While checking the quality of Raw Materials, we follow certain protocols and a checklist for safe and effective medicine.

The Raw Materials are used in our Manufacturing Process includes:

- Raw Material for Excipients, i.e. (starch, Talcum, Lactose, ISO Propyl Alcohol, MDC, PVPK 30, MCCP 101, MCCP 102, Aerosol, Sorbitol, PG, Glycerine, Cetostearyl Alcohol, Citric Acid, DCP).

- Raw Material for APIs i.e. (Metformin, Pregabalin, Gabapentin, Paracetamol, Aceclofenac, Glimepiride, Enterococci, Ferrous Ascorbate, Chlorzoxazone, Telmisartan, Citicoline Sodium, Piracetam, Deflazacort, Cefixime, Acebrophylline).

- Raw Materials for Packaging, i.e. (Pvc, Alu, Corrugated Shippers, Poly bags)

The following procedures are followed by us to ensure quality of Raw Materials:

- All the Raw Materials are procured from the approved vendors who are in compliances with the Central Drugs Standards Control Organisation (CDSCO).
- Raw Material Analysis, DSC Analysis, chemical tests, physical characterization, NMR testing, FTIR testing are carried out as per the SOP of the Company.
- The sampling of the Raw Materials is done in sync with the supporting SOP.
- All the Sampling Procedures, Tests, and other Quality Checks with the Raw Materials which are carried out with the protocol are recorded.
- Each Mechanism of Actions in Quality Checks are reviewed by experts.
- We ensure and check all equipment and instrumentation are clean and dry.

- The employees must wear correct garments.
- We check that scales and measures are calibrated and appropriate for the quantities being dispensed

We purchase and source the material only from approved suppliers and vendors. Choice of vendor is primarily based on quality considerations with other commercial considerations like Price, Delivery Period, Consistency in Quality. Raw Material and Packing Material are procured from suppliers who have sufficient technical knowledge.

Our Company is not importing any Raw Materials for the present operations.

Manpower

Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance.

The following is a department-wise break-up of our employees as on the date of the Prospectus:

Sr. No.	Category	Total
	Registered Office	
1	Management	3
2	Others	5
	Formulation Unit	
1	Production	30
2	Quality Control	06
3	Quality Assurance	03
4	Warehouse	05
5	Engineering & Utility	04
6	Personnel and Administration	05
	Total	**61**

Logistics

To ensure smooth functioning of our manufacturing operations, we need to maintain continuous supply and transportation of the raw materials required from the supplier to our manufacturing unit and transportation of our products from our unit to our customers. We are significantly dependent on third party transportation providers for the delivery of raw materials to us and delivery of our products to our customers. Mr. A. Venugopal, aged 45 years, an MBA from Osmania University with over 15 years of experience, is primarily responsible for taking care of Supply Chain Management including Identifying and procuring of Raw Materials from approved vendors, developing new vendors, commercial negotiation, dealing with transporters and overseeing the dispatches as per the delivery schedules and supply of the finished goods to the customers.

Competition

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of products. Currently, our business model is such that we have strong control over our product manufacturing because of regularization. But our Company may face stiff competition from domestic as well as global market as the dynamic changes. Some of our competitors may have greater resources than those available to us. While service quality, technical ability, performance records, etc. are key factors in client decisions among competitors, however, price is the deciding factor in most cases. Further, this industry is fragmented with many small and medium sized companiesand entities, which manufactures some of these products at various levels, which may adversely affect our business operation and financial condition. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Moreover, as we seek to diversify into new geographical areas, new territories, new emerging markets, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue.

IMPACT OF COVID-19

Since the onset of the COVID-19 pandemic in March 2020, our Company's operations have been minutely affected as our manufacturing units employees faced the threat of getting infected. In 2020, cases of the novel corona virus started rapidly

increasing in India, which led the Government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national, and global economies. The manufacturing units only operated at below regular capacities because of manpower shortages.

Approach to Marketing and Marketing Set-up

Our top management and key executives enjoy the confidence of several corporate clients. We interact with our customers to get the feedback on the quality of products and services and improve the same as well. The marketing team regularly stays in touch with our customers. They also regularly approach new customers to try and develop a business relationship.

Capacity and Capacity Utilization

S No	Description	Per Shift of 8 hours	During 2019-20	During 2020-21	During 2021-22	Period ended December 31, 2022
		Units (In Lacs)				
1	Tablets	6.00	35%	32%	30%	33%
2	Capsules	3.00	25%	22%	20%	18%
3	Liquid Orals	0.10	5%	5%	5%	4%
4	External Preparations	0.10	10%	10%	10%	12%
5	Dry Powder	0.10	Nil	Nil	Nil	Nil
6	Sachet Filling	0.15	Nil	Nil	Nil	Nil

Export Possibilities & Export Obligation

Currently, we do not have any outstanding export obligations.

Property

The following table sets forth the location and other details of the owned properties of our Company:

Description of Property	Purpose
KH No. 85, Village Madhopur, Hazratpur, Roorkee, Haridwar – 247667, Uttarakhand, India	Manufacturing Unit

The following table sets forth the location and other details of the leasehold properties of our Company:

Description of Property	Purpose
Sy. No.115, Hanumanji Colony, Opposite Sub-Registrar's Office, Old Bowenpally, Secunderabad – 500009, Telangana, India	Registered Office*

*Our Company has taken the Registered Office on a lease rental basis from one of our Directors, Padmaja Kalyani Sadhanala at a monthly rent of Rs.15,000/- Per Month. For details please refer the Risk Factor "***Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***" on page 24 of the Prospectus.

Intellectual Property

As on the date of this Prospectus, following are the details of intellectual properties of the Company:

Sr No	Particulars		Status
1	Domain Name	www.vilinbiomed.co.in	Registered
2	Logo		Unregistered

Insurance

Our Company maintains Insurance Policies against various risks inherent in our business activities, including our Stocks and Fixed Assets; Directors, Officers and Employees in Managerial or Supervisory capacity in the Company;, under various

Burglary, Fire and Special Perils, Money, Directors and Officers Liability, Public Liability Policies, providing Insurance cover against damages to Stocks and Assets of the Company, damages arising to the Company from wrongful acts of the Directors, Officers and Employees in Managerialor Supervisory capacity and damages to Third parties from Accidents, Infidelity, Housebreaking, Cash and Stock-in-transit, Monetary Loss, that may result in damages to our Company including damages to our Assets or Stocks, which we believe to be appropriate for our business.

KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial, or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, please refer "Government and Other Approvals" on page 158. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts, and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

INDUSTRY-SPECIFIC REGULATIONS

There are no specific laws in India governing the segments in which we operate.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

Indian Contract Act, 1872

The Indian Contract Act, 1872 provides for seeking data protection under contract law and common law, by incorporating confidentiality and data protection clauses in contracts. According to this Act, when a party commits a breach of contract, the other party is entitled to receive compensation for any loss or damage caused to it. Specific performance of the contract is also a remedy under the Act. Thus companies acting as 'data importers' may enter into contracts with 'data exporters' to adhere to a high standard of data protection.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("Land Acquisition Act, 2013") has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. The Land Acquisition Act, 2013 has recently been amended by the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Amendment) Ordinance, 2014 (the "Ordinance 2014"). Under the Ordinance 2014, land acquired for certain projects is exempted from the applicability of certain sections of the Land Acquisition Act, 2013 relating to determination of social impact and public purpose and safeguarding of food security. The exempted projects are those in the area of (i) national security or defence of India; (ii) rural infrastructure including electrification; (iii) industrial corridors and building social infrastructure including public private partnership where ownership of land continues to be vested with the government; (iv) affordable housing and housing for poor people and (v) industrial corridors. Further, in case of acquisition of land under the 1894 Act where an award has been made five years or more prior to the commencement of the Land Acquisition Act, 2013 and physical possession of the land has not been taken or compensation has not been made, the proceedings will be deemed to have lapsed and the government may start fresh proceedings under the Land Acquisition Act, 2013.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Certain laws and regulations that may be applicable to our Company include the following:

- Child Labour (Prohibition and Abolition) Act, 1986
- Minimum Wages Act, 1948
- The Employees Pension Scheme, 1995
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Other Laws and Regulations

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state tax laws.

Industry Related Laws and Regulations

- The Drugs and Cosmetics Act, 1940 (the "DCA") and the Drugs and Cosmetics Rules, 1945 (the "Rules")
- Drugs (Control) Act, 1950 ("Drugs Act"
- Drugs (Prices Control) Order, 2013 ("DPCO")
- The Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")
- The Essential Commodities Act, 1955 (the "ECA" or the "Act")
- National Pharmaceuticals Pricing Policy, 2012 (the "2012 Policy")
- The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the "DMRA")

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad dated June 29, 2005 with the name 'Vilin Bio Med Limited'. We received a certificate of commencement of business on July 11, 2005 issued by Registrar of Companies, Andhra Pradesh, Hyderabad.

Our corporate identification number is U24230TG2005PLC046689.

The Promoters of our Company are Viswa Prasad Sadhanala, Sadhanala Venkata Rao, D. Srinivasa Reddy And Ramesh Reddy Sama.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Masthayala Ramesh Babu: 18,000 Equity Shares; Akki Reddy Linga Reddy: 18,000 Equity Shares; Majeti Purna Surya Rao, Addagunta Venu Gopal, Mandala Subashini Reddy, Kota Srinivas Reddy, KV Chidanandi Kumari, Gudapati Bhupal Reddy, Dr. Vanga Malla Reddy: 2,000 Equity Shares each.

Changes in our Registered Office:

As on the date of this Prospectus, our Registered Office is located at Sy No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India.

Following are the details of the changes in the address of the registered office of our Company since incorporation:

1. From H. No. 6-61-1, 1ST Floor, Shilpi Complex, Dilsukhnagar, Hyderabad, Andhra Pradesh, India to Sy No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India with effect from December 17, 2022 due to administrative reasons.

Major Events and Milestones

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

Calendar Year	Event
2005	Company Incorporation
2006	First Commercial production
2007	Expansion of Phase2 for Beta Lactum facility with 16000 sft for Tablet, Capsule and Dry Syrup sections
2010	We have received more than 1000 molecules Drug Approvals with different strengths in therapeutics of Diabetic, Neuro and Cardio.
2012	120 different styles of Packings including physician sample packs to meet all types packing requirements in the market
2014	Added the Sachet section in Non-Beta Lactum facility
2015	More than 20 different Punches in different dimensions of the tablet including size and volume to meet all the customer requirements
2021	New Promoters are inducted to strengthen the Management of the Company
2022	Company appointed Professionals on the Board to strengthen the Board and Corporate Governance

Significant financial and strategic partners

As on the date of the Prospectus, our Company does not have any significant financial or strategic partners.

Time and cost overrun

Our Company has not experienced any significant time and cost overrun since we are in trading business.

Launch of Key Products or services

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, facility creation, location of our facilities, see "*Our Business*" beginning on page 80.

Material Acquisitions or Divestments of Business/Undertakings, Mergers, Amalgamations or Revaluation of Assets, in the last ten years

Our Company has not undertaken any material acquisitions or divestments of business/undertakings, mergers, amalgamations, or revaluation of assets in the last ten years.

Main Objects of our Company:

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To carry on the business of chemists, druggists, exporters, importers. manufacturers and dealers of pharmaceutical, medical, chemical, parenteral preparations, tablets, capsules, oral liquids, ointments and other external preparations, fine chemicals used in pharmaceuticals and other preparations, ray, radium treatment, surgical and scientific apparatus and materials.

2. To carry on business as manufacturers, producers, Processors, makers, convertors, inventors, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers. movers, preservers, stockists, agents, sub-agents. merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of pharmaceuticals, medical, chemical preparations and compound drugs and formulations.

3. To carry on business as manufacturers, producers, processors, makers, inventors, convertors, importers. exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in pharmaceuticals, drugs, enzymes and sanitary napkins and all classes of chemicals used for manufacture of the aforesaid and all other kinds of chemicals and their by products intermediates, bulk drugs, derivatives, formulations and compounds.

4. To carry on both in India and outside India, the businesses as producers, manufacturer, wholesaler, retailer chemists, druggists, importer, exporters, refiners and dealers in all kind of chugs, antibiotics, pharmaceutical, medicinal, chemical, industrial and other preparations_ articles and compounds. which are required to be used in any medicinal system, including but not limited to, allopathic, homeopathic, unani system.

5. To carry on or to deals in all kinds of drugs and medicines, including but not limited to, syrup, tonics, capsules, tablets, injections, creams, lotions, antiseptic tubes and other pharmaceutical preparations, both in India or outside the territory of union of India.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since inception:

Particulars of Change		Date of Members Meeting	AGM/EGM
From	**To**		
₹10,00,000 consisting of 1,00,000 Equity shares of ₹10.00 each.	₹1,20,00,000 consisting of 12,00,000 Equity shares of ₹10.00 each.	April 27, 2006	EGM
₹1,20,00,000 consisting of 12,00,000 Equity shares of ₹10.00 each.	₹3,00,00,000 consisting of 30,00,000 Equity shares of ₹10.00 each.	September 4, 2006	EGM
₹3,00,00,000 consisting of 30,00,000 Equity shares of ₹10.00 each.	₹3,30,00,000 consisting of 33,00,000 Equity shares of ₹10.00 each.	April 8, 2008	EGM
₹3,30,00,000 consisting of 33,00,000 Equity shares of ₹10.00 each.	₹15,00,00,000 consisting of 1,50,00,000 Equity shares of ₹10.00 each.	January 12, 2023	EGM

Changes in the Management

Our current promoters took the management control of our Company by acquisition of equity shares in April 2021.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer "*Financial Indebtedness*" on page 154. Further, except as stated in the section "*Capital Structure*' beginning on page 47, none of our loans have been rescheduled or been converted into Equity Shares.

Lock outs and strikes

There have been no lock outs or strikes at any of the units of our Company.

Time and cost overruns

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

Details regarding acquisition of business/undertakings, mergers, amalgamations, and revaluation of assets

Our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation, or revaluation of assets.

Holding Company of our Company

As of the date of the Prospectus, our Company does not have any holding Company.

Subsidiary of our Company

As on the date of this Prospectus, our Company does not have any subsidiary.

Collaboration Agreements

As on the date of the Prospectus, our Company is not a party to any collaboration agreements.

Shareholders' Agreements

As on the date of the Prospectus, our Company has not entered into any shareholders' agreements.

Material Agreements

We have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of the Prospectus.

Number of Shareholders

Our Company has 21 (twenty one) shareholders on date of the Prospectus.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, we are required to have not less than three directors and not more than 15 Directors. As on the date of this Prospectus, we have 5 Directors on our Board.

Set forth below are details regarding our Board as on the date of this Prospectus:

Name, Designation, Address, Date of Birth, Age, Occupation, Term, Period of Directorship and DIN	Other Directorships
Veerareddy Vallapureddy *Designation: Non-Executive Chairman and Independent Director* *Address:* 41-20/8-51, Lal Bahadur Street, Back side of Elementary School, Krishnalanka, Vijayawada (Urban) – 520013, Andhra Pradesh, India. *Date of Birth:* February 9, 1968 *Age*: 55 years *Occupation:* Business *Term:* Appointed as Non-Executive Chairman and Independent Director w.e.f. January 4, 2023. *Period of Directorship*: Appointed for the period of 5 years. *DIN:* 08061781	• Nil LLPs: • Sunaxa Pharma LLP • Winx Media And PR LLP
Viswa Prasad Sadhanala *Designation: Managing Director* *Address:* 43-3-22 (19), Srija Residency, 3rd Line, Railway New Colony, Vishakhapatnam (Urban), Akkayyapalem, Vishakhapatnam – 530016, Andhra Pradesh, India. *Date of Birth:* August 26, 1965 *Age*: 57 years *Occupation: Service* *Term:* Appointed as Managing Director for a period of 5 years w.e.f. October 1, 2022. *Period of Directorship*: Director since December 1, 2021. *DIN:* 08068933	• Nil
Anuj Bajpai *Designation: Executive Director* *Address:* B/3, Mahavir enclave, Purva Wali, Roorkee, Haridwar - 247667, Uttarakhand, India	• Redizen Lifesciences Private Limited • Spectrogen International Private Limited

Date of Birth: February 1, 1978 *Age*: 45 years *Occupation: Service* *Term:* Appointed as Executive Director for a period of 3 years w.e.f. October 1, 2022. *Period of Directorship*: Director since March 25, 2022. *DIN:* 08939135	
Padmaja Kalyani Sadhanala *Designation: Non-Executive Director* *Address:* Sy No. 115, Hanumanjii Colony, Opp. Sub Registrar Office, Old Bowen Pally, Secunderabad – 500009, Telangana, India *Date of Birth:* December 27, 1971 *Age*: 51 years *Occupation:* Business *Term:* Liable to retire by rotation *Period of Directorship*: Director since December 1, 2021 *DIN:* 03096445	• Blue Nile Capital Advisory Limited
Rakesh Kumar Chandak *Designation: Non-Executive and Independent Director* *Address:* D. No. 43-4-24, Geetha Residency, Flat 303, Railway New Colony, Near Sri Kanya Theatre, Vishakhapatnam (Urban), Vishakhapatnam – 530016, Andhra Pradesh, India *Date of Birth:* March 3, 1989 *Age*: 34 years *Occupation:* Service *Term:* Appointed Independent Director w.e.f. January 4, 2023 for a period of 5 years. *Period of Directorship*: Director since January 4, 2023 *DIN:* 09849680	• Nil

Relationship between our Directors

Except as mentioned below, none of our Directors are related to each other:

Viswa Prasad Sadhanala - Brother-in-Law of Padmaja Kalyani Sadhanala
Padmaja Kalyani Sadhanala - Sister-in-Law of Viswa Prasad Sadhanala

Brief Profile of our Directors

Veerareddy Vallapureddy, aged 55 years, is the Non-Executive Chairman and Independent Director of our Company. He has completed his Bachelor of Commerce from Acharya Nagarjuna University. He has also completed his B.Ed from Annamalai University. He is having over a two decades of experience in the field of administration, legal and marketing. of marketing and exhibitions. He provides strategic guidance to our Company. He has been on our Board since January 4, 2023.

Viswa Prasad Sadhanala, aged 57 years, is the Managing Director of our Company. He has completed his B.Com, M.Com and LLb from Andhra University. He has also completed his MBA Marketing from Andhra University. He served for 15 years in Indian Navy. He is also having over a decade of experience in the field of HR and office administration. He is also one of the Promoters of our Company. He looks after the legal and administration aspects of our business on day to day basis.

Anuj Bajpai, aged 45 years, is an Executive Director of our Company. He has completed his B.Sc from Shri Shahu Ji Maharaj University, Kanpur. He is having experience of over 20 years in the pharma industry including in sales and marketing of pharma products which involved interacting with customers for sourcing the orders and supply of the materials. He takes care of plant operations and other technical aspects of our business.

Padmaja Kalyani Sadhanala, aged 51 years, is the non-executive Director of our Company. She has completed her M.Sc (Zoology), Cell Biology & Genetics and has also completed Post-Graduate Diploma in Protein Modelling and Rational Drug Designing. She has more than 20 years of experience in the Pharma Industry.

Rakesh Kumar Chandak, aged 34 years, is an Independent Director of our Company. He has completed his B.Com from Andhra University. He is also an associate of the Institute of Company Secretaries of India. He is having experience of over 10 years in finance and legal fields. He has been on our Board since January 4, 2023.

Further Confirmations:

- There are no arrangements or understanding with major shareholders, customers, suppliers, or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is declared as wilful defaulters by the RBI or any bank or financial institution or consortium thereof.
- None of our Promoters or Directors of our Company are declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a 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.
- No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

- No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Compensation of our Directors

Our Executive Directors were not paid remuneration in Fiscal 2022.

Terms and conditions of employment of our Managing Director

Viswa Prasad Sadhanala was appointed as Managing Director of our Company *vide* Board Meeting dated August 27, 2022 for a period of five years commencing from October 1, 2022. The significant terms of his employment are as below:

a. Overall Remuneration: Mr. Viswa Prasad Sadhanala (DIN: 08068933) shall be paid remuneration (i.e., Salary, Perquisites and Commission) up to Rs.75,000/- (Rupees Seventy- Five Thousand Only) Per Month.

b. Minimum Remuneration: In the event of inadequacy or absence of Profits in any Financial Year, during the tenure of his office, he shall be paid the above as the Minimum Remuneration payable in accordance with the provisions of Part-II of Schedule-V of the Act and in accordance with the provisions of the Companies Act, 2013.

Terms and conditions of employment of our Executive Director

Anuj Bajpai was appointed as Executive Director of our Company *vide* Board Meeting dated August 27, 2022, for a period of three years commencing from October 1, 2022. The significant terms of his employment are as below:

a. Overall Remuneration: Mr. Anuj Bajpai (DIN: 08939135) shall be paid remuneration (i.e., Salary, Perquisites and Commission) up to Rs.75,000/- (Rupees Seventy-Five Thousand Only) Per Month.

b. Minimum Remuneration: In the event of inadequacy or absence of Profits in any Financial Year, during the tenure of his office, he shall be paid the above as the Minimum Remuneration payable in accordance with the provisions of Part-II of Schedule-V of the Act and in accordance with the provisions of the Companies Act, 2013.

Remuneration details of our Non-Executive and Independent Directors

No remuneration or sitting fees is payable to our Non-Executive and Independent Directors.

Bonus or Profit-Sharing Plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. As on date of the Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of pre-Issue capital
Viswa Prasad Sadhanala	18,76,140	18.86%
Anuj Bajpai	15,000	0.15%

Interest of Directors

a) Our Non-Executive Non-Independent Directors and Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and Committees thereof and reimbursement of expenses available to them and commission payable to them as approved by our Board. All our Executive Directors may be deemed to be interested to the extent of other remuneration and reimbursement of expenses payable to them.

b) Our Promoters may be deemed to be interested in the promotion or formation of our Company. Our Directors may also be regarded as interested in the Equity Shares held by them, if any (together with dividends and any other distributions in respect of such Equity Shares).

c) Further, none of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

d) No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

e) Except as disclosed in "*Restated Financial Statements*" beginning on page 121 and as disclosed in this section, none of our Directors have any interest in our business.

f) Further, except as disclosed in "*Financial Statements*" beginning on page 121, no loans have been availed by our Directors from our Company.

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years:

Name of Director	Date of change	Reason
Veerareddy Vallapureddy	January 4, 2023	Appointed as Additional Director
Rakesh Kumar Chandak	January 4, 2023	Appointed as Additional Director
Anuj Bajpai	March 25, 2022	Appointed as Additional Executive Director
Addagunta Venu Gopal	January 1, 2023	Resignation
Anvesh Moola	January 1, 2023	Resignation
Ashok Kumar Beniwal	January 1, 2023	Resignation
Viswa Prasad Sadhanala	December 1, 2021	Appointed as Additional Director
Padmaja Kalyani Sadhanala	December 1, 2021	Appointed as Additional Director

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on March 6, 2023, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹2,000.00 lakhs (Rupees Twenty Crores Only) in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

Corporate Governance

The provisions of the SEBI (LODR) Regulations with respect to corporate governance will also be applicable to our Company immediately upon the listing of our Equity Shares with the Stock Exchange. Our Company is in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 4 (four) Directors (including one woman Director) of which three are non-executive Independent Directors which is in compliance with the requirements of Regulation 17 of SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

a. ***Audit Committee***

Our Audit Committee was constituted pursuant to a resolution of our Board dated February 28, 2023. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Veerareddy Vallapureddy	Chairman	Non-Executive Chairman and Independent Director
Rakesh Kumar Chandak	Member	Independent Director
Viswa Prasad Sadhanala	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions, and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise if it considers necessary.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of our Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Modified opinion(s) in the draft audit report.
- Reviewing, the quarterly financial statements with the management before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of our Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the commencement of the audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To establish and review the functioning of the whistle blower mechanism;
- Approval of appointment of the chief financial officer (*i.e.*, the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, and background, etc. of the candidate;
- Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI (LODR) Regulations or by any other regulatory authority; and
- Review of (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 appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations.

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated February 28, 2023. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Veerareddy Vallapureddy	Chairman	Non-Executive Chairman and Independent Director
Rakesh Kumar Chandak	Member	Independent Director
Viswa Prasad Sadhanala	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (LODR) Regulations as and when amended from time to time.

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on February 28, 2023. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Veerareddy Vallapureddy	Chairman	Non-Executive Chairman and Independent Director
Rakesh Kumar Chandak	Member	Independent Director
Padmaja Kalyani Sadhanala	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Set forth below are the terms of reference of our Nomination and Remuneration Committee.

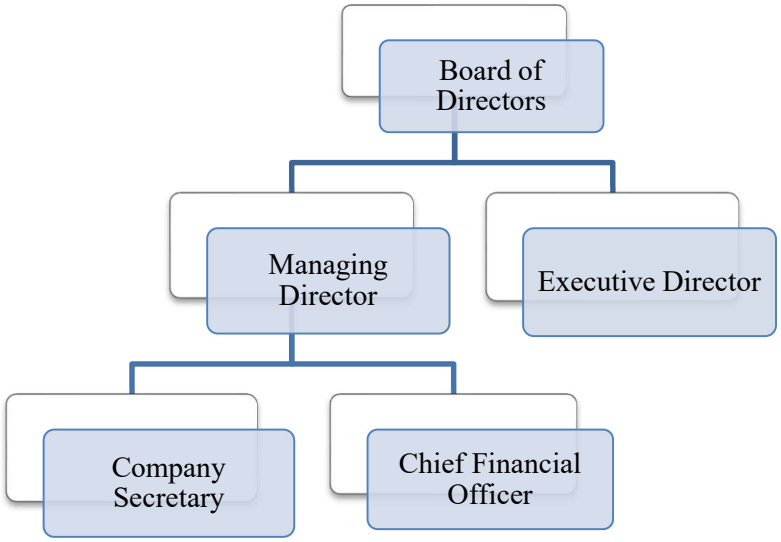
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, and other employees. The Nomination and Remuneration Committee shall, while formulating such policy ensure that (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

- Devising a policy on diversity of board of directors;

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

ORGANIZATION STRUCTURE



OUR KEY MANAGERIAL PERSONNEL

Set forth below are the details of our key managerial personnel in addition to our Managing Director, Whole-time Director as on the date of the Prospectus. For details of our Managing Director, Whole-time Director please refer "*Our Management*" on page 101.

Chillam Srikanth, aged 43 Years, is the Chief Financial Officer of our Company. He has completed his B. Com from Osmania University. He has experience of over 20 years in accounts and finance. He has been associated with our Company as the Chief Financial Officer with effect from December 17, 2022. No remuneration was paid to him during fiscal ended March 31, 2022.

Saket Kansal, aged 32 years, is the Company Secretary & Compliance Officer of our Company. He is a qualified Company Secretary. He has professional experience of approximately 5 years in the field of corporate law compliances and accounting. He has been associated with our Company since December 17, 2022. No remuneration was paid to him during fiscal ended March 31, 2022.

Shareholding of KMP

Other than our Managing Director and Executive Director, none of the above mentioned key managerial personnel hold any Equity Shares in our Company. For details of shareholding of our Directors and key managerial personnel, please refer "*Capital Structure*" on page 47.

Status of Key Managerial Personnel

All our key managerial personnel are permanent employees of our Company.

Nature of family relationship

None of the above mentioned key managerial personnel are related to each other and neither are they related to our Promoters or Directors.

Arrangements and Understanding with Major Shareholders

None of our key managerial personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others. For more information, refer "*History and Certain Other Corporate Matters*" on page 98.

Bonus or Profit-Sharing Plan for our Key Managerial Personnel

As on the date of this Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our key managerial personnel.

Loans to Key Managerial Personnel

There is no loan outstanding against any of the key managerial personnel as on date of this Prospectus.

Interest of Key Managerial Personnel

Except as disclosed in "*Interest of Directors*" on page 104 in respect of Directors, no other Key Managerial Personnel of our Company has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. There is no contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel, even if the compensation is payable at a later date.

Further, the Key Managerial Personnel may be regarded as interested in the Equity Shares held by them, if any, (together with dividends and any other distributions in respect of such Equity Shares). No loans have been availed by our Key Managerial Personnel from our Company.

Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of the Prospectus.

Payment or Benefit to officers of our Company

Except as disclosed in this Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Management Personnel within the two years preceding the date of filing of this Prospectus, except for the payment of remuneration or commission for services rendered as an officer of our Company.

Changes in our Company's Key Managerial Personnel during the last three years

Except as disclosed below, there have been no changes in our Key Managerial Personnel during the last three years:

Name of Employee	Date of appointment	Date of cessation	Reason
Chillam Srikanth	December 17, 2022	-	Appointment
Saket Kansal	December 17, 2022	-	Appointment

OUR PROMOTERS AND PROMOTER GROUP

Individual Promoter:

1. *Viswa Prasad Sadhanala*
2. *Ramesh Reddy Sama*
3. *Sadhanala Venkata Rao*
4. *D. Srinivasa Reddy*

Corporate Promoter:

Nil

Details of our Promoters

Viswa Prasad Sadhanala, aged 57 years, is the Managing Director of our Company. He has completed his B.Com, M.Com and LLb from Andhra University. He has also completed his MBA Marketing from Andhra University. He served for 15 years in Indian Navy. He is also having over a decade of experience in the field of HR and office administration. He is also one of the Promoters of our Company. He looks after the legal and administration aspects of our business on day to day basis.

For a complete profile of our Promoter, and other directorships, please refer "*Our Management*" on page 101.

PAN: AOWPS5706D
Address: 43-3-22 (19), Srija Residency, 3rd Line, Railway New Colony, Vishakhapatnam (Urban), Akkayyapalem, Vishakhapatnam – 530016, Andhra Pradesh, India.

As on date of the Prospectus, Viswa Prasad Sadhanala holds 18,76,140 Equity Shares representing 18.86% of the pre-issue paid-up share capital of our Company.

Ramesh Reddy Sama, aged 50 years, is one of the Promoters of our Company. He has completed his Bachelor of Pharmacy from Marathwada University. He is having over two decades of experience in Pharma Industry. He was previously working various pharma companies and is also having his proprietary business of pharma trading. He provides strategic guidance to our Company and also takes care of plant operations.

For a complete profile of our Promoter, and other directorships, please refer "*Our Management*" on page 101.

PAN: ALAPS3491G
Address: 1/5/1117/32/201, Manasvi Mansion, Road No.-10, Alwal Hills, Old Alwal, Alwal, Medchalmalkajgiri, Secunderabad - 500010, Telangana, India.

As on date of the Prospectus, Ramesh Reddy Sama holds 4,63,235 Equity Shares representing 4.66% of the pre-issue paid-up share capital of our Company.

Sadhanala Venkata Rao, aged 59 years, is one of the Promoters of our Company. He is a qualified Chartered Accountant and Company Secretary. having more than 3 decades of experience in handling a diverse team of Finance, Legal and Secretarial and Managing finance effectively, Legal Compliance, Corporate Governance, Regulation Affairs, Mergers & Acquisitions, Public Issues, Private equity deals contract/litigation management and company secretarial function. He was previously worked with various corporates and also work as independent corporate and financial consultant. He provides strategic guidance to our Company with respect to funding and other financial aspects of our business.

For a complete profile of our Promoter, and other directorships, please refer "*Our Management*" on page 101.

PAN: AOHPS2365H
Address: Sy No. 115, Hanumanjii Colony, Opp. Sub Registrar Office, Old Bowen Pally, Secunderabad – 500009, Telangana, India.

As on date of the Prospectus, Sadhanala Venkata Rao holds 45,89,705 Equity Shares representing 46.13% of the pre-issue paid-up share capital of our Company.

D. Srinivasa Reddy, aged 40 years, is one of the Promoters of our Company. He is a qualified Chartered Accountant. having more than a decade of experience in banking, accounts and finance. He provides looks into accounting aspects of our business, provides requisite guidance to the accounting team.

For a complete profile of our Promoter, and other directorships, please refer "*Our Management*" on page 101.

PAN: ANMPD2296J
Address: Plot No. J 38, 39; Flat No. 502, Green Hills Apartment, Road No. 12, Near Mana Studio, Panchvati Colony, Monikonda – 500089, Telangana, India.

As on date of the Prospectus, D. Srinivasa Reddy holds 20,12,795 Equity Shares representing 20.23% of the pre-issue paid-up share capital of our Company.

Declaration: We confirm that the PAN, bank account number, passport number, Aadhaar card number and driving license number of our Promoter will be submitted to National Stock Exchange of India Limited on whose EMERGE Platform the Equity Shares are proposed to be listed at the time of filing the Prospectus with National Stock Exchange of India Limited.

Interest of our Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or the relatives; (iii) of being Managing Director, Executive Director and Key Management Personnel of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to them; (iv) that they have mortgaged their personal properties and provided personal guarantees for the loans availed by our Company; (v) of their relatives having been appointed to places of profit in our Company; and (vi) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoter hold shares. For details regarding the shareholding of our Promoter in our Company, please refer "*Capital Structure*", "*Our Management*" and "*Related Party Transactions*" on pages 47, 101 and 134, respectively.

Our Promoters do not have any interest in any property acquired by our Company within two years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land and construction of building etc. Further, our Promoter do not have any interest in any supply of machinery to our Company.

Other than as disclosed in the section "*Related Party Transaction as Restated*" on page 134, there are no sales/purchases between our Company and our Promoter and Promoter Group and Group Companies where such sales or purchases

exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoter, our Promoter Group and Group Entities as on the date of the last audited financial statements.

Our Promoters may also be deemed to be interested in our Company to the extent of the personal guarantees given by them for the loans availed by our Company. For further details, please see the chapter titled "Financial Indebtedness" beginning on page 154 of this Prospectus.

Our Promoters are not members of any firm or company having any interest in the Company for which any sums are paid or agreed to be paid to either of our Promoters or to the firm or company in cash or shares or otherwise by any person either to induce our Promoters to become, or to qualify our Promoters as, a director, or otherwise for services rendered by our Promoters or by the firm or company, in connection with the promotion or formation of the Company.

Change in the management and control of our Company

Our current promoters took the management control of our Company by acquisition of equity shares in April 2021.

Group Company

For details of our group entities, please refer "Our *Group Entities*" on page 117 of the Prospectus.

Payment of Benefit to Promoters

Except as stated above in " *Interest of Promoters*" and in "*Financial Statements - Statement of Related Party Transactions*" on pages 112 and 134 of the Prospectus, there has been no payment of benefits to our Promoters, members of our Promoter Group and Group Entities, during the two years preceding the filing of the Prospectus.

Material Guarantees

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Prospectus.

Common Pursuits

There are no common pursuits common pursuits between our Company and other entities of the Group.

Litigation

For details relating to legal proceedings involving the Promoters, please refer '*Outstanding Litigations and Material Developments*' on page 155 of the Prospectus.

Other Confirmations

Our Promoters and their relatives have not been declared as Wilful Defaulters and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

None of our Promoters or Directors are Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Promoters, Promoter Group entities or Group Companies have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Offer against our Promoters, except as disclosed under the chapter titled "Outstanding Litigation and Material Developments" beginning on page 155 of this Prospectus.

Except as disclosed in "*Related Party Transactions*" on page 134, our Promoters are not related to any of the sundry debtors

or beneficiaries of loans and advances of our Company.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Guarantees

Our Promoters have not given any guarantee to any third party as of the date of the Prospectus.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves as a promoter(s) from any Company in three years preceding the date of the Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form part of the Promoter Group:

A. Individuals forming part of Promoter Group:

Relationship	Viswa Prasad Sadhanala	Ramesh Reddy Sama	Sadhanala Venkata Rao	D. Srinivasa Reddy
Father	(Late) Sadhanala Bhagi Rao	(Late) Nadipanna Sama	(Late) Sadhanala Bhagi Rao	Yogireddy Devireddy
Mother	(Late) Sadhanala Raghavamma	Ramavva Sama	(Late) Sadhanala Raghavamma	Ananthalakshmi Devireddy
Spouse	Sadhanala Maheswari Maharani	Vandana Reddy Sama	Padmaja Kalyani Sadhanala	Manasa Reddy Devireddy
Brother	Sadhanala Venkata Rao	(Late) Muthyam Reddy Sama	Sadhanala Viswa Prasad	Ramakrishna Reddy Devireddy
Sister	Rangoori Kantham Pilli Meena Kumari Dadi Urmila	Ammava Narsava	Rangoori Kantham Pilli Meena Kumari Dadi Urmila	NA
Son	Sadhanala Pankaj Sadhanala Vivek Rahul	Ruchit Reddy Sama	NA	Shanmukha Hariharan Reddy Kirthik Reddy
Daughter	NA	Tanmayee Reddy Sama	Sadhanala Venkata Jagruti	NA
Spouse's Father	B. Uma Maheswara Rao	NA	(Late) Mr. V. Prabhakar Rao	Ramana Reddy Mallavarapu
Spouse's Mother	B. Sowbhagya Laxmi	NA	(Late) Mrs. V. Kamala	Ramadevi Reddy Mallavarapu
Spouse's Brother	B. Kumar Baba	NA	Mr. Velugula Seshagiri	Raghuma Reddy Mallavarapu
Spouse's Sister	Eati Dhanalaxmi	NA	Ms. K. Radha Kalyani	NA

B. Entities forming part of Promoter Group:

Companies

- Redizen Lifesciences Private Limited
- Spectrogen International Private Limited
- Blue Nile Capital Advisory Limited
- Pharmaids Pharmaceuticals Limited

LLPs

Nil

Partnership Firms

Nil

H.U.F.

Nil

Proprietary concern

- Mathra Lifesciences

Other Persons forming part of Promoter Group

- Tanmayee Reddy Sama
- Sama Ruchit Reddy
- Anuj Bajpai
- Sneha Bajpai

OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations 'group companies' of our Company shall include (i) the companies (other than promoters(s) and our Subsidiaries) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Financial Statements; and (ii) such other companies as considered material by our Board pursuant to the materiality policy.

With respect to (ii) above, our Board has considered and adopted a policy for identifying the group companies of our Company in accordance with the SEBI ICDR Regulations and for purpose of disclosure in this Prospectus by a board resolution dated February 28, 2023 ("**Materiality Policy**").

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, our Company has one (1) Group Company namely, Blue Nile Capital Advisory Limited.

In accordance with the SEBI ICDR Regulations, certain financial information in relation to Blue Nile Capital Advisory Limited for the previous three financial years, extracted from it respective audited financial statements (as applicable) is available at the website indicated below.

Details of our Group Company

The details of Blue Nile Capital Advisory Limited are provided below:

Blue Nile Capital Advisory Limited ("**Blue Nile**")

Corporate information

Blue Nile was incorporated on May 21, 2007 under the Companies Act, 1956 as a private limited company in the name of 'Talent Executive Search India Private Limited'. The name of the Company was changed to 'Brics Investment Advisory Private Limited' vide certificate of incorporation dated February 12, 2015 issued by ROC, Hyderabad. The name was further changed to 'Blue Nile Capital Advisory Private Limited' vide certificate of incorporation dated March 8, 2022 issued by ROC, Hyderabad. Subsequently the company was converted to public limited company and the name was changed to 'Blue Nile Capital Advisory Limited' vide certificate of incorporation dated August 11, 2022 issued by ROC, Hyderabad. The registered office address of Blue Nile is located at Flat No. 503, Amrutha Estates, Himayat Nagar, Hyderabad - 500029, Telangana, India.

The CIN of Blue Nile is U93000TG2007PLC054080.

Financial information

The financial information derived from the audited financial statements of Blue Nile for Fiscals 2022, 2021 and 2020 as required by the SEBI ICDR Regulations, are available on www.vilinbiomed.co.in.

Nature and extent of interest of Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Company and our Company

Our Group Company is engaged in business activities like that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise. For details of related business transactions between our Company and our Group Company, see "*Related Party Transactions*" on page 119.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Summary of Related Party Transactions*" on page 119, there are no related business transactions with our Group Company.

Litigation

As on the date of this Prospectus, there is no pending litigation involving our Group Company which will have a material impact on our Company.

Business interest of Group Company

Except in the ordinary course of business and as stated in "*Summary of Related Party Transactions*" on page 119, our Group Company does not have any business interest in our Company.

Confirmations

Our Group Company does not have any securities listed on any stock exchange. Further, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions of our Company as per the requirements under Accounting Standard 18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India and as reported in the Restated Financial Statements, please refer "*Statement of Related Parties & Transactions*" on page 134.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. The dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions, and overall financial position of our Company. Our Company has not declared any dividend since incorporation.

Our Company has no formal dividend policy. Our Board may also, from time to time and in accordance with applicable laws, pay interim dividends from the profits of the Financial Year in which such interim dividend is sought to be declared.

SECTION VI – FINANCIAL INFORMATION
STANDALONE FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT ON THE
RESTATED FINANCIAL STATEMENTS OF VILIN BIO MED LIMITED

To,
Board of Directors
Vilin Bio Med Limited
Sy. No. 115, Hanumanji Colony
Bowenpally
Hyderabad
Telangana, India

Dear Sirs,

We have examined the attached Restated Summary Statements and Other Financial Information of **Vilin Bio Med Limited,** (hereinafter referred to as "**the Company"**) described below and annexed to this Report for the period ending on December 31, 2022 and Financial Year ended on March 31, 2022, 2021 and 2020 based on the Audited Financial Statements of the Company (collectively referred to as the **"Restated Summary Statements**" or **"Restated Financial Statements**")as duly approved by the Board of Directors of the Company.

The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offering (IPO) on EMERGE Platform of National Stock Exchange of India Limited **("NSE EMERGE Platform")** of the Company taking into consideration the followings and in accordance with the following requirements of:

- Section 26 of Part I of Chapter III to the Companies Act, 2013("the Act") read with Companies (Draft Prospectus and Allotment of Securities) Rules 2014, as amended from time to time;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act,1992;
- The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
- The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
- The terms of reference to our Engagement Letter with the Company dated October 28, 2022requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of Equity Shares on EMERGE Platform of National Stock Exchange of India Limited ("NSEEMERGE Platform") ("IPO" or "SME IPO").

These Restated Financial Information (included in Annexure 2 to 24) have been extracted by the Management of the Company from:

The Restated Financial Statements and other Financial Statements have been extracted from Audited Financial Statements of the Company for the period ending on December 31, 2022 was conducted by M/s. PPKG & Co., Chartered Accountants. Audit for the Financial Year 2021-2022, 2020-2021 and 2019-2020 was conducted by M/s. Yudhveer Singh and Associates, Chartered Accountants. Hence, accordingly reliance has been placed on the financial information examined by them for the said years. Further, our Financial Report included for the said years is based solely on the Audited Financial Report submitted by them.

In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Draft Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, asamended from time to time and in terms of our engagement agreed with you, we further report that:

The **Restated Statement of Assets and Liabilities** for the period ending on December 31, 2022 and Financial Year ended on March 31, 2022, 2021 and 2020 based on the Audited Financial Statements of the Company, examined by us, as set out in **Annexure 1** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary

Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 & 4.1 to this Report.

The **Restated Statement of Profit and Loss** for the period ending on December 31, 2022 and Financial Year ended on March 31, 2022, 2021 and 2020 based on the Audited Financial Statements of the Company, examined by us, as set out in **Annexure 2** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 & 4.1 to this Report.

The **Restated Statement of Cash Flows** for the period ending on December 31, 2022 and Financial Year ended on March 31, 2022, 2021 and 2020 based on the Audited Financial Statements of the Company, as set out in **Annexure 3** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 & 4.1 to this Report.

As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the Audited Financial Statements of the Company for the relevant Financial Years.

Based on the above, as per the reliance placed by us on the Audited Financial Statements of the Company and Proprietary Firm and Report thereon given by the Peer Review Auditors of the Company for the period ending on December 31, 2022 and for the Financial Year ending March 31, 2022, 2021 and 2020, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:

- have been made after incorporating adjustments for the changes in Accounting Policies retrospectively in respective Financial Years to reflect the same accounting treatment as per the changed Accounting Policies for all the Reporting Periods based on the Significant Accounting Policies adopted by the Company;
- have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective Financial Years to which they relate to;
- do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statements and do not contain any qualification requiring adjustments;
- There were no qualifications in the Audit Reports issued by the Statutory Auditors for the period ending on December 31, 2022 and for the Financial Year ended March 31, 2022, 2021 and 2020 which would require adjustments in this Restated Financial Statements of the Company;
- Profits and Losses have been arrived at after charging all expenses including Depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 to this Report;
- Adjustments in Restated Summary Statements have been made in accordance with the correct Accounting Policies;
- There was no change in the Accounting Policies, which needs to be adjusted in the Restated Summary Statements;
- There are no Revaluation Reserves, which needs to be disclosed separately in the Restated Financial Statements;
- The Company has not paid any Dividend since its incorporation.

We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the Management of the Company and approved by the Board of Directors on relating to the Company for the period ending on December 31, 2022 and for the year ended March 31, 2022, 2021 and 2020 proposed to be included in the Draft Prospectus / Prospectus ("Offer Document") for the proposed IPO:

1. Statement of Share Capital and Reserves & Surplus, as restated in Annexure 2 and 3 to this Report.

2. Statement of Long-Term Borrowings as restated in Annexure 4 to this Report.
3. Statement of Deferred Tax Liabilities as restated in Annexure 5 to this Report.
4. Statement of Short-Term Borrowings as restated in Annexure 6 to this Report.
5. Statement of Trade Payablesas restated in Annexure 7 to this Report.
6. Statement of Other Current Liabilities as restated in Annexure 8 to this Report.
7. Statement of Short-Term Provisions as restated in Annexure 9 to this Report.
8. Statement of Fixed Assets as restated in Annexure 10 to this Report.
9. Statement of Long-Term Loans and Advances as restated in Annexure 11 to this Report.
10. Statement of Inventory as restated in Annexure 12 to this Report.
11. Statement of Trade Receivables as restated in Annexure 13 to this Report.
12. Statement of Cash and Cash Equivalents restated in Annexure 14 to this Report.
13. Statement of Short-Term Loans and Advances as restated in Annexure 15 to this Report.
14. Statement of Other Current Assets as restated in Annexure 16 to this Report.
15. Statement of Revenue from Operations as restated in Annexure 17 to this Report.
16. Statement of Other Income as restated in Annexure 18 to this Report.
17. Statement of Cost of Materials Consumed as restated in Annexure 19 to this Report.
18. Statement of Changes in Inventory as restated in Annexure 20 to this Report.
19. Statement of Employee Benefits Expenses as restated in Annexure 21 to this Report.
20. Statement of Finance Cost as restated in Annexure 22 to this Report.
21. Statement of Depreciation and Amortization as restated in Annexure 23 to this Report.
22. Statement of Other Expenses as restated in Annexure 24 to this Report.

We, M/s. PPKG & Co., Chartered Accountants have been subjected to the Peer Review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid Peer Review Certificate Number: 014725 dated January 13, 2023 issued by the "Peer Review Board" of the ICAI.

The preparation and presentation of the Financial Statements referred to above are based on the Audited Financial Statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the Management of the Company.

This Report should not in any way be construed as a re-issuance or re-dating of any of the previous Audit Reports issued by us, nor should this Report be construed as an opinion on any of the Standalone Financial Information referred to herein.

We have no responsibility to update our Report for events and circumstances occurring after the date ofthe Report.

In our opinion, the above Restated Financial Statements contained in Annexure 2 to 24 to this Report read along with the 'Significant Accounting Policies and Notes to the Restated Standalone Financial Statements' appearing in Annexure 1 after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Draft Prospectus andAllotment of

Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreedwith you.

Our Report is intended solely for use of the Management and for inclusion in the Offer Documents inconnection with the proposed SME IPO of Equity Shares of the Company and is not to be used, referred to distributed for any other purpose except with our prior written consent.

For M/s. PPKG & Co.,
Chartered Accountants
Firm Registration No.: 0009655S

Girdhari Lal Toshniwal
(Partner)
Membership No.205140
UDIN: 23205140BGUNGK2605

Date: 12/01/2023
Place:Hyderabad

Annexure 1

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

PARTICULARS			ANNEX. NO.	31.12.22	31.03.22	31.03.21	31.03.20
I.	**EQUITY AND LIABILITIES**						
1	**Shareholders' funds**						
	(a)	Share capital	2	330.00	330.00	330.00	330.00
	(b)	Reserves and surplus	3	537.69	409.61	406.26	394.13
	(c)	Money Recd. Against Warrants	-	-	-	-	-
2	**Share application money pending allotment**			-	-	-	-
3	**Non-current liabilities**						
	(a)	Long-term borrowings	4	50.86	73.40	101.58	-
	(b)	Deferred Tax Liabilities	5	6.80	5.81	5.70	5.71
	(c)	Other Long Term Liabilities	-	-	-	-	-
	(d)	Long Term Provisions	-	-	-	-	-
4	**Current liabilities**						
	(a)	Short-term borrowings	6	566.85	456.56	450.00	453.41
	(b)	Trade payables	7	118.49	64.12	81.69	186.06
	(c)	Other current liabilities	8	24.52	13.83	8.42	24.79
	(d)	Short-term provisions	9	51.90	2.50	5.50	6.50
TOTAL				**1,687.11**	**1,355.83**	**1,389.14**	**1,400.60**
II.	**ASSETS**						
	Non-current assets						
1		Property, Plant & Equipments					
		Intangible Assets					
	(a)	Property, Plant & Equipments	10	151.75	164.96	186.89	212.60
	(b)	Intangible Assets	-	-	-	-	-
	(c)	Capital Work in Progress	-	-	-	-	-
	(d)	Intangible Assets under Development	-	-	-	-	-
2	(a)	Non Current Investment	-		-	-	-
	(b)	Deffered Tax Assets	-		-	-	-
	(c)	Long-term loans and advances	11	4.85	4.85	4.85	4.85
	(d)	Other non-current assets	-	736.73	-	-	-
3	**Current assets**						
	(a)	Inventories	12	51.75	228.38	206.42	210.96
	(b)	Trade receivables	13	541.16	778.65	764.52	726.93
	(c)	Cash and cash equivalents	14	3.55	3.90	4.65	6.66
	(d)	Short-term loans and advances	15	95.16	83.20	126.81	81.80
	(f)	Other Current Assets	16	102.16	91.90	95.00	156.79
TOTAL				**1,687.11**	**1,355.83**	**1,389.14**	**1,400.60**

Annexure II

RESTATED STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

	PARTICULARS	ANNEX. NO.	31.12.22	31.03.22	31.03.21	31.03.20
I.	Revenue from operations	17	901.29	1,121.49	1,171.52	1,681.29
II.	Other income	18	2.14	0.42	0.36	1.12
III.	Total Revenue (I + II)		**903.43**	**1,121.91**	**1,171.88**	**1,682.41**
IV.	Expenses:					
	Cost of materials consumed	19	558.13	887.67	906.28	1,391.88
	Change In Inventories of Finished Good, Work In Progress	20	9.03	-0.88	(2.42)	(19.64)
	Employee benefits expense	21	61.61	99.91	106.13	134.68
	Finance costs	22	45.02	50.61	44.21	40.50
	Depreciation and amortization expense	23	16.05	21.94	25.70	31.16
	Other expenses	24	39.13	58.19	75.87	84.45
	Total expenses		**728.98**	**1,117.44**	**1,155.77**	**1,663.03**
V.	Profit before exceptional and extraordinary items and tax (III-IV)		**174.44**	**4.46**	**16.11**	**19.38**
VI.	Exceptional items			-	-	
VII.	Profit before extraordinary items and tax (V - VI)		**174.44**	**4.46**	**16.11**	**19.38**
VIII	Extraordinary Items			-	-	
IX.	Profit before tax (VII- VIII)		**174.44**	**4.46**	**16.11**	**19.38**
X	Tax expense:					
	(1) Current tax		45.4	1.00	4.00	5.00
	(2) Deferred tax		1.01	0.11	(0.01)	-0.45
	(3) Previous Year Tax		-	-	-	(1.38)
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		**128.08**	**3.35**	**12.13**	**16.22**
XII	Profit/(loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operations/ Income Tax for Earlier Years		-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			-	-	
XV	Profit (Loss) for the period (XI + XIV)		**128.08**	**3.35**	**12.13**	**16.22**

RESTATED STATEMENT OF CASH FLOWS

(₹ in Lakhs)

PARTICULARS	For the period 31st December 2022		For the year ended 31st March 2022		For the year ended 31st March 2021		For the year ended 31st March 2020	
A) CASH FLOW FROM OPERATING ACTIVITIES								
Net Profit Before Tax and Extraordinary Items		174.44		4.46		16.11		19.38
Adjustment for:-								
Preliminary expenses written off			-		-		-	
Depreciation and amortisation expense	16.05	16.05	21.94	21.94	25.70	25.70	31.16	31.16
Operating Profit before working capital changes		190.49		26.40		41.81		50.55
Adjustment for working capital changes:-								
Increase/Decrease in Inventories	176.66		(21.96)		4.54		(10.63)	
Increase/Decrease Trade Receivables	237.49		(14.13)		(37.58)		(114.50)	
Increase/Decrease in Short Term Loans & Advances	(11.96)		43.61		16.78		(120.23)	
Increase/Decrease in other Current Assets	(10.26)		3.10				-	
Increase/Decrease in Trade Payables	54.37		(17.56)		(104.37)		84.13	
Increase/Decrease in other Current Liabilities	10.69		5.40		(16.35)		(30.81)	
Increase/Decrease Short Term Provisions	49.40	506.39	(3.00)	(4.54)	(1.00)	(137.99)	(0.48)	(192.51)
Cash Flow From Operating Activities before Tax		736.60		21.86		(96.18)		(141.97)
Less: Income Tax Paid/Provided (Net of Refund)		45.40		1.00		4.00		3.62
NET CASH FLOW USED IN OPERATING ACTIVITIES (A)		651.48		20.86		(100.18)		(145.59)
B) CASH FLOW FROM/ USED IN INVESTING ACTIVITIES								
Capital Investment subsidy				-		-		-
Purchase of Fixed Assets	(2.85)			-		-	(2.42)	-
CASH FLOW FROM /USED IN INVESTING ACTIVITIES (B)		(2.85)		-		-		(2.42)

C) CASH FLOW FROM /USED IN FINANCING ACTIVITIES								
Repayment of Long Term Borrowings	(22.54)		(28.18)	-	101.58			
	(736.73)							
Short Term Borrowings	110.29	(648.98)	6.56	(21.62)	(3.41)	98.17	150.70	150.70
CASH FLOW FROM /USED IN FINANCING ACTIVITIES (C)		(648.98)		(21.62)		98.17		150.70
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		0.35		(0.76)		(2.01)		2.70
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD								
CASH IN HAND	3.08		4.65		6.66		3.96	
BANK BALANCE	0.82	3.90	-	4.65	-	6.66	-	3.96
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD								
CASH IN HAND	3.06		3.08		4.65		6.66	
BANK BALANCE	0.49	3.55	0.82	3.90	-	4.65	-	6.66

Annexure - 2: Restated Statement of Share Capital

SHARE CAPITAL:

(A) Authorised, Issued, Subscribed & Paid- up Share Capital:-

PARTICULARS	AS AT 31st DECEMBER 2022 (IN RS. Lakhs)	AS AT 31st MARCH 2022 (IN RS. Lakhs)	AS AT 31st MARCH 2021 (IN RS. Lakhs)	AS AT 31st MARCH 2020 (IN RS.Lakhs)
Authorised Share Capital [33,00,000 Equity Shares of RS. 10/- Each]	330.00	330.00	330.00	330.00
Issued , Subscribed and Paid-up Capital [33,00,000 Equity Shares of RS. 10/- Each]	330.00	330.00	330.00	330.00
TOTAL	**330.00**	**330.00**	**330.00**	**330.00**

(B)Reconcilation of the Number of Share Outstanding:-

PARTICULARS	AS AT 31st DECEMBER 2022	AS AT 31st MARCH 2022	AS AT 31st MARCH 2021	AS AT 31st MARCH 2020
	NUMBER	NUMBER	NUMBER	NUMBER
Equity Shares Outstanding at the beginning of the year	33,00,000	33,00,000	33,00,000	33,00,000
Add: Equity Shares allotted during the year	-	-	-	-
Equity shares outstanding at the end of the year	**33,00,000**	**33,00,000**	**33,00,000**	**33,00,000**

(C) Shareholders Holding More than 5% Shares of the Company:-

NAME OF SHAREHOLDERS	CLASS OF SHARES	AS AT 31st DECEMBER 2022		AS AT 31st MARCH 2022		AS AT 31st MARCH 2021		AS AT 31st MARCH 2020	
		NUMBER	%	NUMBER	%	NUMBER	%	NUMBER	%
Akki Reddy Pradeep Reddy	Equity Shares	-	-	-	-	4,55,882	13.81	4,55,882	13.81
Merugu Ramesh	Equity Shares	-	-	-	-	3,89,706	11.81	3,89,706	11.81
Roopi Reddy Srikanth Reddy	Equity Shares	-	-	-	-	3,70,589	11.23	3,70,589	11.23
Merugu Vanitha	Equity Shares	-	-	-	-	2,70,294	8.19	2,70,294	8.19
A. Venugopal	Equity Shares	-	-	-	-	2,62,118	7.94	2,62,118	7.94
Nalla Surender Reddy	Equity Shares	-	-	-	-	2,12,353	6.43	2,12,353	6.43
Akki Reddy Namratha Reddy	Equity Shares	-	-	-	-	2,04,118	6.19	2,04,118	6.19
B. Meghamala	Equity Shares	-	-	-	-	1,70,588	5.17	1,70,588	5.17
Sneha Bajpayee	Equity Shares	-	-	7,83,750	23.75	-	-	-	-
Anuj Bajpayee	Equity Shares	-	-	6,86,000	20.79	-	-	-	-
S. Tanmayee	Equity Shares	-	-	6,18,500	18.74	-	-	-	-
Sadhanala Venkat Rao	Equity Shares	15,35,882	46.54	4,55,882	13.81	-	-	-	-
Viswa Prasad Sadhnala	Equity Shares	7,50,456	22.74	2,50,456	7.59	-	-	-	-

D. Sriniwas Reddy	Equity Shares	8,05,118	24.40	2,04,118	6.19	-	-	-	-
S. Ramesh Reddy	Equity Shares	1,85,294	5.61	1,85,294	5.61	-	-	-	-

(D) DETAIL OF PROMOTER'S SHAREHOLDING:-

NAME OF SHAREHOLDERS	CLASS OF SHARES	AS AT 31st DECEMBER 2022		AS AT 31st MARCH 2022		AS AT 31st MARCH 2021		AS AT 31st MARCH 2020	
		NUMBER	%	NUMBER	%	NUMBER	%	NUMBER	%
Akki Reddy Pradeep Reddy	Equity Shares	-	-	-	-	4,55,882	13.81	4,55,882	13.81
Merugu Ramesh	Equity Shares	-	-	-	-	3,89,706	11.81	3,89,706	11.81
Roopi Reddy Srikanth Reddy	Equity Shares	-	-	-	-	3,70,589	11.23	3,70,589	11.23
A. Venugopal	Equity Shares	-	-	-	-	2,62,118	7.94	2,62,118	7.94
Sneha Bajpayee	Equity Shares	3,750	0.11	7,83,750	23.75	-	-	-	-
Anuj Bajpayee	Equity Shares	6,000	0.18	6,86,000	20.79	-	-	-	-
S. Tanmayee	Equity Shares	8,500	0.26	6,18,500	18.74	-	-	-	-
Sadhanala Venkat Rao	Equity Shares	15,35,882	46.54	4,55,882	13.81	-	-	-	-
Viswa Prasad Sadhnala	Equity Shares	7,50,456	22.74	2,50,456	7.59	-	-	-	-
D. Sriniwas Reddy	Equity Shares	8,05,118	24.40	2,04,118	6.19	-	-	-	-
S. Ramesh Reddy	Equity Shares	1,85,294	5.61	1,85,294	5.61	-	-	-	-
S. Ruchit Reddy	Equity Shares	5,000	0.15	1,16,000	3.52	-	-	-	-

Rights, Preferences and Restrictions attached to each class of Shares and Terms of redemption:-

i. The company has only one class of shares referred as equity shares. The equity share are having a par value of Rs. 10/- each.Every holder of equity share is entitled to one vote per share in respect of all matters submitted to vote in the shareholders's meeting.

ii. In the event of liquidation of the company, the holder of equity shares will be entitled the receive the remaining assets of the company after distribution of preferential amounts. The distribution will be in the portion of the number of equity shares held by the shareholdres.

Note:- During last 5 years immediately preeceding the balance sheet date , No equity share or preference shares has been issued pursuant to any contract without payment being received in cash. Further the company has neither alloted any share by way of bonus shares nor it had bought back any equity or preference share during aforesaid period of 5 Years.

Annexure - 1: Significant Accounting Policies and Notes to accounts

SIGNIFICANT ACCOUNTING POLICIES

I. Corporate Information:

Our Company was incorporated as Vilin Bio Med Limited, Public Limited Company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated June 29, 2005 issued by the Registrar of Companies, Hyderabad. The Company Identification Number of the Company is U24230TG2005PLC046689.

II. Basis of Preparation:

The Restated Summary Statement of Assets and Liabilities, Statement of Profits and Loss and Cash Flows of the Company for the period ended on December 31, 2022 and Financial Years ending March 31, 2022, 2021and 2020 'Restated Financial Statements'; have been compiled by the Management approved by the Board of Directors of the Companyon January 12, 2023.

"The Financial Statements are prepared and presented under the Historical Cost convention and evaluated on a Going-Concern basis using the accrual system of accounting in accordance with the Accounting Principles generally accepted in India (Indian GAAP) and the requirements of the notified sections, schedules and rules of the Companies Act, 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014)."

The presentation of Financial Statements requires estimates and assumption to be made that affect the Reported amount of Assets and Liabilities on the date of Financial Statements and the Reported amount of Revenue and Expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized."

III. Significant Accounting Policies:

(a) Use of Estimates:

The preparation of Financial Statements in conformity with Indian GAAP requires Management to make judgments, estimates and assumptions that affect the reported amounts of Assets and Liabilities and disclosure of Contingent Liabilities on the date of Financial Statements and the reported amounts of Revenue and Expenses during the Reported Period. Although these estimates are based on Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Cash Flow Statement:

Cash Flows are reported using the indirect method, whereby Profit / (Loss) before extra-ordinary items and Tax is adjusted for the effects of transactions of non-cash nature reported amounts of Assets and Liabilities on the date of Financial Statements and the reported amounts of Revenues and Expenses during the Reported Period.

(c) Cash and Cash Equivalents:

Cash comprises Cash-on-hand and Fixed Deposit with Banks. Cash equivalents are Short-Term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into Loan amounts of Cash and which are subject to insignificant risk of changes in values.

(d) Fixed Assets:

Fixed Assetsare carried at costs less accumulated Depreciation and any accumulated impairment losses, if any. The Cost of an Assets comprises of its Purchase Price and any directly attributable cost of bringing the Assets to working condition for its intended use.

(e) Depreciation and Amortization:

Depreciation on Fixed assets is provided onWritten Down Value method (WDV)as perUseful Life of Assets and in the manner prescribed in Schedule II to the Companies Act, 2013.

(f) Impairment:

Impairment of Assets if any ordinarily assessed by comparing recoverable value of individual Assets with its Carrying Cost. No such impairment loss has been recognized in the year.

(g) Revenue Recognition:

- Sales are recorded exclusive of Taxes and when Risk transfer to Customers.
- Revenue in respect of Other Income is recognized in accordance with the Accounting Standard "Revenue Recognition"(AS-9) issued by the Institute of Chartered Accountant of India.

(h) Segment Reporting:

As the Company's principle business activities fall within the single segment, the disclosure requirement of Accounting Standard 17 on Segment Reporting prescribed u/s 133 of the Companies Act, 2013 ("The Act") read with Rule 7 of the Companies (Accounts) Rule, 2014 is not applicable.

(i) Inventories:

Inventories are measured at lower of Cost and Net Realizable Value, after providing for obsolescence, if any, as certified by the Management.

(j) Investments:

Long-Term Investments and Current Maturities of Long-Term Investments are stated at cost, less provision for other than temporary diminution in value. Current Investments, except for Current Maturities of Long-Term Investments, are stated at the lower of Cost and Fair Value.

(k) Borrowing Cost:

Borrowing Costs that are directly attributable to and incurred on acquiring Qualifying Assets (Assets that necessarily takes a substantial year of time for its intended use) are capitalized. Other Borrowing Costs are recognized as expenses in the period in which same are incurred.

(l) Employee Benefits:

As certified by the Management, the Company has no liability under the Provident Fund & Super Annuation Fund Act, as the said Act does not apply to the Company.

It is explained to us that the Company does not provide for any Leave Encashment and liability arising thereon shall be paid and dealt with in the Books of Accounts at the actual time of payment.

(m) Taxation:

The Current Charge for Income Tax is calculated in accordance with the relevant Tax Regulations applicable to the Company.

Deferred Tax Assets or Liabilities are recognized for further tax consequence attributable to timing difference between Taxable Income and Accounting Income that are measured at relevant enacted tax rate and in accordance with Accounting Standard -22 on "Accounting for Taxes on Income", issued by ICAI.

No Tax whether Current or Deferred has been charged on Exempted Incomes.

(n) Provisions and Contingent Assets/ (Liabilities):

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources.

Contingent Assets are neither recognized nor disclosed in the Financial Statements.

(Rs. in Lakhs)

Sl No	Particulars	As at December 31, 2022	As on March 31		
			2022	2021	2020
A	Claim against Company not acknowledged as Debts				
I	in respect of Income Tax				
II	in respect of Commercial Tax	-	-	-	-
	In respect of Other Liabilities	-	-	-	-
	Total	-	-	-	-

(o) Earnings Per Share:

Basic Earnings Per Shareare calculated by dividing the Net Profit or Loss for the period attributable to EquityShareholders by the Weighted Average Number of EquityShares outstanding during the period.

(p) Impairment of Assets:

The Company evaluates all its Assets for assessing any impairment and accordingly recognizes the impairment, wherever applicable, as provided in Accounting Standard 28, "Impairment of Assets".

IV. Changes Accounting Policies in the years/periods covered in the Restated Financial

There is no change in significant Accounting Policies during the reporting period except, as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

V. Notes To Reconciliation of Restated Profit

The reconciliation of Profit After Tax as per Audited Results and the Profit after Tax as per Restated Accounts is presented below. This summarizes the results of re-statements made in the Audited Accounts for the respective years and its impact on the Profit &Losses of the Company.

(Rs. in Lakhs)

Particulars	As at December 31, 2022	As on March 31		
		2022	2021	2020
Profit After (Before Tax as at 31/12/2022) Tax before appropriation (as per Audited accounts)	128.08	3.46	12.11	15.77
Adjustments				
Prior Period	-	-	-	-
Deferred Tax Adjustment	-	0.11	(0.01)	-0.45
Change in provisions of Current Year Tax				
Profit After Tax as per Restated Profit &Loss Account	**128.08**	**3.35**	**12.13**	**16.22**

VI. Other Notes to Accounts

a) The Company has not received any intimation from supplier regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with Interest payable as required under the said Act have not furnished.

b) The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.

c) There is no Auditor's Qualification in any of the Audited Financial Statements for the period ending on December 31, 2022 and Financial Years ending March 31, 2022, 2021 and 2020.

d) The Company is not having Earnings / Expenditure in Foreign Currency in the last Financial Year.

e) The Company has not given any guarantee to Bank or Corporate and the Company is not having any Contingent Liability.

f) The figures in the Restated Financial Statements are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.

g) There is no adjustment required to be made to the Profit or Loss for complying with ICDS notified u/s 145(2).

h) Details of Auditors Qualification-
- Qualification which required adjustment in Restated Financial Statement: None
- Qualification which does not required adjustment in Restated Financial Statement: None

i) Following are related party transactions for the periods covered under Audit:
Related Party Transactions

(₹ in Lakhs)

Particulars	Type of Tansaction	31.12.22
Blue Nile Capital Advisory Limited	Unsecured Loans Taken	50.00
Venkat Rao Sadhanala	Unsecured Loans Taken	2.50
Ramesh Reddy Sama	Unsecured Loans Taken	13.82
Venu Gopal	Unsecured Loans Taken	25.92

Annexure - 3: Restated Statement of Reserves and Surplus

PARTICULARES	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
RESERVE & SURPLUS				
CAPITAL RESERVE (CAPITAL INVESTMENT SUBSIDY)				
OPENING	22.56	22.56	22.56	22.56
ADDITIONS / CREATED DURING THE YEAR	-	-	-	-
Deductions During the Year	-	-	-	-
Total(A)	**22.56**	**22.56**	**22.56**	**22.56**
SURPLUS AS PER PROFIT & LOSS ACCOUNT				
OPENING	387.06	383.70	371.58	355.36
ADDITIONS / CREATED DURING THE YEAR	128.08	3.35	12.13	16.22
Deductions During the Year	-	-	-	-
Total(B)	**515.13**	**387.06**	**383.70**	**371.58**
Total(A+B)	**537.69**	**409.61**	**406.26**	**394.13**

Annexure - 4: Restated Statement of Deferred Tax Liability

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Deferred Tax Liability	6.80	5.81	5.70	5.71
Total	**6.80**	**5.81**	**5.70**	**5.71**

Annexure - 5: Restated Statement of Long Term Borrowings

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
SECURED LOAN:-				
Loans From Bank				
P.N.B. -GECL TL-A/C-389800IL00000270	50.86	73.40	92.27	-
P.N.B. -195 A/C	-	-	9.31	-
TOTAL	**50.86**	**73.40**	**101.58**	**-**

Note:- Company during the year availed GECL Term Loan which is secured against Govt. gaurantee under Covid-19 scheme bearing interest @ 7.65% P.A.

Annexure - 6: Restated Statement of Short Term Borrowings

PARTICULARS	AS AT 31st December 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
(A)SECURED LOAN:-				
Loans From Bank				
P.N.B. Ram Nagar, Roorkee CC- A/c-16831	458.62	456.56	450.00	453.41
[Secured against Hypothecation of Stock and Book Debts]				
(B)UNSECURED LOAN:-				
OTHER THAN BANKS	108.24	-	-	-
TOTAL	**566.85**	**456.56**	**450.00**	**453.41**

(a) The company has availed CC Limit facility from PNB Bank, Ramanagar ROORKEE that is primarily secured against hypothecation of All types of Stocks, Current Assets & Equitable mortgage on Factory Land & building at interest rate ranging from 9.5% to 11% P.A. Interest is charged on monthly basis, which is repayable on demand.

Annexure - 7: Restated Statement of Trade Payables

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)

Total Outstanding dues of MSME	-	-	-	-
Total Outstanding dues of creditors other than MSME	118.49	64.12	81.69	186.06
TOTAL	**118.49**	**64.12**	**81.69**	**186.06**

Annexure - 8: Restated Statement of Other Current Liabilities

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Expenses Payable	20.58	13.83	8.42	24.79
Other Current liabilities	3.94			
TOTAL	**24.52**	**13.83**	**8.42**	**24.79**

Annexure - 9: Restated Statement of Short Term Provisions

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Provision For Income Tax	45.40	1.00	4.00	5.00
Provision For Audit Fee	1.50	1.50	1.50	1.50
Provision For Professional Fee	5.00	0	0	0
TOTAL	**51.90**	**2.50**	**5.50**	**6.50**

Annexure - 10: Restated Statement of Property Plant and Equipment

Particulars	Gross Block					Depreciation				Net Block	
	Balance As On 01.04.2022	Additions Up To 31.12.22	Additions After 31.12.22	Sale/ Transfer	Total As On 31.12.22	Balance As On 01.04.2022	For The Year	Adjustment For Sale	Total As On 31.12.222	Balance As On 31.12.2022	Balance As On 31.03.2022
LAND	21.15	0.00	0.00	0.00	21.15	0.00	0.00	0.00	0.00	21.15	21.15
BUILDING	348.99	0.00	0.00	0.00	348.99	255.43	9.14	0.00	264.57	84.42	93.56
FURNITURE & FIXTURE	15.96	0.00	0.00	0.00	15.96	14.10	0.45	0.00	14.56	1.41	1.86
PLANT & MACHINERY	529.43	2.85	0.00	0.00	532.28	482.04	6.45	0.00	488.49	43.79	47.39
COMPUTERS	4.61	0.00	0.00	0.00	4.61	4.44	0.00	0.00	4.44	0.17	0.17
OFFICE EQUIPMENT	3.68	0.00	0.00	0.00	3.68	3.48	0.00	0.00	3.48	0.19	0.20
VEHICLE	11.71	0.00	0.00	0.00	11.71	11.07	0.02	0.00	11.09	0.62	0.63
TOTAL (Rs.)	**935.53**	**2.85**	**0.00**	**0.00**	**938.38**	**770.57**	**16.05**	**0.00**	**786.62**	**151.75**	**164.97**

Annexure - 11: Restated Statement of Long Term Loans and Advances

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Earnest Money & Security	4.85	4.85	4.85	4.85
TOTAL	**4.85**	**4.85**	**4.85**	**4.85**

Annexure - 12: Restated Statement of Inventories

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
As taken value certified by the management:				
Raw Materials & Packing Materials	32.14	199.74	178.65	185.62
Semi Finished Good	-	7.55	7.91	8.46
Finished Good	19.61	21.09	19.86	16.89
TOTAL	**51.75**	**228.38**	**206.42**	**210.96**

Annexure - 13: Restated Statement of Trade Receivables

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Considered good				
RECEIVABLES EXCEEDING SIX MONTH	-	46.79		
OTHERS	541.16	731.86	764.52	726.93
TOTAL	**541.16**	**778.65**	**764.52**	**726.93**

Annexure - 14: Restated Statement of Cash and Cash Equivalents

PARTICULARS	As At 31st December 2022 (Rs. In Lakhs)	As At 31st March 2022 (Rs. In Lakhs)	As At 31st March 2021 (Rs. In Lakhs)	As At 31st March 2020 (Rs. In Lakhs)
Cash In Hand	3.06	3.08	4.65	6.66
P.N.B Current A/C No. - 3898002100013041	0.03	0.82		
ICICI A/C NO. 3833	0.46			

TOTAL	**3.55**	**3.90**	**4.65**	**6.66**

Annexure - 15: Restated Statement of Short Term Loans and Advances

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Sundry Advances	95.16	83.20	126.81	81.80
TOTAL	**95.16**	**83.20**	**126.81**	**81.80**

Annexure - 16: Restated Statement of Other Current Assets

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
GST ITC	61.80	91.90	95.00	156.79
TCS RECEIVABLE	0.06			
Misc. Assets	40.30			
TOTAL	**102.16**	**91.90**	**95.00**	**156.79**

Annexure - 17: Restated Statement of Revenue from Operations

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Manufactured Goods	901.29	1,121.49	1,171.52	1,681.29
Traded Goods		-		-
Sale of Services		-		-
TOTAL	**901.29**	**1,121.49**	**1,171.52**	**1,681.29**

Annexure - 18: Restated Statement of Other Income

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Other Income	2.14	0.42	0.36	1.12
Total	**2.14**	**0.42**	**0.36**	**1.12**

Annexure - 19: Restated Statement of Cost of Material Consumed

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
COST OF MATERIAL CONSUMED				
Opening Stock	199.74	178.65	185.62	194.63
Add: Purchase Net	390.54	908.75	899.32	1,382.87
Less: Closing Stock	32.14	199.74	178.65	185.62
TOTAL	**558.13**	**887.67**	**906.28**	**1,391.88**

Annexure - 20: Restated Statement of Change In Inventories of Finished Good, Work In Progress

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
CHANGES IN INVENTORY OF FINISHED GOOD				
WORK IN PROGRESS AND STOCK IN TRADE				
Increase/ Decrease in Stock				
[A] Closing Stock				
Work In Progress		7.55	7.91	8.46
Finished Good	19.61	21.09	19.86	16.89
TOTAL	**19.61**	**28.64**	**27.76**	**25.34**
[B] Opening Stock				
Work In Progress	7.55	7.91	8.46	2.05
Finished Good	21.09	19.86	16.89	3.65
TOTAL	**28.64**	**27.76**	**25.34**	**5.70**
Net Increase/ (Decrease) [A]-[B]	**9.03**	**(0.88)**	**(2.42)**	**(19.64)**

Annexure - 21: Restated Statement of Employee Benefits Expenses

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Salary & Wages	47.45	80.16	84.37	113.43
Directors Remuneration	11.25	15.00	15.00	15.00
Staff Welfare/ Labour Uniform	2.91	3.67	5.28	4.62
EPF Administration Charges		0.06	0.06	0.10
EPF Contribution		0.80	1.19	1.05
ESIC Contribution		0.22	0.23	0.47
TOTAL	**61.61**	**99.91**	**106.13**	**134.68**

Annexure - 22: Restated Statement of Finance Costs

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Interest On CC Limit	38.37	43.06	35.84	38.01
Bank Interest - Other	0.00	0.00	0.83	-
Bank Interest T/L 270A/c	4.01	6.44	4.82	-
Bank Charges	2.64	1.10	2.71	2.49
TOTAL	**45.02**	**50.61**	**44.21**	**40.50**

Annexure - 24: Restated Statement of Other Expenses

PARTICULARS	AS AT 31st DECEMBER 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2022 (RS. IN LAKHS)	AS AT 31st MARCH 2021 (RS. IN LAKHS)	AS AT 31st MARCH 2020 (RS. IN LAKHS)
Manufacturing Exp.:-				
Freight Inward	0.68	0.63	1.82	2.13
Consumable Stores	0.43	0.92	0.86	0.33
Generator Runing & Maintenance Expenses	0.89	4.32	5.54	6.18
Lab Testing Charges	0.18	2.81	3.43	2.31
Drug Office Expenses	1.10	1.30	1.18	1.29
Labour Packing Charges	2.00	-	-	-
Power Expenses	8.56	11.91	14.02	15.98
Others:-	-	-		
Insurance Charges	0.76	1.93	0.15	0.81
Freight Outward	-	0.15	0.12	-
Miscellaneous Expenses	-	0.02	0.02	4.80
Printing & Stationary	0.12	0.42	0.50	0.38
Office & General Expenses	1.50	5.11	4.71	3.79
Postage & Telegram	-	0.20	0.19	0.06
Professional Fee Expenses	6.98	2.96	2.18	3.72
Repairs to Plant & Machinery	1.24	5.09	5.70	4.07
Repair & Maintenance Other	1.00	3.80	4.40	3.56
Legal Exp.	7.00	0.86	0.82	-
Telephone Expenses	0.28	0.55	0.63	0.53
Travelling & Conveyance Expenses (Including Director's Travelling)	1.39	3.13	3.20	4.04
Security Expenses	4.49	6.80	6.70	6.42
Vehicle Running & Maintenance	0.35	2.01	1.69	1.94
Rate Diffrance/ Rebate & Discount	0.16	0.92	18.17	19.26
Festival Expenses	-	0.03	0.03	1.00
Audit Fee	-	1.50	1.50	1.50
Business Promotion	-	0.83	0.54	0.35

Short & Excess/ Recovery	-	0.02	(2.24)	0.00
Other Interest and Penalties	0.04	-	-	-
		-	-	-
TOTAL	**39.13**	**58.19**	**75.87**	**84.45**

OTHER FINANCIAL INFORMATION

STATEMENT OF ACCOUNTING RATIOS AS RESTATED

(₹ in lakhs)

Particulars	31.12.22	31.03.22	31.03.21	31.03.20
EBITDA (₹ in Lacs)	235.52	77.01	86.02	91.05
Net Profit as restated (₹ in Lacs)	128.08	3.35	12.13	16.22
Net Worth (₹ in Lacs)	867.69	739.61	736.26	724.13
Return on Net worth (%)	14.76%	0.45%	1.65%	2.24%
Equity Share at the end of year (in Nos.)	33,00,000	33,00,000	33,00,000	33,00,000
(Face Value ₹ 10)	10.00	10.00	10.00	10.00
Weighted No. of Equity Shares	33,00,000	33,00,000	33,00,000	33,00,000
Weighted No. of Equity Shares (Considering bonus in all previous years in the ration of 1.50:1)	82,50,000	82,50,000	82,50,000	82,50,000
Basic and Diluted Earnings per Equity Share	3.88	0.10	0.37	0.49
Basic and Diluted Earnings per Equity Share (Considering bonus in all previous years in the ratio of 1.50:1)	1.55	0.04	0.15	0.20
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	26.29	22.41	22.31	21.94
Net Asset Value/Book Value per Equity share (Considering bonus in all previous years in the ration of 200:1)	10.52	8.96	8.92	8.78

Note:- Earnings per share (Rs.) = Profit available to equity shareholders / weighted No. of shares outstanding at the end of the year.
Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
Net asset value / Book value per share (Rs.) = net worth / No. of equity shares
The net worth is considered post elimination of revaluation reserves. The Company does not have any extra- ordinary items.

Annexure – VII

STATEMENT OF CAPITALIZATION AS RESTATED

(₹ in lakhs)

Particulars	Pre Issue As at 31.12.2022	Post Issue*
Debt :		
Short term debt	566.85	566.85
Long term debt	50.86	50.86
Total Debt	**617.71**	**617.71**
Shareholders Funds		
Equity Share Capital	330.00	1,395.00
Reserves and Surplus	537.69	876.69
Less: Revaluation Reserves	0.00	0.00

Less: Misc. Expenditure	0.00	0.00
Total Shareholders' Funds	**867.69**	**2,271.69**
Long Term Debt/ Shareholders' Funds	0.06	0.02
Total Debt / Shareholders Fund	0.71	0.27

*Based on the assumption that Fresh Issue of 40,00,000 Equity Shares at the issue price of ₹30 will be fully subscribed.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled "Risk Factors" on page 16*, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.*

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the ICDR Regulations and restated as described in the restated financial statements dated January 12, 2023 which is included in this Prospectus under "Restated Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Significant Developments Subsequent to the Last Financial Period

In the opinion of the Board of Directors of our Company, other than as mentioned below, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

However, following are the major developments after December 31, 2022:

We have made following post December 31, 2022:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Conside-ration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
04-02-2023	6,80,000	10	30	Preferential Allotment	Cash	39,80,000	3,98,00,000	1,36,00,000
28-02-2023	59,70,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Nil	99,50,000	9,95,00,000	Nil

COVID 19 Pandemic:

Since the onset of the COVID-19 pandemic in March 2020, our Company's operations have been minutely affected as our manufacturing units employees faced the threat of getting infected. In 2020, cases of the novel corona virus started rapidly increasing in India, which led the Government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national, and global economies. The manufacturing units only operated at below regular capacities because of manpower shortages.

Key factors affecting the results of operation:

Our Company's future results of operations could be affected potentially by the following factors:

Economic conditions in the markets in which we operate

Our results of operations are dependent on the overall economic conditions in the markets in which we operate, including India. Any change in macro-economic conditions in these markets, including changes in interest rates, government policies or taxation and political, economic or other developments could affect our business and results of operations. The iron and steel market in India may perform differently and be subject to market and regulatory developments that are dissimilar to the markets in other parts of the world. While stronger macro-economic conditions tend to result into higher demand for our products, weaker macro-economic conditions tend to result into lower demand. Change in demand in the market segments we currently supply or improvement/deterioration in the market or a change in regulations, customs, taxes or

other trade barriers or restrictions could affect our operations and financial condition.

Regulatory developments

Our Company is regulated by the Companies Act and some of its activities are subject to supervision and regulation by statutory and regulatory authorities. It is therefore subject to changes in Indian law, as well as to changes in regulation and government policies and accounting principles.

The following important factors could cause actual results to differ materially from the expectations include among others:
• General economic and business conditions;
• Volatility in financial market
• Increasing competition in the industry;
• Changes in the value of the Indian rupee and other currencies;
• Changes in laws and regulations that apply to the industry;
• Changes in fiscal, economic or political conditions in India;

Reliance on major customers

Our top 10 customers represented 96.23%, 82.51% and 99.27%, respectively, of our revenue from operation for nine months period ended December 31, 2022, Fiscal 2022 and Fiscal 2021, respectively. Any reduction in orders from our top 10 customers would adversely affect our income. The demand from our major customers, in particular our top 10 customers, determines our revenue levels and results of operations, and our sales are directly affected by their production and inventory levels. Over the years, we have developed strong relationships with our customers through whom we have been able to expand our product offerings and also our geographic reach. Our business depends on the continuity of business with these customers.

Other Key factors affecting our financial condition and our results of operations:

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

- Increased competition in this industry;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans including those for which funds are being raised through this Issue;
- Fluctuations in operating costs;
- Any adverse incident, including natural disaster, outbreak of any pandemic during or before our exhibitions;
- Our ability to maintain and expand our existing exhibitions;
- Our ability to enter into new verticals and setup new exhibition brands;
- Our ability to attract and retain qualified personnel;
- The performance of the financial markets in India and globally; and
- Any adverse outcome in the legal proceedings in which we are involved.

RESULTS OF OPERATIONS

Description of the major components of revenue and expense items: -

Our total revenue consists of revenue from operations and other income.

Revenue

Revenue from Operations

Our Company's revenue is primarily comprised of the sale of Oral Liquid (Syrups/Suspensions/Dry Powders (βeta & Non βeta-Lactam), Tablets & Capsules (βeta & Non βeta-Lactam). Revenue from sale of products comprised sale of manufactured goods. It consists of domestic sales only.

Other Income

Other Income comprised interest income and scrap sales.

Expenses

Operating Expenses is our largest head of expense and mainly comprised of cost of material purchased, changes in inventories. Our other costs include Employee benefits expense, financial charges, Depreciation and amortization expenses and Other expenses.

Cost of Material Consumed

Cost of Material Consumed include value of raw material consumed and packing material consumed during the year / period.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in inventories of finished goods and work-in-progress comprise of costs attributable to an increase or decrease in inventory levels during the relevant financial year/period in finished goods and work in progress.

Employee Benefits Expense

Employee Benefits Expense comprised of salary and wages, Director's remuneration, contribution to provident funds and other funds and gratuity expenses.

Finance Cost

Finance Cost comprised interest on working capital facilities and term loans and bank charges and other finance cost.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprise depreciation on property, plant and equipment.

Other Expenses

Other expenses primarily comprise of other manufacturing expenses, bank charges, business promotion expenses, conveyance, legal & professional fees and transportation expenses amongst others.

Tax Expense

Our tax expense or credit for the period represents the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

DISCUSSION ON RESULTS OF OPERATIONS:

The following discussion on results of operations should be read in conjunction with the restated financial statements of our Company for the period ended December 31, 2022 and financial years ended March 31, 2022, 2021 and 2020.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer *Significant Accounting Policies, "Annexure I" beginning under "Restated Financial Statements" on page 111.*

RESULTS OF OUR OPERATION

9 months period ended December 31, 2022

(₹ lakhs)

Particulars	For the period ended December 31, 2022	% of Total Income

Income		
Revenue from Operations	901.29	
Other Income	2.14	
Total Income	**903.43**	
Cost of materials consumed	558.13	61.78%
Changes in Inventories	9.03	1.00%
Employee Benefit Expenses	61.61	6.82%
Other Expenses	39.13	4.33%
Total Expenditure	**667.91**	**73.93%**
EBIDTA	**235.52**	**26.07%**
Interest & Financial Charges	45.02	4.98%
Depreciation	16.05	1.78%
PBT	**174.44**	**19.31%**
Tax Expenses	46.36	5.13%
Profit After Tax as Restated	**128.08**	**14.18%**

Revenue from operations

The Revenue from operations was ₹ 901.29 lakhs for the 9 months period ended December 31, 2022. Other Income for the 9 months period ended December 31, 2022 was ₹2.14 lakhs. Hence the Total Income for the 6 months period ended December 31, 2022 was ₹ 683.64 lakhs.

Expenditure:

The total operating expenditure aggregated to ₹ 667.91 lakhs which was 73.93% of the Total Income.

Cost of materials consumed

Cost of materials consumed was ₹558.13 lakhs for the 9 months ended December 31, 2022. Cost of materials consumed was 61.78% of our total income.

Changes in Inventories

Changes in inventories of finished goods and work-in-progress was ₹ 9.03 lakhs for the 9 months ended December 31, 2022.

Employee Benefits Expenses

Employee benefits expenses was ₹61.61 lakhs for the 9 months ended December 31, 2022, which primarily included salaries and wages. Employee benefits expenses was 6.82% of our total income.

Other Expenses

Other expenses was ₹39.13 lakhs for the 9 months ended December 31, 2022, which primarily included packing cgarges, power expenses, office & general expenses, professional fees, legal fees, security expenses amongst others. Other expenses also include bank charges, conveyance expenses, donation, office expenses, Legal and professional charges, rent expenses, staff welfare, and transportation amongst others. Other expenses were 4.33% of our total income.

Interest & Financial Charges: Our finance costs were ₹45.02 lakhs for the 9 months ended December 31, 2022, which primarily included interest expense on bank term loans and working capital loans.

Depreciation: We incurred Depreciation cost of ₹ 16.05 lakhs, which is 1.78% of our Total Income.

Tax Expenses: Tax Expenses for the period ended December 31, 2022 is ₹ 46.36 lakhs.

Profits

Our EBIDTA stood at ₹ 235.52 lakhs for the 9 months period ended December 31, 2022 with the EBIDTA margin of 26.07%. We recorded PBT of ₹ 174.44 lakhs and PBT margin stood at 19.31%. We recorded Net Profit of ₹ 128.08 lakhs. Our Net Profit Margin stood at 14.18%. The increase in profit and profit margins was mainly due to operational efficiency and changes in strategy due to change of management in April 2021, procurement of raw materials at cheaper rates due to upfront payments, changes in product mix with focus on value added products with higher margins.

Comparison of Financial Years ended March 31, 2022, 2021 and 2020

(₹ lakhs)

Particulars	31.03.22	31.03.21	31.03.20
Income			
Revenue from Operations	1,121.49	1,171.52	1,681.29
Increase/Decrease (%)	-4.27%	-30.32%	
Other Income	0.42	0.36	1.12
Total Income	**1,121.91**	**1,171.88**	**1,682.41**
Increase/Decrease (%)	-4.26%	-30.35%	
Expenditure			
Cost of materials consumed	**887.67**	**906.28**	**1,391.88**
Increase/Decrease (%)	-2.05%	-34.89%	
% to Total Income	79.12%	77.34%	82.73%
Changes in Inventories	**-0.88**	**-2.42**	**-19.64**
Increase/Decrease (%)	-63.84%	-87.67%	
% to Total Income	-0.08%	-0.21%	-1.17%
Employee Benefit Expenses	**99.91**	**106.13**	**134.68**
Increase/Decrease (%)	-5.86%	-21.20%	
% to Total Income	8.91%	9.06%	8.00%
Other Expenses	**58.19**	**75.87**	**84.45**
Increase/Decrease (%)	-23.30%	-10.16%	
% to Total Income	5.19%	6.47%	5.02%
Total Expenditure	**1,044.90**	**1,085.86**	**1,591.37**
Increase/Decrease (%)	-3.77%	-31.77%	
% to Total Income	93.14%	92.66%	94.59%
EBIDTA	**77.01**	**86.02**	**91.05**
Increase/Decrease (%)	-10.48%	-5.52%	
% to Total Income	6.86%	7.34%	5.41%
Depreciation	**21.94**	**25.70**	**31.16**
Increase/Decrease (%)	-14.64%	-17.53%	
% to Total Income	1.96%	2.19%	1.85%

Profit Before Interest and Tax	**55.08**	**60.32**	**59.89**
Increase/Decrease (%)	-8.70%	0.73%	
% to Total Income	4.91%	5.15%	3.56%
Interest & Financial Charges	**50.61**	**44.21**	**40.50**
Increase/Decrease (%)	14.48%	9.15%	
% to Total Income	4.51%	3.77%	2.41%
Profit before Taxation	**4.46**	**16.11**	**19.38**
Increase/Decrease (%)	-72.30%	-16.87%	
% to Total Income	0.40%	1.38%	1.15%
Tax Effect	**1.11**	**3.99**	**4.55**
Increase/Decrease (%)	-72.16%	-12.37%	
% to Total Income	0.10%	0.34%	0.27%
Profit After Tax	**3.35**	**12.13**	**14.83**
Increase/Decrease (%)	-72.35%	-18.24%	
% to Total Income	0.30%	1.03%	0.88%

Comparison of FY 2022 with FY 2021:

Revenue from operations

The Revenue from operations for the FY 2022 was ` 1,121.49 lakhs as compared to ` 1,171.52 lakhs during the FY 2021 showing a decrease of 4.27%. This shows the industry stabilizing post covid 2019. As a result, we have since experienced a gradual increase in business in the last quarter of the fiscal 2022. Further since there was change in management in April 2021, the initial focus was more on streamlining the processes and stabilizing the working capital cycle rather than increasing the sales with very high debtors.

Other Income for the FY 2022 and FY 2021 was ₹ 0.42 lakhs and ₹ 0.36 lakhs respectively. Hence the Total Income for the FY 2022 was ₹ 1,121.91 lakhs as compared to ₹ 1,171.88 lakhs during the FY 2021.

Expenditure:

Cost of Materials Consumed

Cost of Materials Consumed decreased to ₹ 887.67 lakhs for FY 2022 from ₹ 906.28 lakhs for FY 2021 which was 79.12% and 77.34% of our total income respectively. This decrease was mainly in line with decrease in operations.

Changes in Inventories

Changes in inventories of finished goods and work-in-progress was ₹ (0.88) lakhs for the FY 2022 and ₹ (2.42) lakhs for the FY 2021.

Employee Benefit Expenses

Employee Benefit Expenses decreased from ₹ 106.13 lakhs for the year ended March 31, 2021 to ₹ 99.91 lakhs for FY 2022 showing a decrease of 5.86%. This decrease was mainly due to decrease in salary 7 wages and staff welfare expenses. Employee Benefit Expenses stood at 9.06% and 8.91% of Total income for FY 2021 and FY 2022, respectively.

Other Expenses

Other Expenses decreased to ₹ 58.19 lakhs for FY 2022 from ₹ 75.87 lakhs for FY 2021 showing a decrease of 23.30%. Other Expenses was 5.19% of Total income during FY 2022 as against 6.47% during FY 2021.

EBIDTA

EBIDTA decreased from ₹ 86.02 lakhs for FY 2021 to ₹ 77.01 lakhs for FY 2022. During FY 2022, our Company recorded EBIDTA margin of 6.86% of the Total income as against 7.34% during FY 2021.

Depreciation

Depreciation on fixed assets was 1.96% of Total income during FY 2022 as compared to 2.19% during FY 2021. The total depreciation during FY 2021 was ₹ 25.70 lakhs and during FY 2022 it was ₹ 21.94 lakhs.

Interest & Financial Charges

Our finance costs were ₹50.61 lakhs for the year ended March 31, 2022 as compared to ₹44.21 lakhs for the year ended March 31, 2021 showing a increase of 14.48% which primarily included interest expense on bank term loans and working capital loans.

Profit after Tax and restatement adjustment (PAT)

PAT decreased from ₹ 12.13 lakhs for the FY 2021 to ₹ 3.35 lakhs in FY 2022. The decrease is mainly due to increase in interest cost and other expenses. During FY 2022, our Company recorded PAT margin of 0.30% as against 1.03% for FY 2021.

Comparison of FY 2021 with FY 2020:

Revenue from operations

The Revenue from operations for the FY 2021 was Rs. 1,171.52 lakhs as compared to Rs. 1,681.29 lakhs during the FY 2020 showing a decrease of 30.32%. There was decrease of Turnover in 2020-21 as compared to the corresponding previous year 2019-20 mainly on account of COVID restrictions during 20-21. During the Covid-19 pandemic period, the Company has to shut the operation completely for 2 months during the FY 2019-20 as per the government guidelines. Since the employees were not willing to take the risk of COVID infections there was no operations during first three months of FY 2021 and only partial operation for next 3 months, during FY 2020-21 with low attendance. As a result of shut down of the unit, business operations of the Company was adversely affected. In addition to that there was interruption in supply chain management, delay in realisation of receivables affected the operations of the Company.

Other Income for the FY 2021 and FY 2020 was ₹ 0.36 lakhs and ₹ 1.12 lakhs respectively. Hence the Total Income for the FY 2021 was ₹ 1,171.88 lakhs as compared to ₹ 1,682.41 lakhs during the FY 2020.

Expenditure:

Cost of Materials Consumed

Cost of Materials Consumed decreased to ₹ 906.28 lakhs for FY 2021 from ₹ 1,391.88 lakhs for FY 2020 which was 77.34% and 82.73% of our total income respectively. This decrease was mainly in line with decrease in operations.

Changes in Inventories

Changes in inventories of finished goods and work-in-progress was ₹ (2.42) lakhs for the FY 2021 and ₹ (19.64) lakhs for the FY 2020.

Employee Benefit Expenses

Employee Benefit Expenses decreased from ₹ 134.68 lakhs for the year ended March 31, 2020 to ₹ 106.13 lakhs for FY 2021 showing a decrease of 21.20%. This decrease was mainly due to decrease in salary and wages. Employee Benefit Expenses stood at 8.00% and 9.06% of Total income for FY 2020 and FY 2021, respectively.

Other Expenses

Other Expenses decreased to ₹ 75.87 lakhs for FY 2021 from ₹ 84.45 lakhs for FY 2020 showing a decrease of 10.16%. Other Expenses was 6.47% of Total income during FY 2021 as against 5.20% during FY 2020.

EBIDTA

EBIDTA decreased from ₹ 91.05 lakhs for FY 2020 to ₹ 86.02 lakhs for FY 2021. During FY 2021, our Company recorded EBIDTA margin of 7.34% of the Total income as against 5.41% during FY 2020.

Depreciation

Depreciation on fixed assets was 2.19% of Total income during FY 2021 as compared to 1.85% during FY 2020. The total depreciation during FY 2020 was ₹ 31.16 lakhs and during FY 2021 it was ₹ 25.70 lakhs.

Interest & Financial Charges

Our finance costs were ₹44.21 lakhs for the year ended March 31, 2021 as compared to ₹40.50 lakhs for the year ended March 31, 2020 showing an increase of 9.15% which primarily included interest expense on bank term loans and working capital loans.

Profit after Tax and restatement adjustment (PAT)

PAT decreased from ₹ 14.83 lakhs for the FY 2020 to ₹ 12.13 lakhs in FY 2021. The decrease is mainly due to increase in interest cost and other expenses. During FY 2021, our Company recorded PAT margin of 1.03% as against 0.88% for FY 2020.

Cash Flows

The following table sets forth certain information concerning our cash flows for the periods indicated:

(₹ in lakhs)

Particulars	Period ended December 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net cash flow from operating activities	651.48	20.86	(100.18)	(145.59)
Net cash flow from investing activities	(2.85)	--	--	(2.42)
Net cash flow from financing activities	(648.98)	(21.62)	98.17	150.70
Net increase in cash and cash equivalents	(0.37)	(0.76)	(2.01)	2.70
Add: Balance at the beginning of the year	3.90	4.65	6.66	3.96
Cash and cash equivalents at the end of the year	3.55	3.90	4.65	6.66

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:

1. Unusual or infrequent events or transactions

Since the onset of the COVID-19 pandemic in March 2020, our Company's operations have been minutely affected as our manufacturing units employees faced the threat of getting infected. In 2020, cases of the novel corona virus started rapidly increasing in India, which led the Government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national, and global economies. The manufacturing units only operated at below regular capacities because of manpower shortages.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in '*Factors Affecting our Results of Operations'* and the uncertainties described in the section entitled '*Risk Factors*' beginning on page 16 of the Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue, or income from continuing operations.

Apart from the risks as disclosed under Section titled *"Risk Factors"* on page 16 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by service providers.

5. 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.

Changes in revenues during the last three fiscal years are explained in "Management's Discussion and Analysis of Financial Condition & Results of Operations" under the subsection "Comparison of Financial Years ended March 31, 2021, 2020 and 2019" under the respective paragraphs titled "Operating Revenue".

6. Total turnover of each major industry segment in which the issuer company operated.

For details on the total turnover of the industry please refer to "*Industry Overview*" on page 74.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new product or business segment.

8. The extent to which business is seasonal.

Our business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers.

Particulars	Financial Year ended December 31, 2022	Financial Year ended March 31, 2022
Customers' contribution Top 10 (%)	96.23	82.51
Suppliers contribution Top 10 (%)	66.49	90.12

10. Competitive conditions.

Competitive conditions are as described under "*Industry Overview*" and "*Our Business*" on pages 74 and 80, respectively.

FINANCIAL INDEBTEDNESS

Following is a summary of our Company's outstanding borrowings as on December 31, 2022:

Sr. No.	Nature of Borrowing	Amount *(₹ in lakhs)
1.	Secured Borrowings	509.47
2.	Unsecured Borrowings	108.24
	Total	**617.71**

The details of loans are as under:

There are following secured borrowings as on December 31, 2022:

(₹ in Lakhs)

Particulars	Sanctioned Amount	Outstanding as on 31.12.22	Rate of Interest	Security	Repayment
P.N.B. -GECL TL-A/C-389800IL00000270	90.00	50.86	7.65% p.a.	Extension on EM of piece of land area 2930 sq mtr belonging to khasra no. 85 land at khata no. 120, situated at village Madhopur, Hazratpur near saliyar, Bhagwanpur, Roorkee.	After moratarium period of 12 months, the loan shall be repaid in 36 installments of Rs. 2.50 lakhs each
P.N.B. Ram Nagar, Roorkee CC- A/c-16831	450.00	458.62	8.90% p.a.	The company has availed CC Limit facility from PNB Bank, Ramanagar, Roorkee that is primarily secured against hypothecation of All types of Stocks, Current Assets & Equitable mortgage on Factory Land & building.	On Demand
Total	**540.00**	**509.47**			

Unsecured Loans:

Particulars	Outstanding as on 31.12.22	Rate of Interest	Repayment
Kalyani Kanmatha Reddy	16.00	Nil	On Demand
Blue Nile Capital Advisory Services Limited	50.00	Nil	On Demand
Ramesh Reddy	13.82	Nil	On Demand
Sadhanala Venkat Rao	2.50	Nil	On Demand
Venu Gopal	25.92	Nil	On Demand
Total	**108.24**		

SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Prospectus. All information provided below is as of the date of this Prospectus.

None of our Promoters or Directors are Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

LITIGATION INVOLVING OUR COMPANY: Nil

CRIMINAL PROCEEDINGS

There are criminal proceedings pending at different levels of adjudication before various courts, enquiry officers and appellate forums. A summary of the outstanding proceedings involving our Company, Directors or Promoters, as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

S.No	Petitioner Name	Brief fact of the case	Subject matter	Amount	Current Status
1.	State at the Instance of Assistant Drugs Controller	Assay Variation in the sample drug of "sodium feredetate" between the State of the Instance of Assistant Drugs Controller 1 and the Company	Variation in the sample drug of "sodium feredetate	--	The case has been Filed by the Assistant drug controller, Dharwad against the Company regarding Assay variation, and the hearing is fixed on 07.06.2023
2	Bansal Enterprises	Rs.443381/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.443381/-	Hearing is fixed on 17.05.2023
3	M/S Amit Pharma Chem UK	Rs.2726276/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.2726276	Hearing is fixed on 01.06.2023
4	M/S Aay Cee Enterprises	Rs.590165/- is the dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.590165	Hearing is fixed on 01.06.2023

5	Sonex	dispute amount for supply of raw materials to the company	Payment default in the supply of raw material	Rs.6,51,640	The Case was settled through NCLT on 01.04.2022. Copy of NCLT enclosed.
6	Ravinder Gupta	Rs.88,000/- is the dispute amount for supply of packaging materials to the company	Payment default in the supply of packaging material	Rs. 88,000	Next date of hearing is May 31, 2023

LITIGATION INVOLVING THE DIRECTORS: Nil

LITIGATION INVOLVING OUR PROMOTERS: Nil

LITIGATION INVOLVING OUR GROUP ENTITIES: Nil

TAX PROCEEDINGS:

A summary of tax proceedings involving our Company, our Promoter, our Directors, or our Group Companies are stated below:

(Rs.)

					Diff in 115J		**diff in Business Income**		**diff in 234B, C**	
S.No	**AY**	**Demand Rs.**	**U/s**		**Vilin**	**Depot**	**Vilin**	**Depot**	**Vilin**	**Depot**
1	22-23	-9180	Refund							
2	21-22	12160	143				1616707	1659311		
3	20-21	426610	143				2110970	2216410		
4	19-20	49690	143							49834
5	18-19	45830	143							45828
6	17-18	405490	143							
7	16-17	10110	143		218135	211781				
	Total	**940710**								

Delayed interest calculations. 234 (a) &(b), calculation with difference between Company and department under 115J

Facts of the cases	**Amount**	**Status**
MAT credit, interest related, delay filling of the returns, etc.	9,49,980	The Company has filed responses to the department and initiated further closure of the cases.

The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded *but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending.*

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTER AND OUR DIRECTORS: NIL

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PAST INQUIRIES, INSPECTIONS, OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of the Prospectus in the case of Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Prospectus.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of the Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, our Board has approved that each creditor, to whom our Company individually owes a net aggregate amount that exceeds 5.00% of the trade payables as per the Restated Financial Statements for the most recent financial year, shall be considered as a material creditor of our Company. Our Board has also approved that dues owed by our Company to small scale undertakings as per the Restated Financial Statements for the most recent financial year shall be disclosed in a consolidated manner.

As per the above policy, consolidated information of outstanding dues, as at December 31, 2022, owed to small scale undertakings, material dues to trade creditors separately, giving details of number of cases and aggregate amount for such dues is as under:

(₹ in lakhs)

Particulars	Number of cases	Amount Outstanding
Dues to small scale undertakings	Nil	Nil
Material dues to creditors	5	49.57
Other dues to creditors	12	20.18

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. Our Company does not owe any small-scale industries or any MSMEs any amounts exceeding ₹1 lakh which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at www.vilinbiomed.co.in. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.vilinbiomed.co.in, would be doing so at their own risk.

Material Developments

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 145, there have not arisen, since the date of the last financial statements disclosed in the Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of material approvals, consents, licences, and permissions from the governmental and regulatory authorities obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations. In view of the approvals listed herein, our Company can undertake the Offer and its current business activities. Unless otherwise stated, our Company has obtained all material approvals and the same are valid as of the date of this Prospectus. The material approvals, consents, licenses, registrations, and permits obtained by our Company which enable it to undertake its current business activities are set forth below. Further, as on the date of this Prospectus, our Company does not have any material subsidiaries.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer "Key Regulations and Policies" on page 96.

A. **Corporate / General Authorizations**

Sr. No.	Authorisation granted	Issuing Authority	Registration No./CIN	Date of Issue	Valid up to
1.	Certificate of incorporation in the name of *"Vilin Bio Med Limited"*	Registrar of Companies, Andhra Pradesh Hyderabad	U24230TG2005PLC046689 The CIN was changed to below number after the formation Telangana state. U24230TG2005PLC046689	June 29, 2005	Valid until cancelled
2.	Certificate of Commencement of Business	Registrar of Companies, Andhra Pradesh Hyderabad	01.46689	July 11, 2005	Valid until cancelled

B. **Issue Related Authorizations**

1. Our Board of Directors has, pursuant to a resolution passed at its meeting held on February 28, 2023, authorised the Issue subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The shareholders of our Company have authorised the Issue, pursuant to a special resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on March 6, 2023.

3. Our Company has obtained in-principle approval dated May 10, 2023 from the National Stock Exchange of India Limited.

4. Our Company's International Securities Identification Number ("ISIN") is INE0L4V01013.

C. **Tax Related Authorisations**

Sr. No.	Authorisation Granted	Issuing Authority	Registration No. / Reference No. / License No.	Applicable Act/ Regulation	Valid up to
1.	Permanent Account Number (PAN)	Income Tax Department, GoI	AACCV1433D	Income Tax Act, 1961	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	MRTM02762E	Income Tax Act, 1961	Valid until cancelled
3.	GSTIN Certificate of Registration	Government of India And Government of Uttarakhand	05AACCV1433D1ZW	GST Act	Valid until cancelled

D. **Business Related Authorisations**

3. Udyam Registration Certificate with number UDYAM-UK-06-0003993 from the Ministry of Micro, Small and Medium Enterprises.
4. Registration under the Employees' Provident Fund Scheme 1952 bearing number UKDDN0035444000.
5. The Company has a ESIC registration bearing number 61000017500000304.
6. Licence to manufacture of drugs, being drugs specified in Schedules C and C (1) (excluding those mentioned in schedule X], to the Drugs and Cosmetic Rules, 1945. The licence was valid till February 2022.
7. Licence to manufacture of drugs, being drugs other than those specified in Schedules C, C (1) and schedule X, to the Drugs and Cosmetic Rules, 1945. The licence was valid till February 2022.

E. **Intellectual Property Registration**

The details of intellectual property as on the date of this Prospectus are as under:

Sr. no.	Particulars		Status
1	Domain Name	www.vilinbiomed.co.in	Registered
2	Logo		Unregistered

F. **Approvals applied for but not yet received / Renewals made in the usual course of business:**

1. Our Company has applied for the renewal of manufacturing licences as per point 5 and 6 above, vide our letter dated March 15, 2022. The application is still under process and we hope to receive the approvals by June 2023.

2. Our Company has applied for the renewal of consent of Pollution Control Board vide the application number 3856774 dated April 14, 2023.

G. **Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required:**

Nil

OUR GROUP ENTITIES

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'Group Companies', our Company considered companies as covered under the applicable accounting standards, being AS 18 (as mentioned in our restated financial statements), or other companies as considered material by our Board.

For details please refer to section titled "Our Promoters and Promoter Group" beginning on page 111 of the Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

- Our Board has, pursuant to its resolution dated February 28, 2023, authorized the Issue, subject to the approval of the Equity Shareholders of our Company under Section 62(1)(c) of the Companies Act 2013.

- Our Equity Shareholders have, pursuant to a resolution dated March 6, 2023, under Section 62(1)(c) of the Companies Act, authorized the Issue.

We have received in-principle approval from NSE *vide* their letter dated May 10, 2023 to use the name of NSE in this Offer Document for listing of our Equity Shares on EMERGE Platform of NSE. NSE is the Designated Stock Exchange.

Prohibition by SEBI, the RBI, or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, the persons in control of our Company and each of the Selling Shareholders have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority or court, including any securities market regulator in any jurisdiction.

Prohibition by RBI

Neither our Company, our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them.

Neither our Company, our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India;

None of our Promoters or Directors are Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter and members of the Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("SBO Rules"), to the extent applicable to each of them as on the date of this Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Prospectus.

Eligibility for this Issue

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

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 paid up capital is more than Rs. 10 crore and less than Rs. 25.00 crore and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "*EMERGE Platform of National Stock Exchange of India Limited*").

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled *"General Information –Underwriting"* beginning on page 41.

2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within four (4) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, our Lead Manager will submit a soft copy of the Prospectus to SEBI. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Offer Document. In terms of Regulation 246(1) and (3) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Offer Document along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Offer Document with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE. For further details of the arrangement of market making please refer to section titled *"General Information"* beginning on page 41.

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.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the EMERGE Platform of the NSE:-

a) Our Company was incorporated on June 29, 2005, with the Registrar of Companies, Mumbai under the Companies Act, 2013 in India.

b) As on the date of this Prospectus, our Company has a paid-up capital of ₹995.00 lakhs and the Post Issue Paid-up Equity Share Capital will be ₹1,395.00 lakhs which is less than ₹2,500 lakhs.

c) Our Company has a track record of at least three years.

d) Our company has positive cash accruals on the basis of restated financials (earnings before depreciation and tax) from operations for at least 2 financial years preceding, below are the details:

(₹ Lakhs)

Particulars	2021-22	2020-21	2019-20
Profit Before Tax	4.46	16.11	19.38
Add: Depreciation	21.94	25.70	31.16
Less :Other Income	0.42	0.36	1.12
Positive Cash Accruals (Earnings Before Depreciation and Tax)	**25.99**	**41.46**	**49.43**

e) The net worth as per the restated financials of our Company as on December 31, 2022 is ₹867.69 lakhs.

f) Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) and no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

g) Our Company has not received any winding up petition admitted by a NCLT / Court.

h) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.

Other Disclosures:

i) Any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company: **Not Applicable**

j) Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years: **Not Applicable**

k) We have disclosed the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. **Complied with**

l) In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences. **Not Applicable**

m) There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on Emerge Platform of NSE.

n) We have a website: www.vilinbiomed.co.in

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

• The Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE Platform. NSE is the Designated Stock Exchange.

• Our Company has entered into an agreement with both the depositories for dematerialisation of its Equity Shares already issued and proposed to be issued.

• The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.

• The entire Equity Shares held by the Promoters will be in dematerialised form.

• The requirement of firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals is not applicable to our Company. For details, please refer the chapter "Objects of the Issue" on page 60.

Our Company confirms that the amount for general corporate purposes, as mentioned in objects of the issue in the offer document does not exceed twenty five per cent. of the amount being raised by our Company.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoters or Directors is a wilful defaulter.

(d) Neither our Company nor our Promoters or Directors is a fraudulent borrower.

(e) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Further, In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within four (4) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING 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 THIS OFFER DOCUMENT, THE LEAD MANAGER, INVENTURE MERCHANT BANKER SERVICES 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 LEAD MERCHANT BANKER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 7, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Disclaimer from our Company and the Lead Manager

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company‘s instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU / Issue Agreement entered into between the Lead Manager and our Company dated November 27, 2023 and the Underwriting Agreement dated June 7, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated June 5, 2023, 2023 entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and

no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received and may in future receive compensation.

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 authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, 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, Alternative Investment Fund, 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, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company this 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 Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Maharashtra, India 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 this Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. 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 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 Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Disclaimer Clause of the EMERGE Platform of National Stock Exchange of India Limited

"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.: NSE/LIST/2284 dated May 10, 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this 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."

Track records of past issues handled by Inventure Merchant Banker Services Private Limited

For details regarding the track record of the Inventure Merchant Banker Services Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of Inventure Merchant Banker Services Private Limited at www.inventuremerchantbanker.com

Listing

The Equity Shares of our Company are proposed to be listed on EMERGE Platform of NSE. Our Company has obtained in-principle approval from NSE by way of its letter dated May 10, 2023 for listing of equity shares on EMERGE Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the 40 to deal in and for an official quotation of the Equity Shares on the EMERGE Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation

Attention of the Applicants 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."

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue/ Sponsor Bank, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been be obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the

Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Company has received written consent from the Statutory Auditor namely, M/s. PPKG & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the report of the Peer Reviewed Auditor on the Restated Financial Statements, dated January 12, 2023 and the statement of tax benefits dated March 27, 2023 and such consent has not been withdrawn as on the date of this Prospectus.

Expert Opinion

Except for the reports in the section "Financial Information of the Company" on Restated Financial Information and "Statement of Tax Benefits" on page 121 and page 72, from the Statutory Auditors, our Company has not obtained any expert opinions.

Previous Rights and Public Issues during the Last Five Years

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is the Initial Public Offer of the 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 the Equity Shares since inception of the Company.

Previous capital issue during the last three years by listed Group Companies and Subsidiary of our Company.

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any public or rights issue of securities in the preceding three years.

Performance vis-à-vis objects

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Entities has made public issue of equity shares during the period of ten years immediately preceding the date of filing draft offer document with the National Stock Exchange of India Limited.

Details of Fees Payable

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting fees) will be as per the Memorandum of Understanding and Underwriting Agreement among our Company and the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated March 27, 2023 a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Statutory Auditor and Advertisers, etc. will be as per the terms of their respective engagement letters, if any.

Statement on Price Information of Past Issues handled by Inventure Merchant Banker Services Private Limited:-

TABLE 1

Sr. No.	Issue Name	Issue Size (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
1	Navoday Enterprises Limited	4.61	20	June 25, 2021	19.50	-27.50% (-0.10%)	-38.05% (13.15%)	-47.50% (7.57%)
2	AA Plus Tradelink Limited	6.48	18	July 22, 2021	17.50	-50.00% (4.72%)	-59.72% (15.94%)	-51.94% (14.98%)
3	Omnipotent Industries Limited	18.90	63	November 29, 2021	99.00	-38.81% (0.95%)	-49.21% (-2.45%)	-63.57 (-4.15)
4	Brandbucket Media & Technology Limited	8.25	55	December 31, 2021	55.25	-38.73% (-1.81%)	-66.18% (0.54%)	-74.36% (-8.97%)
5	Silver Pearl Hospitality & Luxury Spaces Limited	9.00	18	June 17, 2021	16.00	-37.56% (4.67)	-49.22% (16.69%)	-56.11(22.04%)
6	Maagh Advertising And Marketing Services Limited	9.12	60	October 13, 2022	62.30	-21.80% (7.97%)	-43.90% (5.01%)	68.73%(5.11%)

source: www.bseindia.com

Note:-
1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	*Total no. of IPOs*	*Total Funds Raised (₹ Cr.)*	*Nos. of IPOs trading at discount as on 30th calendar day from listing day*			*Nos. of IPOs trading at premium as on 30th calendar day from listing day*			*Nos. of IPOs trading at discount as on 180th calendar day from listing day*			*Nos. of IPOs trading at premium as on 180th calendar day from listing day*		
			Over 50%	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*
2020-2021	Nil	Nil	--	--	--	--	--	--	--	--	--	--	--	--
2021-2022	4	38.24	--	4	--	--	--	--	3	1	--	--	--	--
2022-2023*	2	18.12	--	2	--	--	--	--	2	--	--	--	--	--

*till the date of this Prospectus.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds, or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

a. Investors will get the allotment of specified securities in dematerialization form only.
b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

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 Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Investor Grievances and Redressal System

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

Further, the Applicants shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in. Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

The Board has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, please refer to the "*Our Management*" on page 101.

Our Company has appointed CS Saket Kansal as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Saket Kansal,
Company Secretary and Compliance Officer
Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India
Tel: +91 40 7961 8843
Fax: Not Available
E-mail: cs@vilinbiomed.co.in
Website: www.vilinbiomed.co.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc*.

As on the date of this Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Prospectus.

Our Company, Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Our Group Companies and our Subsidiaries are not listed on any stock exchange.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of nonroutine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("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 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

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 Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in 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. For further details, please refer "*Main Provisions of Articles of Association*" on page 202.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on February 28, 2023 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 March 6, 2023.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 1956 and Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection to recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association.

Face Value and Issue Price per Share

The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹30.00 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under "*Basis for Issue Price"* on page 66. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, the terms of the listing agreements with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer "*Main Provisions of Articles of Association*" on page 202.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the 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 number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Offer:

- Agreement dated March 21, 2022 amongst NSDL, our Company and the Registrar to the Offer; and
- Agreement dated January 20, 2023 amongst CDSL, our Company and the Registrar to the Offer.

Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or 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 in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Minimum Number of Allottees

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs and sponsor bank, shall be unblocked within 4 working days of closure of Offer.

Period of the Subscription list of the Public Issue

Event	Indicative Date
Issue Opening Date	June 16, 2023
Issue Closing Date	June 21, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	June 26, 2023
Initiation of Refunds	June 27, 2023
Credit of Equity Shares to Demat Accounts of Allottees	June 29, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	June 30, 2023

The above timetable is indicative and does not constitute any obligation on our Company and the 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 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company 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.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "*General Information – Underwriting"* on page 43.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 4,000 Equity Shares. 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.

Option to receive Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

Migration to Main Board

In accordance with the National Stock Exchange of India Limited Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the EMERGE Platform of the National Stock Exchange of India Limited for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of National Stock Exchange of India Limited from the EMERGE Platform on a later date subject to the following:

a) If the Paid up Capital of the company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to National Stock Exchange of India Limited for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the NSE SME 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 National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled "General Information" beginning on page 41 of this Prospectus.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, 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.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue.

Application by Eligible NRI"s, FPI"s, VCF"s, AIF"s 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.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in "*Capital Structure*" on page 47, 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 202.

ISSUE STRUCTURE

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 paid up capital is more than Rs. 10 crore and less than Rs. 25.00 crore and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "*EMERGE Platform of National Stock Exchange of India Limited*"). For further details regarding the salient features and terms of such an issue please refer "*Terms of the Issue*" and "*Issue Procedure*" on page 172 and 177, respectively.

Following is the Issue structure:

Public issue of up to 40,00,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹30.00 per Equity Share (including a share premium of ₹20 per Equity Share) ("**Issue Price**") aggregating to ₹1,200.00 lakhs ("**the Issue**") of which 2,08,000 Equity Shares aggregating to ₹62.40 lakhs will be reserved for subscription by Market Maker ("**Market Maker Reservation Portion**"). The Issue less the Market Maker Reservation Portion i.e., issue of 37,92,000 Equity Shares of face value of ₹10.00 each at an Issue Price of ₹30.00 per equity share aggregating to ₹1,137.60 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 28.67% and 27.18%, respectively of the post issue paid-up equity share capital of our Company.

Particulars	Net Issue to Public^	Market Maker reservation portion
Number of Equity Shares	37,92,000 Equity Shares	2,08,000 Equity Shares
Percentage of Issue Size available for allocation	94.96% of the Issue Size (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors).	5.20% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4,000 Equity Shares and Further allotment in multiples of 4,000 Equity Shares each. For further details please refer to the section titled *"Issue Procedure"* on page 180.	Firm Allotment
Mode of Application*	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for UPI Applicants using Syndicate ASBA).	
Minimum Application Size	***For QIB and NII:*** Such number of Equity Shares in multiples of 4,000 Equity Shares at an Issue price of ₹30 each such that the Application Value exceeds ₹2,00,000 ***For Retail Individuals:*** 4,000 Equity Shares at an Issue price of ₹30 each.	2,08,000 Equity Shares at an Issue price of ₹30 each.
Maximum Application	***For QIB and NII:*** The maximum application size is the Net Issue to public i.e. 37,92,000 Equity Shares, subject to limits the investor has to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:*** 4,000 Equity Shares at an Issue price of ₹30 each.	2,08,000 Equity Shares at an Issue price of ₹30 each.
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	4,000 Equity Shares	4,000 Equity Shares. However, the Market Makers may accept odd lots if

Particulars	Net Issue to Public^	Market Maker reservation portion
		any in the market as required under the SEBI (ICDR) Regulations.
Terms of payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue 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 'Terms of the Issue' on page 172.

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price offer the allocation in the net offer to the public category shall be made as follows:

d) Minimum fifty percent to retail individual investors; and
e) Remaining to:
   i. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
f) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

** In case of joint Application, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

Withdrawal of the Issue

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this issue on its EMERGE Platform, which the Company shall apply for after Allotment and,

2. The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after 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 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 Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Issue Programme

Issue Opening Date	June 16, 2023
Issue Closing Date	June 21, 2023

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time).

Standardization of cut-off time for uploading of Applications on the Issue Closing Date:
a) A standard cut-off time of 3.00 p.m. for acceptance of Applications.

b) A standard cut-off time of 4.00 p.m. for uploading of Applications received from other than Retail Individual Applicants.
c) A standard cut-off time of 5.00 p.m. for uploading of Applications received from only Retail Individual Applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of Applications received up to the closure of timings and reported by Lead Manager to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Applications not uploaded, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of Allotment.

Applications will be accepted only on Working days i.e. all days excluding Saturdays, Sundays, and public holidays, on which the commercial banks in the city as notified in the offer document are open for business.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

Our Company and the Lead Manager 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. Applicants are advised to make their independent investigations and ensure that their applications 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 the Prospectus.

Further, our Company and the Lead Manager do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI mechanism for application in this Issue.

The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by National Stock Exchange of India Limited to act as intermediaries for submitting Application Forms are provided on https://www.nseindia.com.

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (―UPI‖) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs 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 Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, 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 will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by RIIs ("**UPI Phase III**") and modalities of the implementation of UPI Phase III maybe notified and made effective subsequently, as may be prescribed by SEBI. The Issue 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 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 and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications 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 the Prospectus.

Further, our Company and the Lead Manager are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

Phased implementation of Unified Payments Interface

SEBI has issued a **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 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have 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 would continue to be six Working Days.

Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, 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 be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

g) Minimum fifty percent to retail individual investors; and
h) Remaining to:
   i. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
i) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the National Stock Exchange of India Limited (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Retail Individual Investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Category	Colour[(1)]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

(1) Excluding electronic Application Form.

RIIs and other Individual investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed 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 issue and share transfer agent ("RTA")(whose name is mentioned on the website of the stock exchange as eligible for this activity)

RIIs and other Individual 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 application form.

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 proof of having accepted the application form, in physical form or electronic mode respectively.

The upload of the details in the electronic bidding system of the stock exchange will be done by:

For the applications submitted by the investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange(s) shall validate the electronic details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the application details already uploaded.

For ASBA Applicants using UPI mechanism, the Stock Exchange shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate ASBA applicants (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 the 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 Banks and the Bankers to the Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI *circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated March 16 ,2021.

Who Can Apply?

1. Indian nationals' resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);

2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: ―Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in equity shares;

4. Mutual Funds registered with SEBI;

5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);

7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;

8. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Applications portion;

9. Venture Capital Funds registered with SEBI;

10. Foreign Venture Capital Investors registered with SEBI;

11. Eligible Qualified Foreign Investors;

12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);

13. Multilateral and bilateral development financial institutions;

14. State Industrial Development Corporations;

15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;

16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;

17. Insurance companies registered with Insurance Regulatory and Development Authority;

18. Provident Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;

19. Pension Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;

20. Limited liability partnerships;

21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the Government of India, published in the Gazette of India;

22. Nominated Investor and Market Maker;

23. Insurance funds set up and managed by the army, navy, or air force of the Union of India and by the Department of Posts, India;

24. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian laws.

25. As per the existing policy of the Government of India, OCBs cannot participate in this Issue. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

26. Applications not to be made by:
    1. Minors (except through their Guardians)
    2. Partnership firms or their nominations
    3. Overseas Corporate Bodies

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.

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹2,00,000.

b) For Other Applicants [Non-Institutional Applicants and Qualified Institutional Buyer(s) (QIB)]:

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹2,00,000 and in multiples of 4,000 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** Under the existing SEBI regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

The above Information is given for the benefits of the Applicants. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Participation by associates and affiliates of the Lead Manager and the Syndicate Members

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis and such subscription may be on their own account or on the behalf of their clients.

Option to subscribe in the Issue

a) As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form. However, they may get the specified securities re-materialized subsequent to allotment.

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 laws.

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

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 case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Applications by Eligible NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying 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**) Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (**NRO**) accounts for the full application amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Application by FPIs (including FIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our

post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor 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, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised 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. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Fund (AIF) and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

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 Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 ("**IRDA Investment Regulations**"), as amended, as amended, are broadly set forth below:

1) Equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% 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 belongs 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 (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b). With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c). With respect to applications made by provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company , the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application

Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The 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 the 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.

Applications by Provident Funds / Pension Funds

In case of Applications made by provident funds with minimum corpus of ₹25 crores (subject to applicable law) and pension funds with minimum corpus of ₹ 25 crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Applications by Banking companies

In case of Applications 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 Application Form, failing which our Company reserves the right to reject any Application without assigning any reason, therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by Self Certified Syndicate Banks (SCSBs)

SCSBs participating in the Issue 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 applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Information for the Applicants

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the 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 Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Application Form along with Abridged Prospectus and copies of the Prospectus will be available with the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.

5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected. The 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 or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected.

7. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs 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 Application Form, before entering the ASBA application into the electronic system.

8. 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 Applicants, or in the case of application in joint names, the first Applicant (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 Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons 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 Issue will be made into the accounts of such Applicants.

9. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the 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 Applicants are advised to make their independent investigations and to ensure that the ASBA 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 Application Form, please refer the above-mentioned SEBI link.

Method and Process of Applications

1. Applicants are required to submit their applications during the Issue Period only through the Designated Intermediaries.

2. The Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten (10) Working Days.

3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediariesto register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

5. The Designated Intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For the applications submitted by the investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.

6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

9. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis

of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of payment

The entire Issue price of ₹ 60 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 or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, 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 Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Electronic Registration of Applications

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities on a regular basis before the closure of the issue.

On the Issue Closing Date, the Designated Intermediaries may upload the applications till such time as may be permitted by the Stock Exchange.

c) Only Applications that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. In the Phase 1, the Designated Intermediaries are given till 1:00 pm on the day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange send the application information to the Registrar to the Issue for further processing.

<u>Other Instructions</u>

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature, and father/ husband's name to determine if they are multiple applications.

ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number **("PAN")** to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Allocation of Equity shares

1) The Issue is being made through the Fixed Price Process wherein 2,08,000 Equity Shares shall be reserved for Market Maker. 18,96,000 Equity Shares having face value of ₹10.00 each at a price of ₹30 per Equity Share aggregating ₹568.80 lakhs will be available for allocation to Retail Individual Investors. 718,96,000 Equity Shares having face value of ₹10.00 each at a price of ₹30 per Equity Share aggregating ₹568.80 will be available for allocation to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.

2) Under- subscription if any, in any category, would be allowed to 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 the Stock Exchange.

3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines, and approvals.

4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.

5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement

Vide an Underwriting Agreement dated June 7, 2023 this issue is 100% Underwritten.

Filing of the Prospectus with the ROC

The Company will file a copy of the Prospectus with the ROC in terms of 26 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

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. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated Date, the Registrar to the Offer shall instruct the SCSBs or Sponsor Bank to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and

- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Further, helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 are set forth in the table below:

Name of the Lead Manager	Helpline (email)	Telephone
Inventure Merchant Banker Services Private Limited	redressal@inventuremerchantbanker.com	+91 22 4075 1500

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 Application forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of NSE i.e. www.nseindia.com

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, UPI ID (if applicable), Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All 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 application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of 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 Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

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 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 EMERGE Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue 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 shall be made within three (3) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Impersonation

Attention of the Applicants 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 of Companies Act, 2013 and shall be treated as Fraud."

Mode of Refunds

a) **In case of ASBA Applicants:** Within 6 (six) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

c) In case of Other Investors: Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders may refer to Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Undertakings by our Company

We undertake as follows:

i. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;

ii. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within the period prescribed by the Board;

iii. 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 Issue by our Company;

iv. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six 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;

v. That no further Issue 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, under-subscription etc.;

vi. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

vii. That if our Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

viii. If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

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.

SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

1.

The Regulations contained in Table F, in the First Schedule, to the Companies Act, 2013 shall apply to this Company, but the Regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its Regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation

In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

(a) "The Act" or "the said Act"

"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) "These Articles"

"These Articles" means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by Special Resolution.

(c) "Beneficial Owner"

"Beneficial Owner" shall have the meaning assigned thereto in Clause(a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

(d) "The Company" or "this Company"

"The Company" or "this Company" means VILIN BIO MED LIMITED
.
(e) "The Directors"

"The Directors" means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) "Depository"

"Depository" shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) "Depositories Act 1996"

"Depositories Act 1996" includes any statutory modification or re- enactment thereof.

(h) "The Board" or the "Board of Directors"

"The Board," or the "Board of Directors" means a Meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a Circular Resolution in accordance with the Act.

(i) "The Chairman"

"The Chairman" means the Chairman of the Board of Directors for the time being of the Company.

(j) "The Managing Director"

"The Managing Director" includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being, be the Managing Director of the Company.

(k) "The Office"

"The Office" means the Registered Office, for the time being, of the Company.

(l) "Capital"

"Capital" means the Share Capital, for the time being, raised or authorised to be raised, for the purpose of the Company.

(m) "The Registrar"

"The Registrar" means the Registrar of Companies of the State in which the office of the Company is, for the time being, situated.

(n) "Dividend"

"Dividend" includes Bonus.

(o) "Month"

"Month" means the Calendar Month.

(p) "Seal"

"Seal" means the Common Seal, for the time being, of the Company.

(q) "In Writing and Written"

"In Writing and Written" include printing, lithography, and other modes of representing or reproducing words in a visible form.

(r) "Plural Number"

Words importing the singular number also include the plural number and vice versa.

(s) "Persons"

"Persons" include Corporations and Firms as well as Individuals.

(t) "Gender"

Words importing the masculine gender also include the feminine gender.

(u) "Securities and Exchange Board of India"

"Securities and Exchange Board of India" or SEBI means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

(v) "Year and Financial Year"

"Year" means the Calendar Year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Expression in the Act to bear same meaning in the Articles

Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

Marginal Notes

The Marginal Notes hereto shall not affect the construction of these Articles.
COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a Member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs.100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:

(i) The Memorandum;

(ii) The Articles, if any;

(iii) Every other agreement and every Resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

CAPITAL AND SHARES

4. The Authorized Share Capital of the Company is as per Clause-V of the Memorandum of Association of the Company with all rights to the Company to alter the same in any way it thinks fit.

5. The Board may, from time to time, with the sanction of the Company in a General Meeting, increase the Share Capital by such sum to be divided into Shares of such amounts as the Resolution shall prescribe.

6. The Share Capital shall be distinguished by its appropriate number provided that nothing in this Clause shall apply to the Shares held with a Depository.

SHARES AT THE DISPOSAL OF THE DIRECTORS

7. Subject to the provisions of Section 62 of the Act and these Articles, the Share Capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a Premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Share, either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as Fully Paid-up Share and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

8. (1) Where at any time the Company proposes to increase its Subscribed Capital by the issue of Further Shares, such Shares shall be offered -

(a) to persons who at the date of the Offer are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit to the Paid-up Share Capital on those Shares, by sending a Letter of Offer subject to the following conditions, namely:-
(i) the Offer shall be made by Notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the Offer within which the Offer, if not accepted, shall be deemed to have been declined;

(ii) unless the Articles of the Company otherwise provide, the Offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person; and the notice referred to in Clause (i) shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(b) to Employees under a scheme of Employees' Stock Option, subject to Special Resolution passed by Company and subject to such conditions as may be determined by the Central Government; or

(c) to any persons, if it is authorized by a Special Resolution, whether or not those persons include the persons referred to in Clause (a) or Clause (b), either for cash or for a consideration other than cash, if the price of such Shares is determined by the Valuation Report of a Registered Valuer subject to such conditions as may be determined by Central Government.

(2) The Notice referred to in Sub-Clause (i) of Clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least three days before the opening of the issue.

(3) Nothing in this Section shall apply to the increase of the Subscribed Capital of a Company caused by the exercise of an option, as a term attached to the Debentures issued or Loan raised by the Company to convert such Debentures or Loans into Shares in the Company.

The Terms of Issue of such Debentures or Loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in General Meeting.

POWER TO OFFER SHARES / OPTIONS TO ACQUIRE SHARES

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, Rules notified there under and any other applicable Laws, Rules and Regulations, at any point of time, offer existing or further Shares (consequent to increase of Share Capital) of the Company, or options to acquire such Shares (consequent to increase of Share Capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of Warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether Whole-Time or not), whether at par, at discount, in case of Shares issued as Sweat Equity Shares as per Section 54 of the Act or at a Premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law, for the time being in force.

(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's Employees including by
(iii) way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue Preference Shares which are or at the option of the Company, are liable to be redeemed and the Resolution authorizing such issues shall prescribe the manners, terms, and conditions of Redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

11. On the issue of Redeemable Preference Shares under the provisions of Article 10 hereof, the following provisions shall take effect.

(a) No such Shares shall be redeemed except out of the Profits of the Company which would otherwise be available for Dividend, or out of the proceeds of a Fresh Issue of Shares made for the purposes of such Redemption;

(b) No such Shares shall be redeemed unless they are Fully Paid-up;

(c) where such Shares are proposed to be redeemed out of the Profits of the Company, there shall, out of such Profits, be transferred, a sum equal to the nominal amount of the Shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of Share Capital of a Company shall apply as if the Capital Redemption Reserve Account were Paid-up Share Capital of the Company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

12. Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

13.
(1) The Company shall not have power to buy its own Shares unless the consequent reduction of Share Capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.
(2) The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any Shares in the Company or in its Holding Company.

(3) Nothing in Sub-Clause (2) shall apply to –

(a) the Company in accordance with any scheme approved by Company through Special Resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, Fully Paid-up Shares in the Company or its Holding Company, if the purchase of, or the subscription or, the Shares held by Trustees for the benefit of the employees or such Shares held by the employee of the Company;

(b) the giving of loans by a Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for Fully Paid-up Shares in the Company or its Holding Company to be held by them by way of Beneficial Ownership:

Provided that disclosures in respect of Voting Rights not exercised directly by the employees in respect of Shares to which the scheme relates shall be made in the Board's Report in such manner as may be determined by Central Government.

REDUCTION OF CAPITAL

14. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or any Share Premium Account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

15. The Company may in General Meeting alter the conditions of its Memorandum of Association as follows:

(a) Consolidate and divide all or any of its Share Capital into Shares of a larger amount than its existing Shares but no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(b) Sub-divide its Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;

(c) Cancel Shares which at the date of the passing of the Resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the Shares so cancelled. The cancellation of Shares in pursuance of this Sub-Clause, shall not be deemed to be reduction of Share Capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

16. If and whenever as a result of issue of New Shares of any consolidation or sub-division of Shares, any Share become held by Members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those Shares which Members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the Members entitled to such Shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the Shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

MODIFICATION OF RIGHTS

17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of Shares, all or any of the rights and privileges attached to each class, may, subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in Nominal Value of the Issued Shares of the Class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of Shares of the Class.

ISSUE OF FURTHER SHARES ON PARI-PASSU BASIS

18. The rights conferred upon the holders of Shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari-passu therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

19. The Company shall not issue any Shares (not being Preference Shares) which carry Voting Rights, or Rights in the Company as to Dividend, Capital or otherwise which are disproportionate to the rights attached to the holders of other Shares (not being Preference Shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

(a) "Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Shares, Debentures and other securities and rematerialize its such Shares, Debentures and other securities held by it with the Depository and/ or offer its fresh Shares and Debentures and other securities in a dematerialized form, pursuant to the Depositories Act, 1996 and the Rules framed there under if any"

DEMATERIALIZATION OF SECURITIES

(b) Either on the Company or on the investor exercising an option to hold his securities with a Depository in a dematerialized form, the Company shall enter into an agreement with the Depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

(c) "Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities"

OPTION FOR INVESTORS

(d) "Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A Beneficial Owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities."

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER

(e) "The Company or the Investor may exercise an option to issue, deal in, hold the securities (including Shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996."

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

(f) "All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners."

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS
(g)
(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner, for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (a) above, the Depository as the Registered Owner of the securities shall not have any Voting Rights or any other Rights, in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name if entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a Depository.

DEPOSITORY TO FURNISH INFORMATION

(h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
SHARES AND CERTIFICATES
REGISTER AND INDEX OF MEMBERS

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of Shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of Beneficial Owners maintained by the Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

21. The Shares in the Capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no Share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue Shares in the Capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any Shares which may be so allotted may be issued as Fully Paid-up Shares and if so issued shall be deemed to be Fully Paid-up Shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES
23.
1) Where a Company issue Shares at a Premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those Shares shall be transferred to a "Securities Premium Account" and the provisions of this Act relating to reduction of Share Capital of a Company shall, except as provided in this Article, apply as if the Securities Premium Account were the Paid-up Share Capital of the Company.
2) Notwithstanding anything contained in Clause (1), the Securities Premium Account may be applied by the Company –

(a) towards the issue of Un-issued Shares of the Company to the Members of the Company as Fully Paid Bonus Shares;
(b) in writing off the Preliminary Expenses of the Company;
(c) in writing off the expenses of, or the Commission paid or discount allowed on, any issue of Shares or Debentures of the Company;
(d) in providing for the premium payable on the Redemption of any Redeemable Preference Shares or of any Debentures of the Company; or

(e) for the purchase of its own Shares or other securities under Section 68.

ACCEPTANCE OF SHARES

24. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for Shares in the Company followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accept any Shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a Member, provided that no Share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

LIABILITY OF MEMBERS

25. Every Member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his Share or Shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATE

26. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its Shares or Debentures and within one month after the application for the transfer of any such Shares or Debentures, complete and have ready for delivery the certificates of all Shares and Debentures allotted or transferred.

Every Members shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount Paid-up thereon and shall be in such form as the Directors may prescribe or approve, provided that in respect of a 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 to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST, OR DESTROYED

27. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each Certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act, or the Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or Rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to Debentures of the Company.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

28. A copy of any Trust Deed for securing any issue of Debentures shall be forwarded to the holders of any such Debentures or any Member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

The Trust Deed referred to in item (i) above also be open to inspection by any Member or Debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of Members of the Company.

JOINT ALLOTTEES OF HOLDERS

29. Any two or more joint allottees or holders of Shares shall, for the purpose of Articles, be treated as a single Member and the certificate for any Share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER

30.

(i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any Share or (except only as is by these presents, otherwise expressly provided) any right in respect of a Share other than an absolute right there to, in accordance with

these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any Share in the joint names of two or more persons or survivors of them.

(ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any Share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such Share on the part of any other person whether or not it shall have express or implied notice thereof.

WHO MAY HOLD SHARES

31. Shares may be registered in the name of an incorporated Company or other Body Corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.

32. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole-Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the Trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

SWEAT EQUITY

33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), Shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

34.
(1) In pursuance of Section 89 of the act, where the name of a person is entered in the Register of Members of a Company as the holder of Shares in that Company but who does not hold the Beneficial Interest in such Shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the Company specifying the name and other particulars of the person who holds the Beneficial Interest in such Shares.

(2) Every person who holds or acquires a Beneficial Interest in Share of the Company shall make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand registered in the books of the Company and such other particulars (as may be determined by Central Govt.)

(3) Where any change occurs in the Beneficial Interest in such Shares, the person referred to in Clause (1) and the Beneficial Owner specified in Clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the Company in such form and containing such particulars (as may be determined by Central Govt.)

(4) The Company has been bound to follows the Rules as may be made by the Central Government to provide for the manner of holding and disclosing Beneficial Interest and Beneficial Ownership under this Section.

(5) Where any declaration under this Article is made to a Company, the Company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under Section 403.

(6) No right in relation to any Share in respect of which a declaration is required to be made under this Article but not made by the Beneficial Owner, shall be enforceable by him or by any person claiming through him.

(7) Nothing in this Article shall be deemed to prejudice the obligation of a Company to pay Dividend to its Members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its Holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

36. In the event it is permitted by law to issue Shares without Voting Rights attached to them, the Directors may issue such Share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by law.

SECTIONS 45 OF ACT NOT TO APPLY

37. Notwithstanding anything to the contrary contained in the Articles:

(i) Section 45 of the Act shall not apply to the Shares held with a Depository.

TRUST RECOGNIZED

38. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an Incorporated Company or other Body Corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any Firm or Partnership.
REGISTRATION OF CHARGES

39. The provisions of the Act relating to Registration of Charges shall be complied with.

In case of a Charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the Charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any Charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any Share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any Creditors or Member of the Company and any other person shall have the right to inspect copies of instruments creating Charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE

COMMISSION MAY BE PAID

40. A Company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:

(a) The payment of such commission shall be authorized in the Company's Articles of Association;

(b) The commission may be paid out of proceeds of the issue or the Profit of the Company or both;

(c) The rate of commission paid or agreed to be paid shall not exceed, in case of Shares, five percent of the price at which the Shares are issued or a rate authorised by the Articles, whichever is less, and in case of Debentures, shall not exceed two and a half per cent of the price at which the Debentures are issued, or as specified in the Company's Articles, whichever is less;

(d) The Prospectus of the Company shall disclose—

(i) The name of the Underwriters;
(ii) The rate and amount of the Commission Payable to the Underwriter; and
(iii) The number of securities which is to be underwritten or subscribed by the Underwriter absolutely or conditionally.

(e) There shall not be paid commission to any Underwriter on securities which are not offered to the public for subscription;

(f) A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Prospectus for registration.

BROKERAGE MAY BE PAID

41. The Company may pay a reasonable sum for brokerage on any issue of Shares and Debentures.

CALLS ON SHARES

DIRECTORS MAY MAKE CALLS

42. The Board of Directors may from time to time by a Resolution passed at Meeting of the Board (and not by Circular Resolution) make such call as it may think fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each Member shall pay the amount of every Call so made on him to the persons and at the times and place appointed by the Board of Directors. A Call may be made payable by instalments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

43. Where any Calls for further Share Capital are made on Shares, such Calls shall be made on a uniform basis on all Shares falling under the same class. For the purpose of this Article, Shares of the same nominal value on which different amounts have been Paid-up shall not be deemed to fall under the same class.

NOTICE OF CALLS

44. One month notice at least of every Call payable otherwise then on allotment shall be given by the Company specifying the time and place of payment and to whom such Call shall be paid.

CALLS TO DATE FROM RESOLUTION

45. A Call shall be deemed to have been made at the time when the Resolution of the Board authorizing such Call was passed at a Meeting of the Board of Directors and may be made payable by the Members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

46. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the Members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

47. If any Member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such Member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

48. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered, appears, entered on the Register of Members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the Shares in respect of which such money is sought to be received, that the Resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the Member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the Meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

49. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the Company in General Meeting shall otherwise direct, as the Member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in Profits or Dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any Voting Rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on Debenture of the Company.

FORFEITURE, SURRENDER AND LIEN

IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

50. If any Member fails to pay any call or installment of a call in respect of any Shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such Member or on the person (if any) entitled to the Share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

51. The Notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the Call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the Shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

52. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a Resolution of the Board to that effect. Such forfeiture shall include all Dividends and Bonus declared in respect of the forfeited Shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed Dividends before the claim becomes barred by law.

NOTICE OF FORFEITURE

53. When any Share shall have been so forfeited, notice of the Resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the Shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

54. Any Shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

55. The Board may, at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

56. Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFETURE

57. The forfeiture of a Share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the Share and all other rights, incidental to the Share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

58. The Net Proceeds of any such sale shall be applied in or towards satisfaction of the said Debts, Liabilities or Engagements and the residue (if any) paid to such Member, his Heirs, Executors, Administrators, or Assignees.

DECLARATION OF FORFEITURE

59.

(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director of the Manager of the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment, or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests, and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the Dividends, Interests or Bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.

60. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

61. The Company may receive the consideration, if any, given for the Share on any sale, re-allotment, or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off and the person to whom such Share is sold, re-allotted or disposed off may be registered as the holder of the Share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest, and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the Dividends, Interest or Bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment, or disposal of the Share.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

62. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any Shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any Shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

63. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a Call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

64. The Board may at any time, subject to the provisions of the Act, accept the surrender of any Share from or by any Member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

65. The Company shall have a first and paramount lien upon all the Shares/Debentures (other than Fully Paid-up Shares/Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all Dividends and Bonuses from time to time declared in respect of such Shares/Debentures. The registration of a transfer of Shares/Debentures shall not operate as a waiver of the Company's lien if any, on such Shares/Debentures unless otherwise agreed by the Board. The Directors may at any time declare any Shares/Debentures wholly or in part to be exempt from the provisions of this Article.

ENFORCING LIEN BY SALE

66. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such Member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

67. The Net Proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said Debts, Liabilities or Engagements and the residue, if any, shall be paid to such Member, his Heirs, Executors, Administrators, or other Legal Representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORGEITURE

68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register, in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

69. Where an Shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative Shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting Member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such Shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said Shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

70. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a Share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES

REGISTER OF TRANSFER

71. The Company shall keep a book to be called the Register of Transfers and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any Share.

EXECUTION OF TRANSFER

72. Subject to the Provisions of the Act and these Articles, the transfer of Shares in or Debentures of the Company shall be registered unless a proper Instrument of Transfer, duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the Shares or Debentures. The Transferor shall be deemed to remain the holder of such Shares until the name of the Transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same Instrument of Transfer.

INSTRUMENT OF TRANSFER

73. Every such Instrument of Transfer shall be signed both by the Transferor and Transferee and the Transferor shall be deemed to remain the holder of such Share until the name of the Transferee is entered in the Register of Members in respect thereof.

FORM OF TRANSFER

74. The Instrument of Transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and registration thereof. The Company shall use a common form for transfer.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

75. No transfer shall be made to a minor or a person of unsound mind.

TRANSFER OF SHARES

76.
(i) An application for the registration of a transfer of Shares may be made either by the Transferor or by the Transferee.

(ii) Where the application is made by the Transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the Transferee and the Transferee makes no objection to the transfer within two weeks from the receipt of the notice.

(iii) For the purpose of Clause (2) hereof notice to the Transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

77. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any Share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as Shareholder any person to whom the right to any Shares of the Company has been transmitted by operation of law.

NO FEE ON TRANSFER OR TRANSMISSION

78. No fee shall be charged for registration of Transfer, Transmission, Probate, Succession, Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney, or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

79. Every Instrument of Transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the Shares to be transferred and such other evidence as the Company may require to prove the title of the Transferor or his right to transfer the Shares.

WHEN TRANSFER TO BE RETAINED

80. All Instruments of Transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person Depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT-HOLDERS OF SHARES

81. In the case of death of any one or more of the persons named in Register of Members as joint Shareholders of any Share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such Shares, but nothing herein contained shall be taken to release the estate of a Joint Shareholder from any liability to the Company on Shares held by him jointly with any other person.

TITLE TO SHARES OF DECEASED HOLDER

82. Subject to Article 81 the heir, executor or administrator of a deceased Shareholder shall be the only person recognized by the Company as having any title to his Shares and the Company shall not be bound to recognize such Heir, Executor, or Administrator unless such Heir, Executor, or Administrator shall have first obtained Probate, Letters of Administration, or Succession Certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

83. Subject to the provisions of Article 90 any person becoming entitled to any Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a Member in respect of such Shares or elect to have some person nominated by him and approved by the Directors registered as a Member in respect of such Shares. Provided nevertheless that if such person shall elect to have his nominee registered, he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such Shares.

A transfer of the Share or other interest in the Company of a deceased Member thereof made by his legal representative shall although the legal representative is not himself a Member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer.

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

84. The person entitled to a Share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled as if he were registered holder of the Shares except that he shall not before being registered as a Member in respect of the Share, be entitled in respect of it, to exercise any right conferred by Membership in relation to the Meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer Shares and if the notice is not complied within sixty days the Board shall thereafter withhold

payment of all Dividends, interests, Bonuses or other moneys payable in respect of the Share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

85. Subject to the provisions of the Act and these Articles, any person becoming entitled to a Share in consequence of the death, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the Share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the Share.

BOARD MAY REFUSE TO TRANSMIT

86. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any Share or his Nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

87. Every transmission of Share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

88. A transfer of a Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

89. The Certification by the Company of any Instrument of Transfer of Shares or Debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the Shares or Debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the Shares or Debentures

THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

90. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of Shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

(i) Every Shareholder or Debenture holder of the Company, may at any time, nominate a person to whom his Shares or Debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.

(ii) Where the Shares or Debentures of the Company are held by more than one person jointly, Joint-holders may together nominate a person to whom all the rights in the Shares or Debentures, as the case may be shall vest in the event of death of all the Joint-holders in such manner as may be determined by Central Government under the act.

(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the Shares of Debentures, the nominee shall, on the death of the Shareholders or Debenture holder or, as the case may be on the death of the Joint-holders become entitled to all the rights in such Shares or Debentures or, as the case may be , all the Joint-holders, in relation to such Shares or Debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.

(iv) Where the Nominee is a minor, it shall be lawful for the holder of the Shares or Debentures, to make the nomination to appoint any person to become entitled to Shares in, or Debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

OPTION OF NOMINEE

92.

(i) A Nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the Share or Debenture, as the case may be; (b) or to make such transfer of the Shares and/or Debentures, as the deceased Shareholder or Debenture holder, as the case may be, could have made.

If the Nominee elects to be registered as holder of the Shares or Debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with the Death Certificate of the deceased Shareholder or Debenture holder, as the case may be.

(ii) A Nominee shall be entitled to the Dividend / Interest and other advantages to which he would be entitled if he were the registered holder of the Shares / Debentures, provided that he shall not, before being registered as a Member, be entitled to exercise any right conferred by Membership in relation to the Meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Shares or Debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all Dividends, Bonuses, or other monies payable in respect of the Shares or Debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

93. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such Shares/Debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any Share/Debenture in the joint names of any two or more persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

94. Nothing contained in Section 56(1) of the Act, or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of Depository.

NOTICE OF APPLICATION WHEN TO BE GIVEN

95. Where, in case of partly paid Shares, an application for registration is made by the Transferor, the Company shall give notice of the application to the Transferee, in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

96. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his Nominee, as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

97. A person entitled to a Share by transmission shall subject to the right of the Directors to retain Dividends or money as is herein provided, be entitled to receive, and may give a discharge for any Dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

98. Subject to the provisions of the Act, the Board may refuse to transfer a Share or Shares in the joint names of more than three persons.

JOINT-HOLDERS

99. If any Share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of Dividends or Bonus or Service of Notice and/or any other matter connected with the Company, except voting at Meeting and the transfer of the Share, be deemed the sole holder thereof, but the Joint-holders of a Share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such Share and for all incidents thereof subject to the following and other provisions contained in these Articles;

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

(a) The Joint-holders of any Share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such Share.

TITLE OF SURVIVORS

(b) On the death of any such Joint-holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the Share, but the Board may require such evidence of death as it may deem fit, and nothing herein contained shall be taken to release the estate of a deceased Joint-Holder from any liability on Shares held by him jointly with any other person.
EFFECTUAL RECEIPTS

(c) Any one of several persons who is registered as Joint-Holder of any Share may give effectual receipts for all Dividends and payments on account of Dividends in respect of such Share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

(d) Only the person whose name stands first in the Register of Members as one of the Joint-holders of any Share shall be entitled to delivery of the certificates relating to such Share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the Joint-holders).

VOTES OF JOINT-HOLDERS

(e) Any one or two or more Joint-holders may vote at any Meeting either personally or by attorney or by proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such Joint-holders be present at any Meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof but the others of the Joint-holders shall be entitled to be present at the Meeting; provided always that a Joint-Holder present at any Meeting personally shall be entitled to vote in preference to a Joint-Holder present by Attorney or by Proxy although the name of such Joint-Holder present by an Attorney or by Proxy although the name of such Joint-Holder present by an Attorney or Proxy stands first or higher (as the case may be) in the register in respect of such Shares. Several executors or administrators of a deceased Members in whose (deceased Member's) sole name any Shares stand shall for the purpose of this Article, be deemed Joint-holders.

CONVERSION OF SHARES INTO STOCK

SHARES MAY BE CONVERTED INTO STOCK

100. The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any Paid-up Share into stock, and when any Shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which Fully Paid-up Share in the Capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

101. The Stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the Profits and voting at Meetings of the Company and for other purposes as would have been conferred by Shares of equal amount in the Capital of the Company of the same class as the Shares from which such stock was converted, but so that none of such privileges or advantages except participation in the Profits of the Company or in the Assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in Shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the Shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to Shares. The Company may at any time reconvert any such stock into Fully Paid-up Shares of any denomination.

MEETING OF MEMBERS

102.
(a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other Meetings, a General Meeting as its Annual General Meeting and shall specify the Meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any Annual General Meeting shall be held by a period not exceeding three months.

(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9:00 A.M. and 6:00 P.M. on any day that is not a National Holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

103. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an Annual return together with the copy of the Financial Statements, including Consolidated Financial Statement, if any, along with all the documents which are required to be or attached to such Financial Statements under this act, duly adopted at the Annual General Meeting of the Company. A copy of the Financial Statements adopted at the Annual General Meeting shall be filed within 30 days of the Annual General Meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

104. The General Meeting referred to in Article 99 shall be called and styled as an Annual General Meeting and all Meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

105.

(1) The Board may, whenever it deems fit, call an Extra-ordinary General Meeting of the Company.

(2) The Board shall, at the requisition made by such number of Members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the Paid-up Share Capital of the Company as on that date carries the right of voting power of all the Members having on the said date a right to vote, call an Extra-ordinary General Meeting of the Company within the period specified in Clause (4).

(3) The requisition made under Clause (2) shall set out the matters for the consideration of which the Meeting is to be called and shall be signed by the Requisitionists and sent to the Registered Office of the Company.

(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a Meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the Meeting may be called and held by the Requisitonists themselves within a period of three months from the date of the requisition.

(5) A Meeting under Clause (4) by the Requisitionists shall be called and held in the same manner in which the Meeting is called and held by the Board.

(6) Any reasonable expenses incurred by the Requisitionists in calling a Meeting under Clause (4) shall be reimbursed to the Requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration under Section 197 payable to such of the Directors who were in default in calling the Meeting.

LENGTH OF NOTICE FOR CALLING MEETING

106.

(1) A General Meeting of a Company may be called by giving not less than clear Twenty-One Days' Notice either in writing or through electronic mode in such manner as may be determined by Central Government:

Provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the Members entitled to vote at such Meeting.

(2) Every Notice of a Meeting shall specify the place, date, day, and the hour of the Meeting and shall contain a statement of the business to be transacted at such Meeting.

(3) The Notice of every Meeting of the Company shall be given to –

a. every Member of the Company, Legal Representative of any Deceased Member or the Assignee of an Insolvent Member;

b. the Auditor or Auditors of the Company; and

c. every Director of the Company.

(4) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other person who is entitled to such notice for any Meeting shall not invalidate the proceedings of the Meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

107.

(1) Pursuant to Section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a General Meeting, shall be annexed to the notice calling such Meeting, namely:

(a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of -

(i) every Director and the Manager, if any;
(ii) every other Key Managerial Personnel; and
(iii) relatives of the persons mentioned in Sub-Clauses (i) and (ii);
(b) any other information and facts that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(2) For the purposes of Clause (1),—

(a) in the case of an Annual General Meeting, all business to be transacted thereat shall be deemed special, other than—

(i) the consideration of Financial Statements and the reports of the Board of Directors and Auditors;
(ii) the declaration of any Dividend;
(iii) the appointment of Directors in place of those retiring;
(iv) the appointment of, and the fixing of the remuneration of, the Auditors; and

(b) in the case of any other Meeting, all business shall be deemed to be Special:

Provided that where any item of special business to be transacted at a Meeting of the Company relates to or affects any other Company, the extent of Shareholding interest in that other Company of every Promoter, Director, Manager, if any, and of every other Key Managerial Personnel of the first mentioned Company shall, if the extent of such Shareholding is not less than two percent of the Paid-up Share Capital of that Company, also be set out in the Statement.
(3) Where any item of business refers to any document, which is to be considered at the Meeting, the time and place where such document can be inspected shall be specified in the statement under sub- Clause (1).

108. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

109.
(1) The Quorum for a General Meeting of the Company shall be as under:

(i) Five Members personally present if the number of Members as on the date of Meeting is not more than One Thousand; or
(ii) Fifteen Members personally present if the number of Members as on the date of Meeting is more than One Thousand but up to Five Thousand; or

(iii) Thirty Members personally present if the number of Members as on the date of the Meeting exceeds Five Thousand; shall be the Quorum for a Meeting of the Company.

(2) If the quorum is not present within half-an-hour from the time appointed for holding a Meeting of the Company –

(a) the Meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(b) the Meeting, if called by Requisitionists under Section 100, shall stand cancelled:
Provided that in case of an adjourned Meeting or of a change of day, time, or place of Meeting under Clause (a), the Company shall give not less than three days' Notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the Registered Office of the Company is situated.

(3) If at the Adjourned Meeting also, Quorum is not present within half-an-hour from the time appointed for holding Meeting, the Members present shall be the Quorum.

RESOLUTIONS PASSED AT ADJOURNED MEETING

110. Where a Resolution is passed at an Adjourned Meeting of –

(a) a Company; or
(b) the holders of any class of Shares in a Company; or
(c) the Board of Directors of a Company,

the Resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

111. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain Resolutions and Agreements.

POWER OF ADJOURN GENERAL MEETING

112.
(1) The Chairman of the General Meeting at which a Quorum is present, and shall if so directed by the Meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any Adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

(2) When a Meeting is adjourned for thirty days or more, Notice of the Adjourned Meeting shall be given as in the case of an original Meeting.

(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.

CHAIRMAN OF GENERAL MEETING

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding such Meeting or being present declined to take the Chair, the Directors present may choose one of their Members to be Chairman and in default of their doing so, the Members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, Members shall, on a show of hands elect one of their numbers to be Chairman, of the Meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person if elected chairman as a result of the poll, he shall be the Chairman for the rest of the Meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

114. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

115. No Resolution submitted to a Meeting, unless proposed by the Chairman of the Meeting shall be discussed nor put to vote until the same has been proposed by a Member present and entitled to vote at such Meeting and seconded by another Member present and entitled to vote at such Meeting.

POSTAL BALLOT

116.
(1) Notwithstanding anything contained in this Act, the Company –
(a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of Postal Ballot; and
(b) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any Meeting, transact by means of Postal Ballot, in such manner as may be determined by Central Government, instead of transacting such business at a General Meeting.

(2) If a Resolution is assented to by the requisite majority of the Shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

117. A Declaration by the Chairman that a Resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such Resolution.

CIRCULATION OF MEMBERS' RESOLUTION
118.
(1) A Company shall, on requisition in writing of such number of Members, as required in Section 100,—
(a) give notice to Members of any Resolution which may properly be moved and is intended to be moved at a Meeting; and
(b) circulate to Members any statement with respect to the matters referred to in proposed Resolution or business to be dealt with at that Meeting.

(2) A Company shall not be bound under this Section to give notice of any Resolution or to circulate any statement unless –

(a) a copy of the requisition signed by the Requisitionists (or two or more copies which, between them, contain the signatures of all the Requisitionists) is Deposited at the Registered Office of the Company,—
(i) in the case of a requisition requiring notice of a Resolution, not less than six weeks before the Meeting;
(ii) in the case of any other requisition, not less than two weeks before the Meeting; and
(b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the Company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a Resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this Sub-Section, shall be deemed to have been properly deposited for the purposes thereof.

(3) The Company shall not be bound to circulate any statement as required by Clause(b) of Sub-Section (1), if on the application either of the Company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this Section are being abused to secure needless publicity for defamatory matter.

(4) An Order made under Sub-Section (3) may also direct that the cost incurred by the Company by virtue of this Section shall be paid to the Company by the Requisitionists, notwithstanding that they are not parties to the application.
VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a Body Corporate, also by a representative duly authorised under Section 113 of the Act.

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the Total Share Capital of the Company carrying Voting Rights

Provided that a Member holding more than ten percent of the Total Share Capital of the Company carrying Voting Rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Shareholder.

VOTES OF MEMBERS

120.
(1) Subject to the provisions of Section 43 and Sub-Section (2) of Section 50, -

(a) every Member of a Company limited by Shares and holding Equity Share Capital therein, shall have a right to vote on every Resolution placed before the Company; and
(b) his Voting Right on a poll shall be in proportion to his Share in the Paid-up Equity Share Capital of the Company.
(2) Every Member of a Company limited by Shares and holding any Preference Share Capital therein shall, in respect of such Capital, have a right to vote only on Resolutions placed before the Company which directly affect the rights attached to his Preference Shares and, any Resolution for the winding up of the Company or for the repayment or reduction of its Equity or Preference Share Capital and his Voting Right on a poll shall be in proportion to his Share in the paid-up Preference Share Capital of the Company:

Provided that the proportion of the Voting Rights of Equity Shareholders to the Voting Rights of the Preference Shareholders shall be in the same proportion as the paid-up capital in respect of the Equity Shares bears to the paid-up capital in respect of the Preference Shares:

Provided further that where the Dividend in respect of a class of Preference Shares has not been paid for a period of two years or more, such class of Preference Shareholders shall have a right to vote on all the Resolutions placed before the Company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

121. On a poll being taken at Meeting of the Company, a Member entitled to more than one vote or his Proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

122. Pursuant to Section 113 a Body Corporate whether a Company within meaning of the Act or not may, if it is a Member or Creditor of the Company including being a holder of Debentures, may authorize such person by a Resolution of its Board of Directors, as it thinks fit, to act as its representative at any Meeting of Members and Creditors of the Company.
REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

123. The President of India or the Governor of State if he is a Member of the Company may appoint such person as he thinks fit to act, as his representative at any Meeting of the Company or at any Meeting of any class of Members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.
A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a Member of such a Company and shall be entitled to exercise the same Rights and Powers (including the right to vote by proxy) as the Governor could exercise, as Member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

124. No Member shall exercise any Voting Right in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

125. A Member is not prohibited from exercising his Voting Right on the ground that he has not held his Share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

HOW MEMBER NON-COMPOS MENTIS MAY VOTE

126. If any Member be a lunatic or non-compos mentis, the vote is respect of his Shares, shall be his Committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty-eight hours before the time of holding a Meeting.

INSTRUMENT OF PROXY

127. The instrument appointing a Proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate be under its seal or be signed by an office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

128. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarial certified copy of that Power of Attorney or authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the Meeting or Adjourned Meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

129. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, revocation, or transfer shall have been received by the Company at its office before the commencement of the Meeting or adjournment Meeting at which the proxy is used.

FORM OF PROXY

130. Every instrument of Proxy, whether for specified Meeting or otherwise shall, as nearly as circumstances will admit, be in the form pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

131. No objection shall be made to the validity of any vote except at the Meeting or Poll, at which such vote shall be so tendered and every vote, whether given personally or by Proxy, and not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or Poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE

132. The Chairman of any Meeting shall be sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the time of taking of a Poll, shall be the sole judge of the validity of every vote tendered at such Poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF

133. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any Voting Rights, or participate in Dividend or Profits in respect of moneys so paid by him until the same would but for such payment become presently payable.

DIRECTORS

134.

1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.

INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

136. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS

137. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

ALTERNATE DIRECTORS

138. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate Directorship for any other Director in the Company, to act as an alternate Director for a Director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of this Act:

Provided further that an alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original Director is determined before he so returns to India, any provision for the automatic re-appointment of Retiring Directors in default of another appointment shall apply to the original, and not to the alternate Director.

NOMINEE DIRECTORS

139. The Board shall have the power to appoint any person as a Director nominated by any institution in Pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its Shareholding in a Government Company.

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of the Company, be filled by the Board of Directors at a Meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.

140. A Director need not hold any Qualification Shares.

REMUNERATION OF DIRECTORS

141.
(1) Subject to the provisions of the Act, a Managing Director, or any other Director, who is in the Whole-Time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net Profits of the Company or partly by one way and partly by the other.

(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.

(i) by way of Monthly, Quarterly, or Annual payment with the approval of the Central Government: or

(ii) by way of commission if the Company by a Special Resolution authorises such payments.

(3) The Fees payable to Director (including a Managing or whole-time Director, if any) for attending a Meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as Member of any Committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

142. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or Whole-Time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the Articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Sections 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule-V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

143. The Board may allow and pay to any Director who is not a bonafide resident of the place where the Meetings of the Board or Committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any Meeting, such sum as the Board may consider fair compensation or for traveling, Boarding, lodging and other expenses, in addition to his fee for attending such Meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

144. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a Meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

145.
(1) Every Director shall at the first Meeting of the Board in which he participates as a Director and thereafter at the first Meeting of the Board in every Financial Year or whenever there is any change in the disclosures already made, then at the first Board Meeting held after such change, disclose his concern or interest in an Company or companies or bodies corporate, firms, or other association of individuals which shall include the Shareholding, in such manner as may be determined by Central Government.
(2) Every Director of a Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

a. with a Body Corporate in which such Director or such Director in association with any other Director, holds more than two per cent. Shareholding of that Body Corporate, or is a promoter, Manager, Chief Executive Officer of that Body Corporate; or
b. with a firm or other entity in which, such Director is a Partner, Owner, or Member, as the case may be, shall disclose the nature of his concern or interest at the Meeting of the Board in which the contract or arrangement is discussed and shall not participate in such Meeting:

Provided that where any Director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first Meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the Company without disclosure under Sub-Section (2) or with participation by a Director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the Company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a Director of a Company from having any concern or interest in any contract or arrangement with the Company;
(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the Directors of the one Company or two or more of them together holds or hold not more than two per cent. of the Paid-up Share Capital in the other Company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

146. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED

147.
1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company , shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder–

(i) for the sale, purchase or supply of any goods, materials, or services; or

(ii) selling or otherwise disposing of, or buying, property of any kind;

(iii) leasing of property of any kind;

(iv) availing or rendering of any services;

(v) appointment of any agent for purchase or sale of goods, materials, services or property;

(vi) such Related Party's appointment to any office or place of Profit in the Company, its Subsidiary Company or Associate Company;

(vii) Underwriting the subscription of any Securities or Derivatives thereof, of the Company:

2) Nothing contained in Clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

3) Notwithstanding anything contained in Clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date of which the contract was entered into, or such other period as may be prescribed under the Act. (S.188 (3))

4) Every consent of the Board required under this Article shall be accorded by a Resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that Clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into, or such other period as may be prescribed under the Act.

5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.
SPECIAL DIRECTOR

148. In connection with any collaboration arrangement with any Company or Corporation or any Firm or person for supply of Technical Know-how and/or Machinery or Technical Advice, the Directors may authorize such Company, Corporation, Firm or Person herein-after in this Clause referred to as "Collaborator" to appoint from time to time any person as Director of the Company (hereinafter referred to as "Special Director") and may agree that such special Director shall not be liable to retire by rotation and need not possess any Qualification Shares to qualify him for office of such Director, so however that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the Collaboration Arrangements or at any time thereafter.

The Collaborators may at any time and from time to time remove any such Special Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as Special Director in his place and such appointment or removal shall be made in writing signed by such Company or Corporation or any Partner or such person and shall be delivered to the Company at its Registered Office.

It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one collaborator is so entitled there may be at any time as may Special Directors as the Collaborators eligible to make the appointment.

DIRECTORS' SITTING FEES

149. The Fees payable to a Director for attending each Board Meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by Central Government by the Central Government for each of the Meetings of the Board or A Committee thereof and adjournments thereto attended by him. The Directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

150. Subject to the provisions of the Act the Directors (including a Managing Director And Whole-Time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either

as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any Company or Partnership of or in which any Director shall be a Member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any Profit realized by such contract or arrangement by reason only Of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Sections 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

151.
(1) A person shall not be eligible for appointment as a Director of a Company, if -

(a) he is of unsound mind and stands so declared by a Competent Court;
(b) he is an undischarged Insolvent;
(c) he has applied to be adjudicated as an insolvent and his application is pending;
(d) he has been convicted by a Court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence: Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Director in any Company;
(e) an order disqualifying him for appointment as a Director has been passed by a Court or Tribunal and the order is in force;
(f) he has not paid any calls in respect of any Shares of the Company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the Call;
(g) he has been convicted of the offence dealing with Related Party Transactions under Section 188 at any time during the last preceding five years; or
(h) he has not complied with Sub-Section (3) of Section 152.

(2) No person who is or has been a Director of a Company which –

(a) has not filed Financial Statements or Annual returns for any continuous period of three Financial Years; or

(b) has failed to repay the Deposits accepted by it or pay interest thereon or to redeem any Debentures on the due date or pay Interest due thereon or pay any Dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a Director of that Company or appointed in other Company for a period of five years from the date on which the said Company fails to do so.

DIRECTORS VACATING OFFICE

152. The Office of a Director shall be vacated if :

(i) he is found to be of unsound mind by a Court of competent jurisdiction;

(ii) he applied to be adjudicated an Insolvent;

(iii) he is adjudicated an Insolvent;

(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Director in any Company;
(v) he fails to pay any Call Money, in respect of Shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;
(vi) he absents himself from all the Meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(vii) he is removed in pursuance of Section 169 of Act;

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(x) he fails to disclose his interest in any Contract or Arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

153. Subject to provisions of Section 203 of the Act, a Director may be or become a Director of any Company promoted by the Company, or in which it may be interested as a vendor, Shareholder, or otherwise and no such Director shall be accountable for any benefit received as Director or Shareholder of such Company except in so far Section 197 or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

RETIREMENT OF DIRECTORS BY ROTATION

154.
(1)
(a) At every Annual General Meeting, not less than two-thirds of the total number of Directors of a Company shall -

(i) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
(ii) save as otherwise expressly provided in this Act, be appointed by the Company in General Meeting.

(b) The remaining Directors in the case of any such Company shall, in default of, and subject to any regulations in the Articles of the Company, also be appointed by the Company in General Meeting.

(c) At the First Annual General Meeting of a Public Company held next after the date of the General Meeting at which the first Directors are appointed in accordance with Clauses (a) and (b) and a every subsequent Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

(d) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

(e) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the Retiring Director or some other person thereto.

(2)
(a) If the vacancy of the Retiring Director is not so filled-up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

(b) If at the adjourned Meeting also, the vacancy of the Retiring Director is not filled up and that Meeting also has not expressly resolved not to fill the vacancy, the Retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless–

1. at that Meeting or at the previous Meeting a Resolution for the re-appointment of such Director has been put to the Meeting and lost;

2. the Retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;

3. he is not qualified or is disqualified for appointment;

4. a Resolution, whether Special or Ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or

5. Section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

155.
1) At a General Meeting of a Company, a motion for the appointment of two or more persons as Directors of the Company by a single Resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the Meeting without any vote being cast against it.

2) A Resolution moved in contravention of Sub-Section (1) shall be void, whether or not any objection was taken when it was moved.

3) A motion for approving a person for appointment, or for nominating a person for appointment as a Director, shall be treated as a motion for his appointment.

156.
(1) A person who is not a Retiring Director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a Director at any General Meeting, if he, or some Member intending to propose him as a Director, has, not less than fourteen days before the Meeting, left at the Registered Office of the Company, a notice in writing under his hand signifying his candidature as a Director or, as the case may be, the intention of such Member to propose him as a candidate for that office, along with the Deposit of one lakh rupees or such higher amount as may be determined by Central Government which shall be refunded to such person or, as the case may be, to the Member, if the person proposed get selected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such Resolution.

(2) The Company shall inform its Members of the candidature of a person for the office of Director under Sub-Section (1) in such manner as may be determined by Central Government.

RESIGNATION OF DIRECTOR

157.
1) A Director may resign from his office by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar in such manner, within such time and in such form as may be determined by Central Government and shall also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting by the Company:

Provided that a Director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by Central Government.

2) The resignation of a Director shall take effect from the date on which the Notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later:

Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

3) Where all the Directors of a Company resign from their offices or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of Directors who shall hold office till the Directors are appointed by the Company in General Meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR

158. The Company shall keep at its Registered Office, a Register of Director, Managing Director, Manager and Secretary and Key Managerial Personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and Key Managerial Personnel or any of the particulars contained in the register as required by Section 170 of the Act.

APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS

159.
a. The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification Shares and shall not be entitled to vote at any Meeting of the Board of Directors.

b. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the Meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

REMOVAL OF DIRECTORS

160.
1) A Company may, by Ordinary Resolution, remove a Director, not being a Director appointed by the Tribunal under Section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this Sub-Section shall apply where the Company has availed itself of the option given to it under Section 163 to appoint not less than two thirds of the total number of Directors according to the principle of proportional representation.

2) A Special Notice shall be required of any Resolution, to remove a Director under this Section, or to appoint somebody in place of a Director so removed, at the Meeting at which he is removed.

3) On receipt of notice of a Resolution to remove a Director under this Section, the Company shall forthwith send a copy thereof to the Director concerned, and the Director, whether or not he is a Member of the Company, shall be entitled to be heard on the Resolution at the Meeting.

4) Where notice has been given of a Resolution to remove a Director under this Section and the Director concerned makes with respect thereto representation in writing to the Company and requests its notification to Members of the Company, the Company shall, if the time permits it to do so,—

(a) in any notice of the Resolution given to Members of the Company, state the fact of the representation having been made; and

(b) send a copy of the representation to every Member of the Company to whom notice of the Meeting is sent (whether before or after receipt of the representation by the Company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the Director may without prejudice to his right to be heard orally require that the representation shall be read out at the Meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this Sub-Section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the Director notwithstanding that he is not a party to it.

5) A vacancy created by the removal of a Director under this Section may, if he had been appointed by the Company in General Meeting or by the Board, be filled by the appointment of another Director in his place at the Meeting at which he is removed, provided Special Notice of the intended appointment has been given under Sub-Section (2).
6) A Director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

7) If the vacancy is not filled under Sub-Section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:
Provided that the Director who was removed from office shall not be re-appointed as a Director by the Board of Directors.

8) Nothing in this Section shall be taken -

(a) as depriving a person removed under this Section of any compensation or damages payable to him in respect of the termination of his appointment as Director as per the terms of contract or terms of his appointment as Director, or of any other appointment terminating with that as Director; or

(b) as derogating from any power to remove a Director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

161. A Retiring Director shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS

MEETINGS OF BOARD

162.
1) A minimum number of four Meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive Meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of this sub Section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

2) The participation of Directors in a Meeting of the Board may be either in person or through video conferencing or other audio-visual means, as may be determined by Central Government, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such Meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a Meeting through video conferencing or other audio-visual means.

3) A Meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a Meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the Meeting:

Provided further that in case of absence of Independent Directors from such a Meeting of the Board, decisions taken at such a Meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director, if any.

QUORUM

163.

1) The Quorum for a Meeting of the Board of Directors of a Company shall be one third of its total strength or two Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of Quorum under this Sub-Section.

2) The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a Meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company and for no other purpose.

3) Where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of Directors who are not interested Directors and present at the Meeting, being not less than two, shall be the Quorum during such time.

4) Where a Meeting of the Board could not be held for want of Quorum, then, unless the Articles of the Company otherwise provide, the Meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place.

DECISION OF QUESTIONS

164. Subject to the provisions of the Act, question arising at any Meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN, AND VICE CHAIRMAN

165. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extra-ordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their Members to be the Chairman of the Meeting of their Meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any Meeting the Chairman is not present within ten minutes after the time appointed for holding the Meeting, the Directors present may choose one of their Members to be the Chairman of the Meeting.

POWER OF BOARD MEETING

166. A Meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

167. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such Member or Members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such Committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

MEETING OF THE COMMITTEE HOW TO BE GOVERNED

168. The Meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

169. No act done by a person as a Director shall be deemed to be invalid not withstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the Articles of the Company:

Provided that nothing in this Section shall be deemed to give validity to any act done by the Director after his appointment has been noticed by the Company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

170.

1) No Resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the Resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or Members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such

electronic means as may be determined by Central Government and has been approved by a majority of the Directors or Members, who are entitled to vote on the Resolution:

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any Resolution under circulation must be decided at a Meeting, the Chairperson shall put the Resolution to be decided at a Meeting of the Board.

2) A Resolution under Sub-Section (1) above shall be noted at a subsequent Meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such Meeting.

SPECIAL NOTICE

171. Whereby any provision contained in the Act or in these Articles Special Notice is required for any Resolution, notice of the intention to move the Resolution shall be given to the Company by such number of Members holding not less than one per cent. of total voting power or holding Shares on which such aggregate sum not exceeding Five Lakh Rupees, as may be prescribed, has been Paid-up, not less than fourteen days before the Meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the Meeting. The Company shall immediately after the notice of the intention to move any such Resolution has been received by it, give its Members, Notice of the Resolution in the same manner as it gives Notice of the Meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.

GENERAL POWERS OF THE BOARD

172.
1) The Board of Directors of a Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the Memorandum or Articles, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the Company in General Meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in General Meeting.

2) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

173. The Board of Directors of a Company shall exercise the following powers on behalf of the Company by means of Resolutions passed at Meetings of the Board, namely: -

(a) to make calls on Shareholders in respect of money unpaid on their Shares;

(b) to authorize Buy-back of securities under Section 68;

(c) to issue securities, including Debentures, whether in or outside India;

(d) to borrow monies;

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve Financial Statement and the Board's Report;

(h) to diversify the business of the Company;

(i) to approve Amalgamation, Merger, or Reconstruction;

(j) to take over a Company or acquire a controlling or substantial stake in another Company;

(k) to make Political Contributions;

(l) to appoint or remove Key Managerial Personnel (KMP);

(m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;

(n) to appoint internal Auditors and secretarial Auditor;

(o) to take note of disclosure of Director's interest and Shareholding;

(p) to buy, sell investments held by the Company (other than trade investments) constituting five percent or more of the Paid-up Share Capital and Free Reserve of the Investee Company;

(q) to invite and accept or re-new Public Deposits and related matters;

(r) to review or change the terms and conditions of Public Deposit;

(s) to approve quarterly, half yearly and Annual Financial Statements or Financial Results as the case may be. Provided that the Board may, by a Resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager, or any other Principal Officer of the Company or in the case of a branch office of the Company, the Principal Officer of the branch office, the powers specified in Clauses (d) to (f) on such conditions as it may specify:

Nothing in this Section shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this Section.

RESTRICTIONS ON POWERS OF BOARD

174.
1) The Board of Directors of a Company shall exercise the following powers only with the consent of the Company by a Special Resolution, namely: -

a. to sell, lease or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company or where the Company owns more than one Undertaking, of the whole or substantially the whole of any of such Undertakings.

b. to invest otherwise in Trust Securities the amount of compensation received by it as a result of any Merger or Amalgamation;

c. to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its Paid-up Share Capital and Free Reserves, apart from Temporary Loans obtained from the Company's bankers in the ordinary course of business:
Provided that the acceptance by a Banking Company, in the ordinary course of its business, of Deposits of money from the public, repayable on demand or otherwise and with drawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the Banking Company within the meaning of this Clause.
d. to remit, or give time for the repayment of, any Debt due from a Director.

2) Every Special Resolution passed by the Company in General Meeting in relation to the exercise of the powers referred to in Clause (c) of Sub-Section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.
3) Nothing contained in Clause (a) of Sub-Section (1) shall affect –

(a) the title of a buyer or other person who buys or takes on lease any property investment or undertaking as is referred to in that Clause, in good faith; or
(b) the sale or lease of any property of the Company where the ordinary business of the Company consists of, or comprises, such selling or leasing.

4) Any Special Resolution passed by the Company consenting to the transaction as is referred to in Clause (a) of Sub-Section (1) may stipulate such conditions as may be specified in such Resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this Sub-Section shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in this Act.
5) No Debt incurred by the Company in excess of the limit imposed by Clause (c) of Sub-Section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that Clause had been exceeded.

POWER TO BORROW

175. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of Resolutions passed at its Meeting accept Deposits from Members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.

176. All the provisions applicable to nomination facility available to Shareholder(s) and Debenture holder(s) enumerated in these Articles shall equally apply to Deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

177. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a Resolution passed at a Meeting of the Board (and not by Circular Resolution) by the issue of Bonds, Debentures or Debenture Stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its Un-called Capital for the time being and the Debentures and the Debenture Stock and other securities may be made assignable free from any Equities between the Company and the person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

178. Any Bonds, Debentures, Debenture Stock, or other Securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that Bonds, Debentures, Debenture Stock, or other Securities so issued or to be issued by the Company with the right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in General Meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

179. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of Bonds, Perpetual or Redeemable Debenture Stock or any Mortgage, Charge, or other security on the undertaking of the whole or any part of the Company (both present and future) including its Un-called Capital for the time being. The Board shall exercise such power only by means of Resolutions passed at its Meetings and not by Circular Resolutions.

TERMS OF ISSUE OF DEBENTURES

180. Any Debentures, Debenture Stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to Redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

181.

1) A Company may issue Debentures with an option to convert such Debentures into Shares, either wholly or partly at the time of Redemption:

Provided that the issue of Debentures with an option to convert such Debentures into Shares, wholly or partly, shall be approved by a Special Resolution passed at a General Meeting.

2) No Company shall issue any Debentures carrying any Voting Rights.

3) Secured Debentures may be issued by a Company subject to such terms and conditions as may be determined by Central Government.

4) Where Debentures are issued by a Company under this Section, the Company shall create a Debenture Redemption Reserve Account out of the Profits of the Company available for payment of Dividend and the amount credited to such account shall not be utilized by the Company except for the Redemption of Debentures.

5) No Company shall issue a Prospectus or make an offer or invitation to the public or to its Members exceeding five hundred for the subscription of its Debentures, unless the Company has, before such issue or offer, appointed one or more Debenture Trustees and the conditions governing the appointment of such Trustees shall be such as may be determined by Central Government.

6) A Debenture Trustee shall take steps to protect the interests of the Debenture Holders and redress their grievances in accordance with such rules as may be determined by Central Government.

7) Any provision contained in a Trust Deed for securing the issue of Debentures, or in any contract with the Debenture-holders secured by a Trust Deed, shall be void in so far as it would have the effect of exempting a Trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and Due Diligence required of him as a Trustee, having regard to the provisions of the Trust Deed conferring on him any power, authority or discretion:
Provided that the liability of the Debenture Trustee shall be subject to such exemptions as may be agreed upon by a majority of Debenture-holders holding not less than three-fourths in value of the total Debentures at a Meeting held for the purpose.

8) A Company shall pay interest and redeem the Debentures in accordance with the terms and conditions of their Issue.

9) Where at any time the Debenture Trustee comes to a conclusion that the Assets of the Company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the Debenture Trustee may file a petition before the Tribunal and the Tribunal may, after hearing the Company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the Company as the Tribunal may consider necessary in the interests of the Debenture-holders.

10) Where a Company fails to redeem the Debentures on the date of their maturity or fails to pay interest on the Debentures when it is due, the Tribunal may, on the application of any or all of the Debenture-holders, or Debenture Trustee and, after hearing the parties concerned, direct, by order, the Company to redeem the Debentures forthwith on payment of principal and interest due thereon.

11) If any default is made in complying with the order of the Tribunal under this Section, every Officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than Two Lakh Rupees, but which may extend to Five Lakh Rupees, or with both.

12) A Contract with the Company to take up and pay for any Debentures of the Company may be enforced by a decree for specific performance.

13) The Central Government may prescribe the procedure, for securing the issue of Debentures, the form of Debenture Trust Deed, the procedure for the Debenture-holders to inspect the Trust Deed and to obtain copies thereof, quantum of Debenture Redemption Reserve required to be created and such other matters.

EXECUTION OF INDEMNITY

182. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the Assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

CERTAIN POWERS OF THE BOARD

183. Without prejudice to the General Powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

1) To pay the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.

3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in Shares, Bonds, Debentures, Mortgages or other Securities of the Company and any such Shares may be issued either as Fully Paid-up or with such amount credited as Fully Paid-up thereon as may be agreed upon and any such Bonds, Debentures, Mortgages or other Securities may be either specifically charged upon all or any part of the property of the Company including its Un-called Capital.

4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

5) To appoint and at its discretion, remove or suspend, such Managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

6) To accept from any Member subject to the provisions of the Act, a surrender of his Share or any part thereof on such terms and condition as shall be agreed.

7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such Trustee or Trustees.

8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.

9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.

10) To act on behalf of the Company in all matters relating to Bankruptcy and Insolvency.

11) To make and give receipts, releases, and other discharges for money payable to the Company and for the claims and demands of the Company.

12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, Bills, Notes, Receipts, Acceptances, Endorsements, Cheques, Dividend Warrants, Releases, Contracts, and Documents and to give the necessary authority for such purposes.

13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be though fit.

14) Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being Shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

16) To distribute by way of Bonus amongst the staff of the Company a Share or Shares in the Profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the Profits of any particular business or transaction and to charge such Bonus or Commission as a part of working expenses of the Company.

17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, Bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

19) Before recommending any Dividend, to set aside, out of the Profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay Debentures or for Debenture Stock or for special Dividends or for equalizing Dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding Clauses) as the Board of Directors, may in its absolute discretion-think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than Shares of this Company) as it may think fit and from time to time deal with and vary such Investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner and for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the General Reserve Fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a Reserve Fund or division of Reserve Fund to another Reserve Fund and with full power to employ the Asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of Debentures or Debenture Stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power, however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the Capital Account of the Company any commission or interest lawfully payable the out under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary, and repeal bye-laws for regulation of the business of the Company, its Officers, and servants.

22) To redeem Redeemable Preference Shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient.

24) To undertake any branch or kind of business which the Company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

184. Pursuant to Section 149 and Rules, as may be applicable and subject to the provisions of Schedule IV the Company shall appoint such number of Independent Directors from time to time as may be determined by Central Government.

Every Independent Director shall at the First Meeting of the Board in which he participates as a Director and thereafter at the First Meeting of the Board in every Financial Year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of Sections 197 and 198, an Independent Director shall not be entitled to any Stock Option and may receive Remuneration by way of Fee provided under Sub-Section (5) of Section 197, reimbursement of expenses for participation in the Board and other Meetings and Profit related commission as may be approved by the Members.

Subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.
No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director:

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act –

(i) an Independent Director;

(ii) a Non-Executive Director not being Promoter or Key Managerial Personnel,

shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of Sub-Sections (6) and (7) of Section 152 in respect of retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.

KEY MANAGERIAL PERSONNEL

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

185.
1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint Whole-Time Key Managerial Personnel by means of a Resolution of the Board containing the terms and conditions of the appointment including the Remuneration.

2) A Whole-Time Key Managerial Personnel shall not hold office in more than one Company except in its Subsidiary Company at the same time:

Provided that nothing contained in this Sub-Clause shall disentitle a Key Managerial Personnel from being a Director of any Company with the permission of the Board:

Provided further that Whole-Time Key Managerial Personnel holding office in more than one Company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one Company, in which he wishes to continue to hold the office of Key Managerial Personnel:

Provided also that a Company may appoint or employ a person as its Managing Director, if he is the Managing Director or Manager of one, and of not more than one, other Company and such appointment or employment is made or approved by a Resolution passed at a Meeting of the Board with the consent of all the Directors present at the Meeting and of which Meeting, and of the Resolution to be moved thereat, specific Notice has been given to all the Directors then in India.

3) If the office of any Whole-Time Key Managerial Personnel is vacated, the resulting vacancy shall be filled-up by the Board at a Meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

186. The Remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of Salary or Commission or participation in Profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule-V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

187. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

188. No Company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director, or Manager who –

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a Special Resolution in which case the Explanatory Statement annexed to the Notice for such motion shall indicate the justification for appointing such person;

(b) is an undischarged insolvent or has at any time been adjudged as an Insolvent;

(c) has at any time suspended payment to his Creditors or makes, or has at any time made, a composition with them; or

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a Director of a Company if such person suffers any of the disqualifications provided under Section 164 of the Act.

189. Special to any contract between him and the Company, a Managing or Whole-Time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

190. The Company shall not appoint or employ at the same time more than one of the following categories of Managerial Personnel namely:-

a) Managing Director and

b) Manager

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of Managerial personnel therein referred to.

THE SECRETARY

191. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

192. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

193.

1) The Company shall cause Minutes of all proceedings of every General Meeting and all proceedings of every Meeting of its Board of /Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such Meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each Meeting in such books shall be dated and signed.

(a) In the case of Minutes of proceedings of a Meeting of the Board or of a Committee hereof, by the Chairman of the next succeeding Meeting.

(b) In the case of Minutes of proceedings of a General Meeting, by the Chairman of the same Meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

194. Minutes of proceedings of every General Meeting and of the proceedings of every Meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.
195. Where Minutes of the proceedings of every General Meeting of the Company or of any Meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 199 above then, until the contrary is proved the Meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or Liquidators made at the Meeting shall be deemed to be valid.

196.
1) The book containing the Minutes of the proceedings of any General Meeting of the Company shall be kept at the Registered Office of the Company and shall be open for inspection of Members without charge between the hours 2:00 P.M. and 5:00 P.M. during business hours on each working day except Saturday.

2) Any Member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any Minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.

3) In no case the Minutes of proceedings of a Meeting shall be attached to any such book as aforesaid by pasting or otherwise.

4) The Minutes of different Meetings shall contain a fair and correct summary of proceedings thereat.

5) All appointments of Officers made at any of the Meetings aforesaid shall be included in the minutes of the Meeting.
6) In the case of a Meeting of the Board of Directors or of a Committee of the Board, the Minutes shall also contain -

(a) the Names of the Directors present at the Meeting; and

(b) in the case of each Resolution passed at the Meeting, the names of the Directors, if any, dissenting from, or not concurring with the Resolution.

7) Nothing contained in Clauses (1) to (6) there shall not be included in the Minutes, any matter which, in the opinion of the Chairman of the Meeting –

(a) is or could reasonably be regarded as defamatory of any person; or
(b) is irrelevant or immaterial to the proceedings; or
(c) is detrimental to the interests of the Company.

The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this Clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED

197. Where Minutes of the proceedings of any General Meeting of the Company or of any Meeting of its Board of Directors of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of Directors of Liquidators made at the Meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.
DIVIDENDS
198.
1) No Dividend shall be declared or paid by a Company for any Financial Year except –

a) Out of the Profits of the Company for that year arrived at after providing for Depreciation or out of the Profits of the Company for any previous Financial Year or Years arrived at after providing for Depreciation in accordance with the provisions of that Sub-Section and remaining undistributed, or out of both; or

b) out of money provided by the Central Government or a State Government for the payment of Dividend by the Company in pursuance of a guarantee given by that Government: Provided that a Company may, before the declaration of any Dividend in any

Financial Year, transfer such percentage of its Profits for that Financial Year as it may consider appropriate to the Reserves of the Company:

Provided further that where, owing to inadequacy or absence of Profits in any Financial Year, any Company proposes to declare Dividend out of the Accumulated Profits earned by it in previous years and transferred by the Company to the Reserves, such declaration of Dividend shall not be made except in accordance with such Rules as may be determined by Central Government in this behalf:

Provided also that no Dividend shall be declared or paid by a Company from its Reserves, other than Free Reserves.
2) The Depreciation shall be provided in accordance with the provisions of Schedule-II of the act.

3) The Board of Directors of a Company may declare Interim Dividend during any Financial Year out of the surplus in the Profit and Loss account and out of Profits of the Financial Year in which such interim Dividend is sought to be declared:

Provided that in case the Company has incurred loss during the current Financial Year up to the end of the quarter immediately preceding the date of declaration of interim Dividend, such interim Dividend shall not be declared at a rate higher than the average Dividends declared by the Company during the immediately preceding three Financial Years.

4) The amount of the Dividend, including Interim Dividend, shall be Deposited in a Scheduled Bank in a separate account within five days from the date of declaration of such Dividend.

5) No Dividend shall be paid by a Company in respect of any Share therein except to the registered Shareholder of such Share or to his order or to his banker and shall not be payable except in cash:
Provided that nothing in this Sub-Section shall be deemed to prohibit the capitalization of Profits or Reserves of a Company for the purpose of issuing Fully Paid-up Bonus Shares or paying up any amount for the time being unpaid on any Shares held by the Members of the Company:

Provided further that any Dividend payable in cash may be paid by cheque or Warrantor in any electronic mode to the Shareholder entitled to the payment of the Dividend.

6) A Company which fails to comply with the provisions of Sections 73 and 74 shall not, so long as such failure continues, declare any Dividend on its Equity Shares.

DIVIDEND TO JOINT-HOLDERS

199. Any one of several persons who are registered as Joint-Holders of any Shares may give effectual receipts for all Dividends or Bonus and payments on account of Dividends in respect of such Shares.

200. Subject to the rights of persons, if any, entitled to Shares with special rights as to Dividends, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, Dividends may be declared and paid according to the amounts of the Shares.

No amount Paid or Credited as paid on a Share in advance of Calls shall be treated as Paid-up on the Share.

APPORTIONMENT OF DIVIDENDS

201. All Dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the Shares, during any portion or portions of the period in respect of which the Dividend is paid, but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

DECLARATION OF DIVIDENDS

202. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a Dividend to be paid to the Members according to their right and interests in the Profits and may fix the time for payment.
RESTRICTION ON AMOUNT OF DIVIDEND

203. No larger Dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller Dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST
204.
1) No Dividend shall be payable except out of the Profits of the Company arrived at as stated in Section 123 of the Act.

2) The Declaration of the Board as to the amount of the Net Profits of the Company shall be conclusive.

INTERIM DIVIDENDS

205. The Board of Directors may from time to time pay the Members such Interim Dividends as appears to it to be justified by the Profits of the Company in accordance with Section 123 of the Act.

DEBTS MAY BE DEDUCTED

206. The Board may retain any Dividends payable on Shares on which the Company has a lien and may apply the same in or towards the satisfaction of the Debts, Liabilities, or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

207. Any General Meeting declaring a Dividend may make a call on the Members of such amount as the Meeting fixes but so that the call on each Members shall not exceed the Dividend payable on him and so that the call may be made payable at the same time as the Dividend and Dividend may; if so arranged between the Company and the Member, be set off against the Call.

EFFECT OF TRANSFER

208. Right to Dividend, right Shares and Bonus Shares shall be held in abeyance pending registration of transfer of Shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

209. The Board may retain the Dividends payable upon Share in respect of which any person is under Articles entitled to become a Member of which any person under that Article is entitled to transfer until such person shall become a Member in respect of such Shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT

210. No Member shall be entitled to receive payment of an interest or Dividend in respect of his own Share or Shares whilst any money may be due or owing from him to the Company in respect of such Share or Shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or Dividend Payable to any Shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

211. Any Dividend payable in cash may be paid by Cheque or Warrant, sent through the post directly to the registered address of the Shareholder entitled to the payment of the Dividend or in the case of joint Shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint Shareholding or to such persons and to such address as the Shareholders of the joint Shareholders may in writing direct and every cheque or Warrant so send shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or Warrant lost in transit or for any Dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or Warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the Shareholders when applying for Dividends or Bonus to produce their Share Certificates at the Registered Office or other place where the payment of Dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

212. The Company shall pay Dividend or send the Warrant in respect thereof to the Shareholder entitled to the payment of the Dividend within Thirty days from the date of the declaration of the Dividend unless:

(a) the Dividend could not be paid by reason of the operation of any law or

(b) a Shareholder has given directions to the Company regarding the payment of Dividend and these directions can not be complied with or

(c) there is dispute, regarding the right to receive the Dividend; or

(d) the Dividend has been lawfully adjusted by the Company against any sum due to it from the Shareholder; or

(e) for any other reason, the failure to pay the Dividend or to post the Warrant within the period aforesaid was not due to any default on the part of the Company.

UNPAID OR UNCLAIMED DIVIDEND

213.

1) Where a Dividend has been declared by a Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the Dividend, the Company shall, within seven days from the date of expiry of

the said period of thirty days, transfer the total amount of Dividend which remains unpaid or unclaimed to a Special Account to be opened by the Company in that behalf in any Scheduled Bank to be called the Unpaid Dividend Account.
2) The Company shall, within a period of ninety days of making any transfer of an amount under sub- Section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid Dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by Central Government.

3) If any default is made in transferring the total amount referred to in Sub-Section (1)or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the Members of the Company in proportion to the amount remaining unpaid to them.

4) Any person claiming to be entitled to any money transferred under Sub-Section (1)to the Unpaid Dividend Account of the Company may apply to the Company for payment of the money claimed.

5) Any money transferred to the Unpaid Dividend Account of a Company in pursuance of this Section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Fund established under Sub-Section (1) of Section 125 and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the Company as evidence of such transfer.

6) All Shares in respect of which unpaid or unclaimed Dividend has been transferred under Sub-Section (5) shall also be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by Central Government and that there shall be no forfeiture of Unclaimed Dividends before the claim becomes barred by law:

Provided that any claimant of Shares transferred above shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.

CAPITALIZATION OF RESERVES
214.
a. Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other Assets forming part of the Undistributed Profits of the Company standing to the credit of any of the Profit and Loss Account or any Capital Redemption Reserve fund or in hands of the Company and available for Dividend or representing premium received on the issue of Shares and standing to the credit of the Share Premium Account be capitalized and distributed amongst such of the Shareholders as would be entitled to receive the same if distributed by way of Dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in Clause (b) hereof on behalf of such Shareholders in full or towards:

(1) Paying either at par or at such premium as the Resolution may provide any unissued Shares or Debentures or Debenture Stock of the Company which shall be allotted, distributed, and credited as Fully Paid-up to and amongst such Members in the proportions aforesaid; or
(2) Paying up any amounts for the time being remaining unpaid on any Shares or Debentures or Debenture Stock held by such Members respectively; or

(3) Paying up partly in the way specified in Sub-Clause (1) and partly in that specified in Sub-Clause (2) and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said capitalized sum.

b.
(1) Any Moneys, Investments, or other Assets representing Premium received on the Issue of Shares and standing to the credit of Share Premium Account; and

(2) If the Company shall have redeemed any Redeemable Preference Shares, all or any part of any Capital Redemption Fund arising from the Redemption of such Shares may, by Resolution of the Company be applied only in paying up un-issued Shares of the Company to be issued to Members of the Company as Fully Paid-up Bonus Shares to be issued to such Members of the Company as the General Meeting may resolve upto an amount equal to the Nominal Amount of the Shares so issued.

c. Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed Profits of the Company not subject to charge for income-tax be distributed amongst the Members on the footing that they receive the same as capital.

d. For the purpose of giving effect to any such Resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any Members on the footing of the value so fixed and may vest any such Cash, Share, Debentures, Debenture Stock, Bonds or other obligation in Trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such Shares, Debentures, Debenture Stock, Bonds or other obligations and Fractional Certificates or otherwise as it may think fit.

e. If and whenever any Share becomes held by any Member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the Shares which Members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the Members entitled to such Shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the Shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

f. Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the Dividend or capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

215.

(1) Whenever such a Resolution as aforesaid shall have been passed, the Board shall;

(a) make all appropriations and applications of the undivided Profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and

(b) Generally do all acts and things required to give effect thereto.

(2) The Board shall have full power:

(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the Profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any Resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue, including distribution of new Shares and Fractional Certificates as they think fit.

DIVIDEND IN CASH

216. No Dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the Profits or Reserves of the Company for the purpose of issuing Fully Paid-up Bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

217. The Board shall give effect to the Resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS

BOOKS OF ACCOUNTS TO BE KEPT

218. The Company shall cause to be kept proper Books of Account with respect to:

(i) all sums of money received and expended by a Company and matters in relation to which the Receipts and Expenditure take place;

(ii) all Sales and Purchases of Goods and Services by the Company;

(iii) the Assets and Liabilities of the Company; and

(iv) the items of cost as may be determined by Central Government under Section 148 in the case of a Company which belongs to any class of companies specified under that Section;

BOOKS WHERE TO BE KEPT AND INSPECTION

219.

1) Every Company shall prepare and keep at its Registered Office books of account and other relevant books and papers and financial statement for every Financial Year which give a true and fair view of the State of Affairs of the Company, including that of its Branch Office or Offices, if any, and explain the transactions effected both at the Registered Office and its branches and such books shall be kept on accrual basis and according to the double entry system of Accounting.

All or any of the Books of Account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the Company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The Company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.

2) Where a Company has a Branch Office in India or outside India, it shall be deemed to have complied with the provisions of Sub-Clause (1), if proper Books of Account relating to the transactions effected at the branch office are kept at that Office and proper summarized returns periodically are sent by the branch office to the Company at its Registered Office or the other place referred to in Sub-Clause (1).

3) The Books of Account of every Company relating to a period of not less than eight Financial Years immediately preceding a Financial Year, or where the Company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.

4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

220. Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the Members and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a Resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

221. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the Registered Office of the Company is situated, to close the Transfer books, the Register of Members or Register of Debenture Holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two Book Closures and/or Record Dates would be at least 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

222. The Board of Directors shall from time to time, in accordance with Sections 129 and134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits and Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

223. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a Holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the Current Assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

224. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statements shall be approved by the Board of Directors before they are submitted to the Auditors for Report thereon Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's Separate, Special, or Supplementary Report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

225. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its Members and will not in the Board's opinion be harmful to the business of the Company or of any of its Subsidiaries deal with any changes which have occurred during the Financial Year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The Board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman

if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Sub-Clauses (a) and (b) of Article 229.The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-Clauses (a) and (b) of this Article are complied with. every Financial Statement of the Company when audited and approved and adopted by the Members in the Annual General Meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the Shareholders at a subsequent General Meeting.

RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

226. A copy of every Financial Statement and the Auditor's Report and every other document required by law to be annexed or attached, as the case may be, to the Balance Sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the Meeting. A Statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every Member of the Company and to every Trustees for the holders of any Debentures issued by the Company, not less than 21 days before the Meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

(a) to a Member or holder of the Debenture of the Company who is not entitled to have the notice of General Meeting of the Company sent to him and whose address the Company is unaware.

(b) to more than one of the Joint-Holder of any Shares or Debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

227. After the Financial Statements have been laid before the Company at the Annual General Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

228.
(1) Without prejudice to the provisions of Section 101, a copy of the Financial Statements, including Consolidated Financial Statements, if any, Auditor's Report and every other document required by law to be annexed or attached to the Financial Statements, which are to be laid before a Company in its General Meeting, shall be sent to every Member of the Company, to every Trustee for the Debenture-holder of any Debentures issued by the Company, and to all persons other than such Member or Trustee, being the person so entitled, not less than twenty-one days before the date of the Meeting.

The Provisions of this Clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its Registered Office during working hours for a period of twenty-one days before the date of the Meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the Company may deem fit, is sent to every Member of the Company and to every Trustee for the holders of any Debentures issued by the Company not less than twenty-one days before the date of the Meeting unless the Shareholders ask for full Financial Statements.

The Central Government may prescribe the manner of circulation of Financial Statements of companies having such Networth and Turnover as may be determined by Central Government and Company shall also place its Financial Statements including Consolidated Financial Statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the Company.
Provided also that every Subsidiary or Subsidiaries shall –

(a) Place separate Audited Accounts in respect of each of its Subsidiary on its website, if any;
(b) Provide a copy of separate Audited Financial Statements in respect of each of its Subsidiary, to any Shareholder of the Company who asks for it.

(2) A Company shall allow every Member or Trustee of the holder of any Debentures issued by the Company to inspect the documents stated under Sub-Clause (1) at its Registered Office during business hours.

ACCOUNTS TO BE AUDITED
229.
(1) Once at least in every year the Accounts of the Company shall be examined by one or more Auditors who shall report to the Shareholders as to whether the Balance Sheet reflects a true and fair view of the State of Affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the Profit and Loss incurred by the Company during the year under review.

(2) The Appointment, Remuneration, Rights, Powers, and Duties of the Company's Auditor shall be regulated in accordance with the provisions of the Act.

APPOINTMENT OF AUDITORS
230.
(1) Auditors shall be appointed and their Qualifications, Rights, and Duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and Rules made thereunder.

(2) The Company shall, at the First Annual General Meeting, appoint an Individual or a Firm as an Auditor who shall hold office from the conclusion of that Meeting till the conclusion of its Sixth Annual General Meeting and thereafter till the conclusion of every sixth Meeting and the manner and procedure of selection of Auditors by the Members of the Company at such Meeting shall be according to the provisions of the Act.

Provided that the Company shall place the matter relating to such appointment for ratification by Members at every Annual General Meeting.

Provided further that before such appointment is made, the written consent of the Auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by Central Government, shall be obtained from the Auditor:

Provided also that the Certificate shall also indicate whether the Auditor satisfies the criteria provided in Section 141:

Provided also that the Company shall inform the Auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the Meeting in which the Auditor is appointed.

(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(a) He is not disqualified for re-appointment;

(b) He has not given the Company a notice in writing of his unwillingness to be re-appointed; and

(c) A Special Resolution has not been passed at that Meeting appointing some other Auditor or providing expressly that he shall not be re-appointed.

(4) The Company shall not appoint or reappoint -

(a) An Individual as Auditor for more than one term of five consecutive years; and
(b) An Audit Firm as Auditor for more than two terms of five consecutive years:

Provided that—

(i) An Individual Auditor who has completed his term under Clause (a) shall not be eligible for re-appointment as Auditor in the same Company for five years from the completion of his term.

(ii) An Audit Firm which has completed its term under Clause (b), shall not be eligible for re-appointment as Auditor in the same Company for five years from the completion of such term.

(5) Where at any Annual General Meeting, no Auditor is appointed or re-appointed, the existing Auditor shall continue to be the Auditor of the Company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS
231. Every Balance Sheet and Profit and Loss Account of the Company, when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS ON MEMBER BY COMPANY

232. Save as provided in this Act or the Rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any Member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by Central Government:

Provided that a Member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

SERVICE OF DOCUMENTS ON COMPANY

233. A document may be served on a Company or an Officer thereof by sending it to the Company or the officer at the Registered Office of the Company by, Registered Post or by Speed Post or by Courier Service or by leaving it at its Registered Office or by means of such electronic or other mode as may be determined by Central Government:

234. Where Securities are held with a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and Rules made thereunder.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

235. Save as otherwise expressly provided in the Act, the Rules made thereunder and these Articles, a document or proceeding requiring authentication by a Company; or contracts made by or on behalf of a Company, may be signed by any Key Managerial Personnel or an Officer of the Company duly authorized by the Board in this behalf.

REGISTERS AND DOCUMENTS

REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

236. The Company shall keep and maintain Registers, Books, and Documents required by the Act or these Articles, including the following:

(a) Register of Investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.

(b) Register of Mortgages and Charges as required by Section 85 of the Act.

(c) Register and Index of Member and Debenture Holders as required by Section 88 of the Act.

(d) Register of Contracts, with Companies and Firms in which Directors are interested as required by Section 189 of the Act.

(e) Register of Directors and Key Managerial Personnel and their Shareholding under Section170 of the Act.

(f) Register of Loans, Guarantee, Security, and Acquisition made by the Company under Section 186 (9) of the Act.

(g) Copies of Annual Returns prepared under Section 92 of the Act together with the copies of Certificates and Documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

237. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—

(a) required to be kept by a Company; or

(b) allowed to be inspected or copies to be given to any person by a Company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

INDEMNITY

238. Every Officer of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

WINDING UP

DISTRIBUTION OF ASSETS

239.

(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the Assets of the Company and may, with the like sanction, vest any part of the Assets of the Company in Trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

240. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the Liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.

SECRECY CLAUSE

241. No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

242. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee Agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which my come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any Meeting of the Shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

SECTION X – 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 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 Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Sy.No.115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowempally, Secunderabad – 500003, Telangana, India, from 10.00 a.m. to 5.00 p.m. on working days from the date of the Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated March 27, 2023 between our Company and the Lead Manager.

2. Agreement between Registrar and Share Transfer Agent and our Company dated March 27, 2023 appointing them as the Registrar to the Issue.

3. Underwriting Agreement dated June 7, 2023 between our Company and Underwriter.

4. Market Making Agreement dated June 5, 2023 between our Company, Lead Manager and Market Maker.

5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated March 21, 2022.

6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 30, 2023.

7. Banker to the Issue and Sponsor Bank Agreement dated May 12, 2023 between our Company, the Lead Manager, Banker to the Issue and Registrar to the Issue.

Material Documents

1. Certificate of Incorporation of our Company in the name of *"Vilin Bio Med Limited"* dated June 29, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra.

2. Certified true copy of the Memorandum and Articles of Association of our Company, as amended.

3. Certified true copy of the resolution passed at the meeting of the Board of Directors dated February 28, 2023 authorizing the Issue.

4. Certified true copy of the special resolution of the Shareholders passed at the Extraordinary General Meeting dated March 6, 2023 authorizing the Issue.

5. Statement of Tax Benefits dated March 27, 2023 issued by our Statutory Auditor, M/s. PPKG & Co., Chartered Accountants.

6. Deployment Certificate from our Statutory Auditor, M/s. PPKG & Co., Chartered Accountants dated June 5, 2023.

7. Certificate from our Statutory Auditor, M/s. PPKG & Co., Chartered Accountants dated June 7, 2023 with respect to Our Company's KPIs.

8. Report of our Statutory Auditor, M/s. PPKG & Co., Chartered Accountants dated January 12, 2023, on the Restated Financial Statements included in this Prospectus.

9. Copies of audited financial statements of our Company for Fiscal 2020, 2021, 2022 and period ended December 31, 2022.

10. Certified true copy of the resolution dated August 27, 2022 passed at the Board Meeting, appointing Viswa Prasad Sadhanala as the Managing Director of our Company.

11. Certified true copy of the resolution dated August 27, 2022 passed at the Board Meeting, appointing Anuj Bajpai as the Executive Director of our Company.

12. Consents of Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Statutory Auditor, Legal Advisor to the Issue, Banker to the Company, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, to act in their respective capacities.

13. Due Diligence Certificate dated June 7, 2023 from the Lead Manager to SEBI.

14. Copy of in-principle approval from NSE vide letter dated May 10, 2023 to use the name of NSE in this document for listing of Equity Shares on Emerge Platform of NSE along with the confirmation provided by the Lead Manager with respect to changes to be made in the offer document.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, 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 and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013 the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

Signed by all the Directors of Vilin Bio Med Limited

Name and designation	Signature
Veerareddy Vallapureddy *Non-Executive Chairman and Independent Director*	Sd/-
Viswa Prasad Sadhanala *Managing Director*	Sd/-
Anuj Bajpai *Executive Director*	Sd/-
Padmaja Kalyani Sadhanala *Non-executive Director*	Sd/-
Rakesh Kumar Chandak *Independent Director*	Sd/-

Signed by the – Chief Financial Officer

Sd/-

Chilam Srikanth

Place: Secunderabad

Date: June 7, 2023