



(Please scan this QR code to view the RHP)



| Registered Office   | Contact Person  | Email Id & Contact No  | Website  |
|---|---|--|--|
| 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai - 400067 Maharashtra, India | Mr. Atul Kumar Ashok Kumar Shukla<br>(Company Secretary & Compliance Officer) | Email: <a href="mailto:cs@influxhealthtech.com">cs@influxhealthtech.com</a><br>Tel: +91 7045997809 | <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a> |

| Promoters of the Company   |
|--|
| Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala |

| DETAILS OF THE OFFER           |  |  |                  |   |
|--------------------------------|--|--|------------------|---|
| Type                           | Fresh Offer Size   | Offer for Sale Size                                      | Total Offer Size | Eligibility   |
| Fresh Offer and Offer for Sale | Up to 50,00,400 Equity Shares aggregating to ₹ [•] Lakhs | Up to 11,00,400 Equity Shares aggregating to ₹ [•] Lakhs | ₹ [•] Lakhs      | The Offer is being made pursuant to Regulation 229(2) & 253(1) of Chapter IX of SEBI ICDR Regulations, 2018. As the Company's post offer face value capital exceeds ₹1000 Lakhs but does not exceed ₹ 2500 Lakhs. |

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION—** For further details see 'Other Regulatory and Statutory Disclosures' on page 289 of this Red Herring Prospectus.

| Name of Selling Shareholder       | Category of Shareholder      | Number Of Shares Offered                                   | Weighted average cost of Acquisition (in ₹ per Equity Share)* |
|-----------------------------------|------------------------------|--|---|
| Mr. Munir Abdul Ganee Chandniwala | Promoter Selling Shareholder | Up to 11,00,400 Equity Shares aggregating upto ₹ [•] Lakhs | Nil   |

\*As certified by M/s. V B Goel & Co., Chartered Accountant, pursuant to certificate dated June 10, 2025.

**RISKS IN RELATION TO THE FIRST OFFER**

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under 'Basis for Offer Price' on page 134, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer 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 Red Herring Prospectus. Specific attention of the investors is invited to the section 'Risk Factors' beginning page 38 of this Red Herring Prospectus.

**ISSUER AND PROMOTER SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholder in this Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures or undertakings, including inter-alia, any and all of the statements, disclosures or undertakings made by or in relation to our Company or its business in this Red Herring Prospectus.

**LISTING**

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

| BOOK RUNNING LEAD MANAGER TO THE OFFER |  |  |
|--|--|--|
| Logo                                   | Details  | Email & Telephone  |
|  | <b>RAREVER FINANCIAL ADVISORS PRIVATE LIMITED</b><br>807, Iconic Shyamal, Shyamal Cross Road, 132 Ring Road, Satellite, Manekbag, Ahmedabad, Gujarat, 380015 India<br>Investor Grievances Email id- IG@rarever.in<br>Website: <a href="http://www.rarever.in">www.rarever.in</a><br>SEBI Registration: INM000013217<br>Contact Person: Mr. Richi M. Shah / Mr. Prerak P. Thakkar | Email: <a href="mailto:ipo.influxhealth@rarever.in">ipo.influxhealth@rarever.in</a><br>Tel No.: 079-4925 8260/ +91-99981 23745 |

| REGISTRAR TO THE OFFER |  |   |
|------------------------|--|---|
| Name and Logo          | Details  | Email & Telephone   |
|                        | <b>MAASHITLA SECURITIES PRIVATE LIMITED</b><br>451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West, New Delhi, Delhi - 110034, India<br>Website: <a href="http://www.maashitla.com">www.maashitla.com</a><br>Contact Person: Mr. Mukul Agrawal | E-mail: <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br>Tel No.: 011-47581432 |

| BID/OFFER PERIOD  |                                     |                                       |
|---|-------------------------------------|---------------------------------------|
| ANCHOR PORTION OFFER<br>OPENS/CLOSES ON: JUNE 17, 2025* | BID/OFFER OPENS ON: JUNE 18, 2025** | BID/OFFER CLOSES ON: JUNE 20, 2025*** |

\* The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

\*\*\*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as “Influx Healthtech Private Limited” vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the Shareholders at their Extra ordinary General Meeting held on May 09, 2022, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Influx Healthtech Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825. For further details of change in name and change in Registered Office of our Company, please refer to section titled ‘*History and Corporate Structure*’ beginning on 220 of this Red Herring Prospectus.

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

**Contact Person:** Mr. Atul Kumar Ashok Kumar Shukla, Company Secretary and Compliance Officer; Tel: +91 7045997809 ; E-mail: [cs@influxhealthtech.com](mailto:cs@influxhealthtech.com); Website: [www.influxhealthtech.com](http://www.influxhealthtech.com);

**Promoters of our Company:** Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala

| DETAILS OF THE OFFER   |  |  |
|--|--|--|
| <b>INITIAL PUBLIC OFFER OF UP TO 61,00,800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF INFLUX HEALTHTECH LIMITED ("OUR COMPANY" OR "IHL" OR "THE ISSUER") AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [•] LAKHS ("PUBLIC OFFER") COMPRISING OF A FRESH OFFER OF UP TO 50,00,400 EQUITY SHARES AGGREGATING TO ₹ [•] LAKHS (THE "FRESH OFFER") AND AN OFFER FOR SALE OF UPTO 11,00,400 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER, MR. MUNIR ABDUL GANEE CHANDNIWALA ("OFFER FOR SALE") AGGREGATING TO ₹ [•] LAKHS, (HEREINAFTER REFERRED AS "PROMOTER SELLING SHAREHOLDER") OUT OF WHICH UP TO 3,06,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 57,94,800 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [•] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 26.35 % AND 25.03 % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MARATHI EDITION OF PRATAHKAL REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MUMBAI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NSE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.</b>  |  |  |
| In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 (ten) Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, for reasons to be recorded in writing extend the Bid/Offer Period for a minimum of 1 (one) Working Day, subject to the Bid/Offer Period not exceeding 10 (ten) Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.   |  |  |
| The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company, may in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 2 lakhs up to ₹ 10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see ' <i>Offer Procedure</i> ' beginning on page 319 of this Red Herring Prospectus. |  |  |
| RISK IN RELATION TO THE FIRST OFFER  |  |  |
| The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ' <i>Basis for Offer Price</i> ' on page 134 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.   |  |  |
| GENERAL RISKS  |  |  |
| Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer 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 Red Herring Prospectus. Specific attention of the investors is invited to the section ' <i>Risk Factors</i> ' beginning on page 38 of this Red Herring Prospectus.   |  |  |
| ISSUER & PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY  |  |  |
| The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholders accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholders in this Red Herring Prospectus to the extent such statements specifically pertain to him and/or his Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures or undertakings, including inter-alia, any and all of the statements, disclosures or undertakings made by or in relation to our Company or its business in this Red Herring Prospectus.  |  |  |
| LISTING  |  |  |
| The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited i.e., NSE Emerge. Our Company has received 'in-principle' approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated May 14, 2025. For the purpose of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited.  |  |  |
| BOOK RUNNING LEAD MANAGER TO THE OFFER   |  | REGISTRAR TO THE OFFER   |
|  |  |  |
| <b>RAREVER FINANCIAL ADVISORS PRIVATE LIMITED</b><br>807, Iconic Shyamal, Shyamal Cross Road, 132 Ring Road, Satellite, Manekbag, Ahmedabad, Gujarat, 380015 India<br>Tel No.: 079-4925 8260 / +91-99981 23745<br>Email: <a href="mailto:ipo.influxhealth@rarever.in">ipo.influxhealth@rarever.in</a><br>Investor Grievances Email id- <a href="mailto:IG@rarever.in">IG@rarever.in</a><br>Website: <a href="http://www.rarever.in">www.rarever.in</a><br>SEBI Registration: INM000013217<br>Contact Person: Mr. Richi M. Shah / Mr. Prerak P. Thakkar   |  | <b>MAASHITLA SECURITIES PRIVATE LIMITED</b><br>451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West, New Delhi, Delhi - 110034, India<br>Tel No.: 011-47581432;<br>E-mail: <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br>Investor Grievances Email Id – <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br>Website: <a href="http://www.maashitla.com">www.maashitla.com</a><br>SEBI Registration No.: INR000004370<br>Contact Person: Mr. Mukul Agrawal |
| OFFER PROGRAMME  |  |  |
| <b>ANCHOR PORTION OFFER</b><br><b>OPENS/CLOSES ON: JUNE 17, 2025*</b>  | <b>BID/OFFER OPENS ON: JUNE 18, 2025**</b> | <b>BID/OFFER CLOSES ON: JUNE 20, 2025***</b>   |

\*The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

\*\*\*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise specified or indicates, requires or implies, shall have the meaning as provided below. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.*

*The words and expressions used in this Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the SEBI Act, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder, as applicable.*

*The terms not defined herein but used in ‘Basis for Offer Price’, ‘Statement of Possible Tax Benefits’, ‘Industry Overview’, ‘Key Industry Regulations and Policies’, ‘History and Corporate Structure’, ‘Restated Financial Information’, ‘Outstanding Litigations and Material Developments’, ‘Offer Procedure’, and ‘Description of Equity Shares and Terms of the Articles of Association’ on page 134, 144, 147, 204, 220, 258, 277, 319 and 368, respectively, shall have the meanings ascribed to such terms in these respective sections.*

#### General Terms

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

#### Company Related Terms

| Terms                        | Description   |
|------------------------------|---|
| AOA/ Articles of Association | Unless the context otherwise requires, refers to the Articles of Association of Influx Healthtech Limited, as amended from time to time   |
| Audit Committee              | The Committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder as described in section titled ‘ <b>Our Management</b> ’ on page 226 of this Red Herring Prospectus |
| Auditors/ Statutory Auditors | The Statutory Auditors of our Company, being M/s V.B. Goel & Co., Chartered Accountants, having FRN 115906W and Peer Review Registration Number 015192.   |

| Terms                                       | Description  |
|---|--|
| Board of Directors / Board/ Director(s)     | The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled <b>‘Our Management’</b> beginning on page 226 of this Red Herring Prospectus  |
| Central Registration Centre (CRC)           | It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a> |
| Chairman / Chairperson                      | The Chairman of Board of Directors of our Company being, Mr. Munir Abdul Ganee Chandniwala.  |
| Chief Financial Officer/ CFO                | The Chief Financial Officer of our Company being Mr. Ashish Ghanshyam Shah   |
| CIN   | Corporate Identification Number of our Company i.e. U24299MH2020PLC346825  |
| Companies Act / Act                         | The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed  |
| Company Secretary and Compliance Officer    | The Company Secretary and Compliance Officer of our Company being Mr. Atul Kumar Ashok Kumar Shukla  |
| Corporate Social Responsibility Committee   | The corporate social responsibility committee of our Board, as described in <b>‘Our Management’</b> on page 226 of this Red Herring Prospectus   |
| Depositories                                | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)  |
| Depositories Act                            | The Depositories Act, 1956, as amended from time to time   |
| Director(s) / our Directors                 | The Director(s) of our Company, unless otherwise specified   |
| Equity Listing Agreement/ Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Limited   |
| Equity Shareholders/ Shareholders           | Persons/ Entities holding Equity Shares of our Company   |
| Equity Shares                               | Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof  |
| Executive Directors                         | Executive Directors are the Managing Director & Whole-Time Directors of our Company  |
| Group Companies                             | The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as described in section titled <b>‘Our Group Companies’</b> on page 252 of this Red Herring Prospectus   |
| HUF   | Hindu Undivided Family   |

| Terms                             | Description  |
|-----------------------------------|--|
| Independent Director              | An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see section titled <b>‘Our Management’</b> on page 226 of this Red Herring Prospectus  |
| Indian GAAP                       | Generally Accepted Accounting Principles in India  |
| Key Managerial Personnel or KMP   | The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in section titled <b>‘Our Management’</b> beginning on page 226 of this Red Herring Prospectus  |
| Materiality Policy                | The policy adopted by our Board for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time  |
| MD or Managing Director           | The Managing Director of our Company i.e. Mr. Munir Abdul Ganee Chandniwala.   |
| MOA / Memorandum of Association   | Memorandum of Association of Influx Healthtech Limited as amended from time to time.   |
| Nomination Remuneration Committee | The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations as described in the section titled <b>‘Our Management’</b> beginning on page 226 of this Red Herring Prospectus  |
| Non-Executive Director            | A Director not being an Executive Director.  |
| NRIs / Non-Resident Indians       | A person outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000   |
| Person or Persons                 | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Promoters Group                   | The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided as described in section titled <b>‘Our Promoters and Promoter Group’</b> . For further details refer page 247 of this Red Herring Prospectus  |
| Promoters or Our Promoters        | Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala. For further details, please refer to section titled <b>‘Our Promoters and Promoter Group’</b> beginning on page 247 of this Red Herring Prospectus   |
| Registered Office                 | The Registered office of our company which is located at 109, Ghanshyam Enclave Premises Co-op. Soc., Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai - 400067 Maharashtra, India   |
| Reserve Bank of India / RBI       | Reserve Bank of India constituted under the RBI Act.   |
| Restated Financial                | The Restated Statement of Asset & Liabilities as at March 31, 2025, March  |

| Terms  | Description  |
|--|--|
| Statements   | 31, 2024, and March 31, 2023, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the period ended March 31, 2025, March 31, 2024 and March 31, 2023, and the Statement of Significant Accounting Policies, and other explanatory information relating to such financial periods prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations, 2018 and the revised guidance note on reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexure thereto |
| ROC/ Registrar of Companies                            | Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai-400002 Maharashtra, India  |
| SEBI   | Securities and Exchange Board of India, constituted under the SEBI Act, 1992   |
| SEBI (ICDR) Regulations                                | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended  |
| SEBI (LODR) Regulations                                | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended   |
| SEBI (Takeover) Regulations or SEBI (SAST) Regulations | SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time  |
| SEBI Act   | Securities and Exchange Board of India Act 1992, as amended from time to time  |
| SEBI Insider Trading Regulations                       | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time   |
| Selling Shareholder/Promoter Selling Shareholder       | Mr. Munir Abdul Ganee Chandniwala  |
| Shareholders   | Equity shareholders of our Company, from time to time  |
| Stakeholders' Relationship Committee                   | Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the section titled ' <b>Our Management</b> ' beginning on page 226 of this Red Herring Prospectus.  |
| Stock Exchange   | Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited  |
| Subscriber to MOA                                      | Initial Subscribers to MOA being Mr. Munir Abdul Ganee Chandniwala and Mrs. Shirin Munir Ahmed Chandniwala   |
| Willful Defaulter(s)                                   | Willful defaulter as defined under Regulation 2(1)(III) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018   |

## OFFER RELATED TERMS

| Terms               | Description  |
|---------------------|--|
| Abridged Prospectus | The abridged prospectus to be issued by our Company in accordance with the provisions of the SEBI ICDR Regulations |

| Terms  | Description  |
|--|--|
| Acknowledgement Slip                               | The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form  |
| Addendum/ Addendum to Draft Red Herring Prospectus | The Addendum dated May 12, 2025 to the Draft Red Herring Prospectus Dated February 4, 2025.  |
| Allotment Advice                                   | Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange  |
| Allotment/Allot/Allotted                           | Allotment of Equity Shares pursuant to the Fresh Offer and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders  |
| Allottee (s)                                       | The successful applicant to whom the Equity Shares are being/have been allotted  |
| Anchor Investor                                    | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs  |
| Anchor Investor Allocation Price                   | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period  |
| Anchor Investor Application Form                   | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus   |
| Anchor Investor Bidding Date                       | The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed  |
| Anchor Portion                                     | Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations |
| Applicant  | Any prospective investor who makes an application for Equity Shares of our company in terms of this Red Herring Prospectus   |
| Application Amount                                 | The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus  |
| Application Form                                   | The Form in terms of which the prospective investors shall apply for our Equity Shares in the offer  |
| ASBA Account                                       | Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid/Application Amount in relation to a Bid/Application by an ASBA Applicant   |
| ASBA   | Any prospective investor(s)/applicants(s) in this offer who apply (ies) through  |

| Terms   | Description   |
|---|---|
| Investor/ASBA Bidder  | the ASBA process  |
| ASBA/ Application Supported by Blocked Amount                 | Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the offer containing an authorization to block the application money in a bank account maintained with SCSB   |
| Banker(s) to the Offer/ Public Offer Bank(s)/ Sponsor Bank(s) | Banks which are clearing members and registered with SEBI as bankers to an offer and with whom the Public Offer Account will be opened, in this case being Axis Bank Limited.   |
| Basis of Allotment  | The basis on which Equity Shares will be Allotted to the successful Applicants under the offer and which is described under section titled ' <b>Offer Procedure</b> ' beginning on page 319 of this Red Herring Prospectus  |
| Bid   | An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly   |
| Bid Amount  | The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid  |
| Bid cum Application Form                                      | An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus/ Prospectus   |
| Bid Lot   | [•] Equity Shares and in multiples of [•] Equity Shares thereafter  |
| Bid/ Offer Period   | Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.<br><br>Our Company and selling shareholder, in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, |



| Terms  | Description  |
|--|--|
|  | subject to the Bid/Offer Period not exceeding 10 Working Days.   |
| Bid/Offer Closing Date                       | Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Marathi edition of Pratahkal (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is located) each with wide circulation. Our Company and selling shareholder, in consultation with the BRLM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations |
| Bid/Offer Opening Date                       | Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, June 18, 2025, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Marathi edition of Pratahkal (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is located) each with wide circulation.  |
| Bidder                                       | Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor   |
| Bidding Centers                              | Centers at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches of SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs   |
| Book Building Process                        | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made  |
| Book Running Lead Manager or BRLM or Manager | The Book Running Lead Manager to the Offer namely Rarever Financial Advisors Private Limited   |
| Broker Centers                               | Broker centers notified by the Stock Exchanges, where the Bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the name and contact details of the Registered Brokers are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>  |
| Business Day                                 | Monday to Friday (except public holidays)  |
| CAN or Confirmation of Allocation Note       | The Note or advice or intimation sent to each successful Bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange  |
| Cap Price                                    | The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and  |



| Terms   | Description  |
|---|--|
|   | above which no Bids will be accepted   |
| Client Id                                     | Client Identification Number maintained with one of the Depositories in relation to demat account  |
| Collecting Depository Participants or CDPs    | 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  |
| Collecting Registrar and Share Transfer Agent | Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI   |
| Controlling Branch of the SCSBs               | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.  |
| Cut off Price                                 | The Offer Price finalized by our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cutoff Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price   |
| Demographic Details                           | The demographic details of the Applicants such as their address, PAN, occupation and bank account details  |
| Depository Participant                        | A Depository Participant as defined under the Depositories Act, 1996.  |
| Designated CDP Locations                      | Such locations of the CDPs where Bidder 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 websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> |
| Designated Date                               | The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Offer Account, as appropriate, after the offer is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants  |
| Designated Intermediaries/ Collecting Agent   | An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an Offer and share transfer agent (RTA) (whose name is mentioned on website of the stock exchange as eligible for this activity)   |
| Designated Market Maker                       | R.K. Stockholding Private Limited  |
| Designated RTA Locations                      | Such locations of the RTAs where bidder 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 websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>  |
| Designated SCSB Branches                      | Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Bidders and a list of which is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or   |

| Terms                               | Description   |
|-------------------------------------|---|
|                                     | at such other website as may be prescribed by SEBI from time to time  |
| Designated Stock Exchange           | Emerge Platform of National Stock Exchange of India Limited or NSE EMERGE   |
| Draft Red Herring Prospectus        | Draft Red Herring Prospectus dated February 4, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer, and includes any addenda or corrigenda thereto  |
| Electronic Transfer of Funds        | Refunds through NACH, NEFT, Direct Credit or RTGS as applicable   |
| Eligible NRIs                       | NRIs from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein  |
| Eligible QFIs                       | QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Share offered thereby and who have opened demat accounts with SEBI registered qualified depository participants  |
| Emerge Platform of NSE              | The EmERGE Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.   |
| Escrow Account(s)                   | The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of Bid Amounts when submitting a Bid   |
| Escrow Collection Bank(s)           | The banks which are clearing members and registered with SEBI as bankers to an Offer under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being Axis Bank Limited  |
| FII/ Foreign Institutional Investor | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India   |
| First / Sole Bidder                 | Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names  |
| First/ Sole Applicant               | The applicant whose name appears first in the Application Form or Revision Form.  |
| Floor Price                         | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be Finalized and below which no Bids will be accepted  |
| Foreign Venture Capital Investors   | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000  |
| FPI / Foreign Portfolio Investor    | A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional |

| Terms                              | Description  |
|------------------------------------|--|
|                                    | Investors) Regulations, 1995, as amended   |
| Fraudulent Borrower                | A company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of the Master Directions on “Frauds – Classification and Reporting by commercial banks and select FIs” dated July 1, 2016   |
| Fresh Offer                        | Fresh Offer of up to 50,00,400 Equity Shares aggregating up to ₹ [•] lakhs to be issued by company pursuant to the Offer   |
| Fugitive Economic Offender         | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018   |
| General Corporate Purposes         | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document |
| General Information Document (GID) | The General Information Document for investing in public issues prepared and issued by SEBI in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager                                       |
| Gross Proceeds                     | The total Offer Proceeds to be raised pursuant to the Offer  |
| Market Maker                       | Market Makers appointed by our Company from time to time, in this case being R.K. Stockholding Private Limited having SEBI Registration Number INZ000211932 who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.          |
| Market Maker Reservation           | The Reserved Portion of upto 3,06,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [•] per Equity Share aggregating ₹ [•] for the Market Maker in this Offer.   |
| Market Making Agreement            | The Agreement entered into between the Book Running Lead Manager, Market Maker, our Company and the selling shareholder dated May 23, 2025.  |
| Mutual Fund(s)                     | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.  |
| Net Offer                          | The Offer (excluding the Market Maker Reservation Portion) of up to 57,94,800 Equity Shares of face value of ₹10/- each of Issuer at ₹ [•] (including share premium of ₹ [•]) per equity share aggregating to ₹ [•].   |
| Net Proceeds                       | The Total Proceed less portion of Selling shareholder and the Offer related expenses, received by the company. For information about use of the Offer Proceeds and the Offer expenses, please refer to the section titled ‘ <i>Objects of the Offer</i> ’ beginning on page 108 of this Red Herring Prospectus   |
| NIF                                | National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.   |
| Non-Institutional Bidders          | All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹   |

| Terms  | Description  |
|--|--|
|  | 2,00,000/-   |
| Non-Institutional Portion  | The portion of the Offer being not less than 15% of the Net Offer consisting of up to 8,70,000 Equity Shares of face value of ₹10/- each, available for allocation to Non-Institutional Investors on proportionate basis   |
| OCB / Overseas Corporate Body  | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Offer.  |
| Offer / Public Offer / Offer Size / Initial Public Offer / Initial Public Offering / IPO | Public Offer of up to 61,00,800 Equity Shares of face value of ₹10/- each fully paid of our Company for cash at offer price of ₹ [•] per Equity Share (including a premium of ₹ [•] per Equity Share) aggregating ₹ [•] Lakhs comprising the Fresh Offer of up to 50,00,400 Equity shares and offer for sale up to 11,00,400 Equity shares by our Company  |
| Offer Agreement  | The offer agreement dated January 31, 2025 entered into between and amongst our Company, the Selling Shareholders, and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer  |
| Offer for Sale   | Offer for Sale of up to 11,00,400 Equity Shares aggregating up to ₹ [•] by the Selling Shareholder   |
| Offer Price  | <p>The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, in terms of the Red Herring Prospectus.</p> <p>The Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.</p>   |
| Offer Proceeds   | The proceeds of the Fresh Offer which shall be available to our Company and the proceeds of the Offer for Sale (net of their proportion of Offer-related expenses and the relevant taxes thereon) which shall be available to the Selling Shareholders. For further details on the use of Offer Proceeds from the Fresh Offer, see section titled ' <i>Objects of the Offer</i> ' on page 108 of this Red Herring Prospectus   |
| Previous DRHP  | <p>The Draft Red Herring Prospectus dated September 02, 2024 and October 30, 2024 are filed by our Company with NSE, with an objective of offering its equity shares to public and listing on the stock exchange. However, our Company withdrew the said draft red herring prospectus vide withdrawal letter dated October 04, 2024 and December 16, 2024 respectively issued by the then BRLM.</p> <p>The Previous DRHP stands replaced in its entirety by Draft Red Herring Prospectus dated February 4, 2025, issue authorized vide Board Resolution dated December 23, 2024.</p> |
| Price Band   | The price band of a minimum price of ₹ [•] per Equity Share (Floor Price) and the maximum price of ₹ [•] per Equity Share (Cap Price) including revisions thereof.   |

| Terms                                 | Description  |
|---------------------------------------|--|
|                                       | The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Manager and will be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Marathi edition of Pratahkal, a Marathi national daily newspaper (Marathi being the regional language of Mumbai, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites |
| Pricing Date                          | The date on which our Company, in consultation with the Book Running Lead Managers, will finalise the Offer Price  |
| Promoter Selling Shareholder          | Mr. Munir Abdul Ganee Chandniwala.   |
| Prospectus                            | The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto  |
| Public Offer Account                  | The bank account(s) opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date   |
| Public Offer Account Bank(s)          | Bank(s) which are a clearing member and registered with SEBI as a banker to an Offer, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being Axis Bank Limited   |
| QIB Portion                           | The portion of the Offer being not more than 50% of the Net Offer comprising upto 28,95,600 Equity Shares of face value of ₹10/- each, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price   |
| Qualified Institutional Buyers / QIBs | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.  |
| Red Herring Prospectus or RHP         | <p>The Red Herring Prospectus dated June 11, 2025, to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be filed with the RoC at least three working days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the pricing date.</p>  |
| Refund Account                        | The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.  |

| Terms  | Description  |
|--|--|
| Refund Bank  | The Banker(s) to the Offer which are a clearing member and registered with SEBI as a banker to an Offer, and with whom the Refund Account(s) will be opened and in this case being, Axis Bank Limited  |
| Refunds through electronic transfer offunds                  | Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable   |
| Registrar Agreement  | The Registrar Agreement dated January 31, 2025 between our Company, the selling shareholder and Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.  |
| Registrar/ Registrar to the Offer                            | Registrar to the Offer being Maashitla Securities Private Limited.   |
| Retail Individual Investor(s) or Retail Individual Bidder(s) | Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000/-   |
| Retail Portion   | Portion of the Offer being not less than 35% of the Net Offer comprising of up to 20,29,200 Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price)  |
| Revision Form  | <p>The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.</p> <p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date</p>   |
| SCORES   | SEBI Complaints Redress System, a centralized web based complaints redressal system launched by SEBI   |
| SCSB   | <p>The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be prescribed by SEBI and updated from time to time.</p> |
| Share Escrow Agent   | Share Escrow Agent appointed pursuant to the Share Escrow Agreement, in this case being, May 23, 2025.   |
| Share Escrow   | Share Escrow Agreement dated May 23, 2025 entered into amongst the Selling   |



| Terms                             | Description   |
|-----------------------------------|---|
| Agreement                         | Shareholder, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees  |
| Specified Locations               | Bidding centers where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time   |
| Sponsor Bank                      | Sponsor Bank means a Banker to the Offer registered with SEBI which is appointed by the Issuer and the selling shareholder, in consultation with Book Running Lead Manager to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI. In this case Axis Bank Limited  |
| Stock Exchange                    | National Stock Exchange of India Limited  |
| Total Proceeds/<br>Offer Proceeds | The Offer Proceeds (Comprising proceed from both i.e. Fresh Offer and Offer for sale) less the Offer related expenses. For information about use of the Offer Proceeds and the Offer expenses, please refer to the section titled ' <b>Objects of the Offer</b> ' beginning on page 108 of this Red Herring Prospectus.   |
| Underwriter                       | Underwriter to this Offer is Rarever Financial Advisors Private Limited.  |
| Underwriting Agreement            | The agreement dated May 23, 2025 entered into between Underwriter, Selling Shareholder and our Company.   |
| Unified Payments Interface / UPI  | The instant payment system developed by the National Payments Corporation of India  |
| UPI Bidders                       | Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 5,00,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism.  |
|                                   | Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bidcum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to the offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity). |
| UPI Circulars                     | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI   |



| Terms               | Description  |
|---------------------|--|
|                     | circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI master   |
| UPI ID              | ID created on the UPI for single-window mobile payment system developed by the NPCI  |
| UPI Mandate Request | A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment   |
| UPI Mechanism       | Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars   |
| UPI PIN             | Password to authenticate a UPI transaction   |
| Working Days        | All days on which commercial banks in Mumbai are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/ Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/ Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Saturdays, Sundays and bank holidays in India in accordance with circulars issued by SEBI. |

## CONVENTIONAL TERMS/GENERAL TERMS/ABBREVIATIONS

| Abbreviation | Full Form   |
|--------------|---|
| A/c          | Account   |
| ACS          | Associate Company Secretary   |
| AGM          | Annual General Meeting  |
| AIF          | Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations |
| AS           | Accounting Standards as issued by the Institute of Chartered Accountants of India                 |
| ASBA         | Applications Supported by Blocked Amount  |
| AY           | Assessment Year   |
| BIFR         | Board for Industrial and Financial Reconstruction   |
| Bn           | Billion   |
| BRLM         | Book Running Lead Manager   |
| BSE          | BSE Limited   |
| CAGR         | Compounded Annual Growth Rate   |
| Carpet Area  | The area of the apartment excluding the thickness of inner walls.                                 |
| CDSL         | Central Depository Services (India) Limited   |
| CFO          | Chief Financial Officer   |

| Abbreviation                | Full Form   |
|-----------------------------|---|
| CGST Act                    | Central Goods and Services Tax Act, 2017  |
| CIBIL                       | Credit Information Bureau (India) Limited   |
| CIN                         | Corporate Identification Number   |
| CIT                         | Commissioner of Income Tax  |
| CS                          | Company Secretary   |
| CSR                         | Corporate Social Responsibility   |
| CST                         | Central Sales Tax   |
| Debt Equity Ratio           | Debt equity ratio is calculated as total borrowings divided by total equity   |
| DIN                         | Director Identification Number  |
| DP                          | Depository Participant  |
| DP ID                       | Depository Participant's identification   |
| DPIIT                       | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India  |
| EBITDA                      | Earnings before interest, taxes, depreciation and Amortization excluding other income   |
| EBITDA Margin               | EBITDA Margin is the percentage of EBITDA divided by revenue from operations  |
| ECS                         | Electronic Clearing System  |
| EGM                         | Extraordinary General Meeting   |
| EPFO                        | Employees' Provident Fund Organization  |
| EPS                         | Earnings Per Share  |
| ESOP                        | Employee Stock Option Plan  |
| ESPS                        | Employee Stock Purchase Scheme  |
| F&NG                        | Father and Natural Guardian   |
| FCNR Account                | Foreign Currency Non-Resident Account   |
| FDI                         | Foreign Direct Investment   |
| FEMA                        | Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under   |
| FIIs                        | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FIPB                        | Foreign Investment Promotion Board  |
| Fixed Assets Turnover Ratio | Revenue from operations divided by Fixed Assets   |
| FTP                         | Foreign Trade Policy  |
| FVCI                        | Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations   |
| FY / Fiscal/ Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated   |
| GDP                         | Gross Domestic Product  |
| GoI/Government              | Government of India   |
| GST                         | Goods & Services Tax  |

| Abbreviation             | Full Form   |
|--------------------------|---|
| HUF                      | Hindu Undivided Family  |
| I.T. Act                 | Income Tax Act, 1961, as amended from time to time  |
| IAS Rules                | Indian Accounting Standards, Rules 2015   |
| ICAI                     | The Institute of Chartered Accountants of India   |
| ICSI                     | Institute of Company Secretaries of India   |
| IFRS                     | International Financial Reporting Standards   |
| IGST Act                 | Integrated Goods and Services Tax Act, 2017   |
| IMF                      | International Monetary Fund   |
| Ind AS                   | Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015 |
| Indian GAAP              | Generally Accepted Accounting Principles in India   |
| INR or Rupee or ₹ or Rs. | In Rupee, the official currency of the Republic of India  |
| IPO                      | Initial Public Offering   |
| IRDAI                    | Insurance Regulatory and Development Authority of India   |
| ISO                      | International Organization for Standardization  |
| IST                      | Indian Standard Time  |
| KMP                      | Key Managerial Personnel  |
| KPI                      | Key Performance Index   |
| Ltd                      | Limited   |
| MAPIN                    | Market Participants and Investors Integrated Database   |
| MCA                      | Ministry of Corporate Affairs, Government of India  |
| Merchant Banker          | Merchant Banker as defined under the Securities and Exchange Board of India(Merchant Bankers) Regulations, 1992   |
| MoF                      | Ministry of Finance, Government of India  |
| MOU                      | Memorandum of Understanding   |
| NA                       | Not Applicable  |
| NACH                     | National Automated Clearing House   |
| NAV                      | Net Asset Value   |
| NBFC                     | Non-Banking Financial Company   |
| NDOH                     | Next Date of Hearing  |
| NECS                     | National Electronic Clearing Service  |
| NEFT                     | National Electronic Fund Transfer   |
| Net Working Capital Days | Working Capital * 365 divided by Revenue from operations  |
| NGT                      | National Green Tribunal   |
| NOC                      | No Objection Certificate  |
| NPCI                     | National Payments Corporation of India  |
| NPV                      | Net Present Value   |
| NRE Account              | Non-Resident External Account   |

| Abbreviation               | Full Form  |
|----------------------------|--|
| NRIs                       | Non-Resident Indians   |
| NRO Account                | Non-Resident Ordinary Account  |
| NSDL                       | National Securities Depository Limited   |
| NSE                        | National Stock Exchange of India Limited   |
| OCB                        | Overseas Corporate Bodies  |
| OPC                        | One Person Company as defined under section 2(62) of The Companies Act, 2013   |
| P.A.                       | Per Annum  |
| P/E Ratio                  | Price/Earnings Ratio   |
| PAC                        | Persons Acting in Concert  |
| PAN                        | Permanent Account Number   |
| PAT                        | Restated Profit After Tax  |
| PAT margin                 | Restated profit/(loss) after tax for the respective period divided by Total Revenue  |
| Plot                       | Parcel of land demarcated through boundary   |
| PLR                        | Prime Lending Rate   |
| PMI                        | Purchasing Managers' Index   |
| PPP                        | Purchasing power parity  |
| QIC                        | Quarterly Income Certificate   |
| RBI                        | The Reserve Bank of India  |
| RERA                       | Real Estate Regulatory Authority   |
| Return on capital Employed | Restated profit/(loss) before Interest and Tax divided by Net worth + Long Term Borrowings + Short Term Borrowings + Current maturities of long-term borrowings + Interest accrued but not due |
| Return on Equity           | Restated profit/(loss) after tax for the respective period divided by Closing Total Equity (Closing Equity Share Capital + Closing Other Equity)   |
| RoC                        | Registrar of Companies   |
| 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                       | Securities and Exchange Board of India   |
| SEBI Act                   | Securities and Exchange Board of India Act, 1992   |
| Sec.                       | Section  |
| SGST Act                   | State Goods and Services Tax Act, 2017   |
| STT                        | Securities Transaction Tax   |
| Super Area                 | The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on   |
| TDS                        | Tax Deducted at Source   |
| TIN                        | Taxpayers Identification Number  |

| Abbreviation               | Full Form  |
|----------------------------|--|
| UGST Act                   | Union Territory Goods and Services Tax Act, 2017   |
| US/United States           | United States of America   |
| USD/ US\$/ \$              | United States Dollar, the official currency of the United States of America  |
| VAT                        | Value Added Tax  |
| VC                         | Venture Capital  |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| WEO                        | World Economic Outlook   |
| WHO                        | World Health Organization  |
| WIP                        | Work in process  |
| YoY                        | Year on Year   |

## INDUSTRY RELATED TERMS

| Term     | Description   |
|----------|---|
| APIs     | Active Pharmaceutical Ingredients                   |
| BCAA     | Branched-Chain Amino Acids                          |
| B2B      | Business-to-Business                                |
| BMR      | Batch Manufacturing Records                         |
| BPR      | Batch Packing Records                               |
| CDMO     | Contract Development and Manufacturing Organization |
| DHA      | Docosahexaenoic Acid                                |
| EHS      | Environmental, Health, and Safety                   |
| FBD      | Fluidized Bed Dryer                                 |
| FDA      | Food and Drug Administration                        |
| GMP      | Good Manufacturing Practice                         |
| HACCP    | Hazard Analysis & Critical Control Points           |
| IPQC     | In-Process Quality Control                          |
| ISO      | International Organization for Standardization      |
| Kg.      | Kilogram  |
| ODFs     | Oral Dispersible Films                              |
| QA       | Quality Assurance                                   |
| QC       | Quality Control                                     |
| Sq. Ft.  | Square Feet   |
| Sq. Mtr. | Square Meter  |
| UPS      | Uninterrupted Power Supply                          |
| ZMA      | Zinc Magnesium Aspartate                            |

*Notwithstanding the foregoing:*

1. In the section titled **'Description of Equity Shares and Terms of Articles of Association'** beginning on page 368 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled **'Summary of Offer Document'** and **'Business Overview'** beginning on page 30 and 163 respectively, of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled **'Risk Factors'** beginning on page 38 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the section titled **'Statement of Possible Tax Benefits'** beginning on page 144 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the section titled **'Management's Discussion and Analysis of Financial Conditions and Results of Operations'** beginning on page 263 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

All references to “India” contained in this Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references to the:

“U.S.”, “US”, “U.S.A.” or “United States” are to the United States of America and its territories and possessions;

In this Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in Indian Standard Time (“IST”);
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Red Herring Prospectus.

### FINANCIAL DATA

Unless stated otherwise, the financial data in this Red Herring Prospectus is derived from our Restated Financial Statements of our Company i.e. the Restated Statement of Asset & Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, and the Statement of Significant Accounting Policies, and other explanatory information relating to such financial periods prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations, 2018 and the revised guidance note on reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexure thereto, as set out in the chapter titled ‘**Restated Financial Information**’ beginning on page 258 of this Red Herring Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

In the Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

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



Unless otherwise indicated, any percentage amounts, as set forth in this Red Herring Prospectus, including in the Sections titled ***‘Risk Factors’, ‘Business Overview’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’*** beginning on page 38, 163 and 263, respectively and elsewhere in this Red Herring Prospectus, have been calculated on the basis of the restated audited financial statements of our Company included in this Red Herring Prospectus.

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry and market data and forecast used throughout the Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***‘Basis for Offer Price’*** beginning on page 134 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## **CURRENCY AND UNITS OF PRESENTATION**

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

‘Rupees’ or ‘Rs.’ or ‘INR’ or “₹” are to Indian rupees, the official currency of the Republic of India.

‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency.

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

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

## **EXCHANGE RATES**

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should

not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

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

| Currency | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|----------|----------------|----------------|----------------|
| 1 USD    | 85.58          | 83.37          | 82.22          |

Source: [www.fbil.org.in](http://www.fbil.org.in)

*In case of a public holiday, the previous working day not being a public holiday has been considered. The reference rates are rounded off to two decimal places.*

## FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. All statements in this Red Herring Prospectus that are not statements of historical fact are ‘forward-looking statements’.

These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “objective”, “plan”, “propose”, “project”, “seek”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industry in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industry in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Any manufacturing or quality control concerns or our inability to deliver products on a timely basis, or at all, could result in the cancellation of purchase orders, breaches of relevant agreements, and termination of agreements by our clients and distributors;
- Periodic inspections and audits by regulatory authorities and clients and any regulatory actions against us;
- Slowdown or shutdown in our manufacturing and research and development operations;
- Inability to accurately manage our inventory, this may adversely affect our goodwill and business, financial condition and results of operations;
- Dependency on third-party transportation providers for the supply of raw materials and delivery of our finished products;
- Our Company is yet to place orders for the equipment, plant, and machinery for the Proposed Expansion. Any delays in procurement could postpone implementation and increase the cost of starting operations.
- We may face several risks associated with the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition.
- Our inability to attract and retain qualified personnel;
- Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations;
- Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, financial condition and results of operations;
- Our inability to respond to technological changes;
- Our inability to maintain or improve our brand image;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively

- utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
  - Market fluctuations and industry dynamics beyond our control;
  - Our inability to finance our business growth and obtain financing on favourable terms;
  - Our inability to compete effectively, particularly in new markets and businesses;
  - Any adverse outcome in the legal proceedings in which we are involved;
  - Inability to protect our IP or any third-party claims in relation to infringement of our existing intellectual property rights or in future;
  - Inability to cater to the evolving consumer preferences, in India and abroad, in the information technology.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ***‘Risk Factors’***, ***‘Business Overview’*** and ***‘Management’s Discussion and Analysis of Financial Conditions and Results of Operations’*** beginning on page 38, 163 and 263 respectively of this Red Herring Prospectus.

Forward-looking statements reflect views as of the date of the Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company or our Directors or the Promoter Selling shareholders or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

## SECTION II - SUMMARY OF OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including ***‘Risk Factors’***, ***‘The Offer’***, ***‘Capital Structure’***, ***‘Objects of the Offer’***, ***‘Industry Overview’***, ***‘Business Overview’***, ***‘Financial Information’***, ***‘Outstanding Litigation and Material Developments’***, ***‘Offer Procedure’*** and ***‘Description of Equity Shares and Terms of Articles of Association’*** beginning on page 38, 75, 94, 108, 147, 163, 258, 277, 319 and 368, respectively of this Red Herring Prospectus.

### A. PRIMARY BUSINESS OF THE COMPANY

Influx Healthtech Limited is a Mumbai-based, healthcare focused company specialising in contract manufacturing. Since its inception in 2020, the Company has established itself as a reliable Contract Development and Manufacturing Organization (CDMO), offering production of Dietary and Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, Homecare Products, Active Pharmaceutical Ingredients (APIs), and finished dosage forms, including tablets, capsules, and injectables.

The Company operates three manufacturing facilities located in Thane, Maharashtra, covering a total area of approximately 9,676 square feet, 13,000 square feet, and 14,000 square feet, respectively. These facilities are certified to international quality standards, including GMP (Good Manufacturing Practice), HACCP (Hazard Analysis & Critical Control Points), ISO 22000, and Halal certifications, ensuring adherence to the highest standards of safety, quality and regulatory compliance.

For more details, please refer section titled ***‘Business Overview’*** beginning on page 163 of this Red Herring Prospectus.

### B. Overview of the industry in which the Company is operating

The company has established itself as a reliable Contract Development and Manufacturing Organization (CDMO), offering specialized services to a wide range of clients across various industries.

The industry in which company operates are various products / SKUs under Dietary/Nutritional Supplement, Cosmetics, Ayurvedic / Herbal formulations, Veterinary Feed Supplements, Homecare segment /sector.

For detailed information on the industry please refer to ***‘Industry Overview’*** beginning on page 147 of this Red Herring Prospectus.

### C. Name of the Promoters

The promoters of our Company are Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala.

For detailed information please refer to the section titled ***‘Our Promoters and Promoter Group’*** beginning on page 247 of this Red Herring Prospectus.

#### D. Size of the Offer

The following table summarizes the details of the Offer. For further details, see '*The Offer*' and '*Offer Structure*' beginning on page 75 and 315, respectively.

|   |  |
|---|--|
| <b>Offer of Equity Shares</b>           | Up to 61,00,800 Equity Shares of ₹ 10 each for cash at a price of ₹ [•] per Equity share (including a premium of [•] per Equity Share) aggregating to ₹ [•] Lakhs                              |
| <b>Out of which:</b>                    |  |
| <b>Fresh Issue*</b>                     | Up to 50,00,400 Equity shares aggregating up to ₹ [•] Lakhs  |
| <b>Offer for Sale**</b>                 | Up to 11,00,400 Equity shares aggregating up to ₹ [•] Lakhs  |
| <b>Of which:</b>                        |  |
| <b>Market Maker Reservation Portion</b> | Up to 3,06,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [•] per Equity Share (including premium of ₹ [•] per Equity Share) aggregating to ₹ [•] lakhs.  |
| <b>Net offer to the Public</b>          | Up to 57,94,800 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [•] per Equity Share (including premium of ₹ [•] per Equity Share) aggregating to ₹ [•] lakhs. |

*\*The Offer includes Fresh Offer which has been authorized by our Board pursuant to their resolution passed at its meetings held on December 23, 2024 and by our Shareholders pursuant to their special resolution passed at their meeting held on January 15, 2025.*

*\*\*The Selling Shareholder has confirmed and authorized its participation in the Offer for sale in relation to the offered Shares. Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolutions dated December 23, 2024. The Selling Shareholder confirms that the offered shares have been held by him for a period of at least one year prior to the filing of this Red Herring Prospectus with NSE Emerge in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the offer in accordance with the provisions of the SEBI ICDR Regulations.*

For details on the authorization and consent of the selling shareholder in relation to the offered shares, see '*The Offer*' and '*Other Regulatory and Statutory Disclosures*' beginning on page 75 and 289 respectively.

The Offer and the Net Offer will constitute 26.35 % and 25.03% respectively of the post-offer paid up Equity Share Capital of our Company.

#### E. Objects of the Offer

Our Company proposes to utilize the proceeds from the Fresh Offer towards funding the following objects and achieve the benefits of listing on EMERGE platform of National Stock Exchange of India Limited:

|  |  | (₹ in lakhs) |
|--|--|--------------|
| Particulars  |  | Amount       |
| Funding capital expenditure requirements for setting up of manufacturing facility for Nutraceutical Division   |  | 2,249.11     |
| Funding capital expenditure requirements for setting up of manufacturing facility for Veterinary Food Division |  | 1,148.58     |
| Purchase of Machineries for Homecare and Cosmetic Division   |  | 275.65       |

|  |            |
|--|------------|
| General Corporate Expenses*              | [•]        |
| <b>Total net proceeds of Fresh Issue</b> | <b>[•]</b> |

\*The amount utilized for general corporate purposes shall not exceed 15% of the gross proceeds of the Offer.

For further details please refer to the section titled '**Objects of the Offer**' beginning on page 108 of this Red Herring Prospectus.

## F. Aggregate Pre-Offer Shareholding of the Promoters as a Percentage of the Paid-up Capital of our Company

As on the date of this Red Herring Prospectus, the aggregate Pre-Offer shareholding of our Promoters, as a percentage of the Pre-Offer paid-up Equity Share capital of our Company is set out below:

| Name of shareholders                                    | Pre-Offer            |                             |
|---|----------------------|-----------------------------|
|   | No. of Equity Shares | As a % of Pre-Offer Capital |
| Mr. Munir Abdul Ganee Chandniwala (Selling Shareholder) | 1,72,42,500          | 95.00%                      |
| Mrs. Shirin Munir Ahmed Chandniwala                     | 8,80,638             | 4.85%                       |
| Mr. Abdul Ganee Abdul Rasul Chandniwala                 | 726                  | ^                           |
| <b>Total</b>  | <b>1,81,23,864</b>   | <b>99.85%</b>               |

^negligible

## G. Summary of Restated Financial Information

A summary of the financial information of our Company as per the Restated Financial Information is as follows:

| Particulars  | For the financial year ended |                |                |
|--|------------------------------|----------------|----------------|
|  | March 31, 2025               | March 31, 2024 | March 31, 2023 |
| Share Capital (₹ in lakhs)   | 1,815.00                     | 2.50           | 2.50           |
| Net Worth (₹ in lakhs)   | 3,614.54                     | 2,277.94       | 1,165.15       |
| Total Borrowings (₹ in lakhs)  | 21.92                        | 32.48          | 79.85          |
| NAV per Equity Shares (₹)  |                              |                |                |
| Based on Actual Number of Shares outstanding                                       | 19.91                        | 9,111.77       | 4,660.59       |
| Considering Bonus effect at the beginning of the comparative period                | 19.91                        | 12.55          | 6.42           |
| Revenue from Operations (₹ in lakhs)   | 10,485.36                    | 9,996.51       | 7,605.65       |
| Earnings before interest, tax, depreciation and amortization (EBITDA) (₹ in lakhs) | 2,057.14                     | 1,695.56       | 1,072.34       |
| Profit After Tax (₹ in lakhs)  | 1,336.60                     | 1,112.80       | 719.63         |
| Basic & Diluted Earnings per Share (₹)   |                              |                |                |
| Based on Actual Number of Shares outstanding                                       | 7.36                         | 4,451.18       | 2,878.54       |



| Particulars   | For the financial year ended |                |                |
|---|------------------------------|----------------|----------------|
|   | March 31, 2025               | March 31, 2024 | March 31, 2023 |
| Considering Bonus effect at the beginning of the comparative period | 7.36                         | 6.13           | 3.96           |

<sup>^</sup>Not Annualised

For further details, see '**Restated Financial Information**' beginning on page 258 of this Red Herring Prospectus.

## H. Auditors' Qualifications which have not been given effect to in the Restated Financial Statement

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Statements.

## I. Outstanding Litigations

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

| Name                                 | By/<br>Against | Civil | Criminal | Tax<br>related | Actions by<br>regulatory<br>authorities | Other<br>Pending<br>Litigation<br>s | Amount<br>Involved<br>(₹ in lakhs) |
|--------------------------------------|----------------|-------|----------|----------------|---|-------------------------------------|------------------------------------|
| Company                              | By             | -     | -        | -              | -                                       | -                                   | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                                   | -                                  |
| Promoter                             | By             | -     | -        | -              | -                                       | -                                   | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                                   | -                                  |
| Promoter<br>Group                    | By             | -     | -        | -              | -                                       | -                                   | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                                   | -                                  |
| Group<br>Companies/<br>Entities      | By             | -     | -        | -              | -                                       | -                                   | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                                   | -                                  |
| Directors<br>other than<br>promoters | By             | -     | -        | -              | -                                       | -                                   | -                                  |
|                                      | Against        | -     | -        | 6              | -                                       | -                                   | 53.04                              |

For further details, please refer section titled '**Outstanding Litigations & Material Developments**' beginning on page 277 of this Red Herring Prospectus.

## J. Risk Factors

For details relating to risk factors, please refer section titled '**Risk Factors**' beginning on page 38 of this Red Herring Prospectus.

## K. Contingent Liabilities

As on March 31, 2025, there is *Nil* contingent liability on the Company.

## L. Related Party Transactions

### List of Related Parties

| Name of Related Party            | Relationship with the Company                       |
|----------------------------------|---|
| Munir Chandniwala                | Managing Director                                   |
| Shirin Chandniwala               | Whole Time Director                                 |
| Abdul Ganee Chandniwala          | Director  |
| Ashish Ghanshaym Shah            | Chief Financial Officer (appointed on May 02, 2024) |
| Atul Kumar Ashok Kumar Shukla    | Company Secretary (appointed on May 02, 2024)       |
| ESLP Digital LLP                 | Other related party                                 |
| Influx Healthcare                | Other related party                                 |
| Trusan Printpack Private Limited | Other related party                                 |
| Chandniwala Clinic               | Other related party                                 |
| Influx Foundation                | Other related party                                 |
| Nutrapharm India                 | Other related party                                 |
| Shinaf Enterprise                | Other related party                                 |

### Summary of significant related party transactions carried out in the ordinary course of businesses

(₹ in lakhs)

| Nature of Transactions                                  | For the financial year ended |                |                |
|---|------------------------------|----------------|----------------|
|   | March 31, 2025               | March 31, 2024 | March 31, 2023 |
| <b><u>Transaction with Key Management Personnel</u></b> |                              |                |                |
| <b>Munir Chandniwala</b>                                |                              |                |                |
| Remuneration  | 84.00                        | 60.00          | 33.00          |
| Commission  | -                            | -              | 20.00          |
| Loan taken  | 15.16                        | 44.70          | 23.00          |
| Loan Repaid   | 20.44                        | 82.51          | -              |
| Rent Paid   | 90.00                        | 90.00          | 69.00          |
| Advance for Plot No. 59                                 | 11.00                        | -              | -              |
| Advance for Plot No. 28                                 | 10.00                        | -              | -              |
| <b>Shirin Chandniwala</b>                               |                              |                |                |
| Remuneration  | 16.00                        | -              | -              |
| Loan Repaid   | 2.00                         | 5.00           | -              |
| Rent Paid   | 12.00                        | 12.00          | 12.00          |
| <b>Ashish Shah</b>                                      |                              |                |                |

| Nature of Transactions                               | For the financial year ended |                   |                   |
|--|------------------------------|-------------------|-------------------|
|  | March 31,<br>2025            | March 31,<br>2024 | March 31,<br>2023 |
| Remuneration   | 10.03                        | 8.99              | 5.97              |
| Loan Given   | 2.00                         | -                 | -                 |
| Loan Recovered                                       | 2.00                         | -                 | -                 |
| <b>Atul Shukla</b>                                   |                              |                   |                   |
| Remuneration   | 4.60                         | -                 | -                 |
| <b><u>Transaction with other related parties</u></b> |                              |                   |                   |
| <b>Trusan Printpack Private Limited</b>              |                              |                   |                   |
| Sale of product                                      | 1.70                         | 2.52              | -                 |
| Purchase of product                                  | 220.21                       | 38.48             | -                 |
| Rent Income  | 3.60                         | 2.70              | -                 |
| Reimbursement of expense                             | 0.09                         | -                 | -                 |
| <b>Influx Healthcare</b>                             |                              |                   |                   |
| Purchase of product                                  | -                            | -                 | 289.75            |
| Purchase of Fixed asset                              | -                            | -                 | 108.43            |
| Sales of product                                     | -                            | -                 | 4.21              |
| License & Registration Fees                          | -                            | 6.74              | -                 |
| <b>Influx Foundation</b>                             |                              |                   |                   |
| Donation   | 0.85                         | -                 | -                 |
| <b>Nutrapharm India</b>                              |                              |                   |                   |
| Sale of product                                      | 0.02                         | 4.69              | 0.16              |

**Balance at the end of the Period**

(₹ in lakhs)

| Name of the Person                     | Nature of Transaction   | As at             |                   |                   |
|--|-------------------------|-------------------|-------------------|-------------------|
|  |                         | March 31,<br>2025 | March 31,<br>2024 | March 31,<br>2023 |
| Munir Chandniwala                      | Remuneration            | 1.35              | 1.30              | -                 |
| Munir Chandniwala                      | Unsecured Loan          | 21.92             | 27.19             | 65.00             |
| Munir Chandniwala                      | Security Deposit        | 115.00            | 115.00            | 115.00            |
| Munir Chandniwala                      | Other receivables       | -                 | -                 | 0.002             |
| Munir Chandniwala & Shirin Chandniwala | Advance for Plot No. 59 | 11.00             | -                 | -                 |
| Munir Chandniwala & Shirin Chandniwala | Advance for Plot No. 28 | 10.00             | -                 | -                 |
| Shirin Chandniwala                     | Remuneration            | 1.62              | -                 | -                 |
| Shirin Chandniwala                     | Unsecured Loan          | -                 | 2.00              | 7.00              |
| Influx Healthcare                      | Purchase of product     | -                 | -                 | 52.64             |
| Trusan Printpack Private Limited       | Purchase of product     | 44.03             | 1.63              | -                 |

| Name of the Person | Nature of Transaction     | As at          |                |                |
|--------------------|---------------------------|----------------|----------------|----------------|
|                    |                           | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| Nutrapharm India   | Sale of product           | 4.99           | 4.85           | 0.16           |
| Shinaf Enterprises | Packing material purchase | -              | -              | 11.87          |

For further details of the related party transactions, see note on related party disclosures under section **‘Restated Financial Information’** beginning on page 258 of this Red Herring Prospectus.

#### M. Financing Arrangements

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

#### N. Weighted Average Price of the Equity Shares acquired by our Promoters and Selling Shareholder in the last one year preceding the date of this Red Herring Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters and Selling Shareholder in the last one year preceding the date of this Red Herring Prospectus are as follows:

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

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

#### O. Average Cost of Acquisition of Equity Shares for Promoters and Selling Shareholder

The average cost of acquisition per Equity Share to our Promoters and Selling Shareholder as at the date of this Red Herring Prospectus is as follows:

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

*\*Only the shares acquired are considered. Further, the average cost of acquisition has been calculated after considering the effect of Bonus issue (725:1) dated July 31, 2024.*

## P. Pre-IPO Placement

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

## Q. Issue of Shares for Consideration other than Cash

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

| Name of the Shareholders            | No. of Shares Allotted | Face Value (₹) | Issue Price (₹) | Date of Allotment | Nature of Allotment  |
|-------------------------------------|------------------------|----------------|-----------------|-------------------|--|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,18,750            | 10             | -               | July 31, 2024     | Bonus Issue of 725 Equity share against 1 Equity shares held |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,79,425               | 10             | -               |                   |  |
| Mr. Abdul Ganee Chandniwala         | 725                    | 10             | -               |                   |  |
| Mr. Ayaan Saeed Chandniwala         | 725                    | 10             | -               |                   |  |
| Ms. Nafisa Saeed Chandniwala        | 725                    | 10             | -               |                   |  |
| Mr. Moiz Mahamadi Palgharwala       | 725                    | 10             | -               |                   |  |
| Mr. Ashish Ghanshyam Shah           | 725                    | 10             | -               |                   |  |
| Mr. Brijmohan D Goel                | 9,425                  | 10             | -               |                   |  |
| Ms. Sangeeta Kasliwal               | 13,775                 | 10             | -               |                   |  |
| <b>Total</b>                        | <b>1,81,25,000</b>     |                |                 |                   |  |

For more details, refer to the section titled '*Capital Structure*' beginning on page 94 of this Red Herring Prospectus.

## R. Split/Consolidation

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

## S. Exemption from complying with any provisions of Securities Law; if any, granted by SEBI

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

## SECTION III - RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Red Herring Prospectus, particularly the **‘Business Overview’**, **‘Financial Information’** and the related notes, and **‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’** beginning on page 163, 258 and 263 respectively of this Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares.

This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

### 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 found material collectively.*
2. *Some events may have material impact qualitatively instead of quantitatively.*
3. *Some events may not be material at present but may be having material impact in future.*

### Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **‘Risk Factors’** beginning on

page 38 and ‘**Management Discussion and Analysis of Financial Condition and Results of Operations**’ beginning on page 263 of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the ‘**Restated Financial Information**’ beginning on page 258 of this Red Herring Prospectus.

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

## **Internal Risk Factors**

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

Our Company is primarily engaged in the manufacturing of nutraceutical products, and as such, our revenues are highly dependent on our customers in the nutraceutical industry. The loss of any of our customers within this industry could adversely affect our sales and, consequently, our business and results of operations. Furthermore, if there is a shift in the practice of developing products in-house within the nutraceutical industry, it may negatively impact the demand for our products. Similarly, if our competitors or customers achieve a breakthrough in the development of a novel product or raw material, our products may become obsolete or be substituted by such alternatives, which would adversely impact our revenues and profitability. Additionally, if our competitors are able to improve the efficiency of their manufacturing processes, distribution, or raw material sourcing, and offer similar or higher-quality products at a lower price, our Company may be unable to adequately respond to such developments, which could further affect our revenues and profitability. There are no past instances in past three financial years wherein the company’s revenue materially impacted due to any factors affecting Nutraceutical industry.

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

Our manufacturing unit, located in Palghar, Thane, Maharashtra, exposes us to risks of geographical concentration. Our success relies on our ability to efficiently manufacture and deliver products that meet customer demand. While we have not encountered significant operational disruptions in the past, our manufacturing facility is vulnerable to various risks, including human error, power outages, equipment breakdowns, supply chain interruptions, inefficiencies in production, obsolescence, loss of services from external contractors, and unforeseen events such as terrorist attacks, acts of war, break-ins, natural disasters, and industrial accidents.

If we are forced to shut down our manufacturing unit for an extended period, it would negatively impact our earnings, operational performance, and overall financial position. Additionally, rising living costs in the area may increase manpower expenses, potentially affecting our margins and cost competitiveness. In the event of an industrial accident, we could face production halts, further impeding our ability to meet commitments and damaging our business, operational results, and financial health. Moreover, any violation or non-compliance with the terms of regulatory approvals



for our manufacturing unit could result in a halt or limitation of production until compliance is re-established, potentially causing delays. While we have not faced any significant disruptions in the past, we cannot guarantee that we will not experience issues in the future related to employee disputes, labor challenges, or other operational hurdles. Such disruptions could have a material adverse effect on our business, financial condition, cash flows, and results of operations.

Furthermore, our facility must comply with the directives of relevant government authorities, which introduces additional operational risks. Such risks could lead to personal injury, property damage, and potential civil or criminal penalties. Any delays in production or shutdowns at our facility whether due to workforce disputes, external factors, or unforeseen events could severely impact our operations and have a material adverse effect on our business, financial condition, and results of operations. Also, to date, our Company has not faced any such challenges.

**3. *Our Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.***

Our top 10 customers contribute 47.89%, 50.10% and 46.29% of our revenue from operation for the financial year ended as on March 31, 2025, March 31, 2024, and March 31, 2023 respectively. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. While we typically have long term relationships with our customers, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. 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. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time. Further, there are no past instances in past three financial years for loss of any customers which has impact on revenues and profitability.

**4. *We have historically derived, and may continue to derive, a significant portion of our supply from top 10 Suppliers. Also, Our Company has not entered into long-term agreements with these suppliers. 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 top 10 suppliers represented 36.38%, 39.44% and 38.84 % of our total supplies for the financial year ended as on March 31, 2025, March 31, 2024, and March 31, 2023, respectively. We have not entered into long-term agreements with our suppliers, and as a result, the success of our business is significantly dependent on the business terms and conditions with them, which may change in the future based on our relationship with them. The actual purchases by our Company may differ from the estimates made by our management due to the absence of long-term agreements. The loss of one or more of these significant or key suppliers, or a reduction in the amount of supplies we obtain from them, could have an adverse effect on our business, results of operations, financial condition, and cash flows. We cannot assure you that we will be able to maintain historic levels of business, negotiate and execute long-term contracts on commercially viable terms with our significant suppliers, or reduce supplier concentration in the future.

(₹ in lakhs)

| Particulars      | March 31, 2025 |                     | March 31, 2024 |                     | March 31, 2023 |                     |
|------------------|----------------|---------------------|----------------|---------------------|----------------|---------------------|
|                  | Amt.           | % of Total Supplies | Amt.           | % of Total Supplies | Amt.           | % of Total Supplies |
| Top 10 Suppliers | 2,590.03       | 36.38%              | 2,698.44       | 39.44%              | 2,055.57       | 38.84%              |

We purchase active pharmaceutical ingredients (APIs) and other raw materials, such as Acerola Extract, Amalaki Extract, BCAA Instant, Beta Alanine, Calcium Citrate Malate, Citric Acid Anhydrous, Capsule CT/CT Size, and Coenzyme Q10, from third-party suppliers domestically. We do not have long-term contracts with our third-party suppliers. Instead, prices are negotiated for each purchase order, and we generally maintain relationships with multiple suppliers for each raw material. The terms and conditions, including the return policy, are outlined in the purchase orders. We prioritize sourcing materials from reputable suppliers and typically seek quotations from several sources. Our Company procures raw materials from multiple states across India, including Himachal Pradesh, Punjab, Uttarakhand, Haryana, Delhi, Rajasthan, Uttar Pradesh, West Bengal, Madhya Pradesh, Gujarat, Maharashtra, Karnataka, Kerala, Tamil Nadu, Puducherry, and Telangana.

As we do not have long-term contracts with our suppliers, and prices are based on quotes we receive, our suppliers are not contractually obligated to supply materials to us. They may choose to sell their products to our competitors instead. Any non-availability, shortage, or use of substandard raw materials could materially adversely affect our business. Additionally, power shortages or failures in the manufacturing process may impact our operations and financial results. Moreover, any discontinuation of production or failure by our suppliers to adhere to delivery schedules or quality and quantity requirements could disrupt our manufacturing operations. We cannot guarantee that strong demand, capacity limitations, or other issues faced by our suppliers will not result in delays or shortages in the supply of raw materials. Further, since our suppliers are not exclusively bound to us, we face the risk that competitors may offer more favorable terms, which could lead suppliers to prioritize their business over ours. Further, there are no past instances in past three financial years for loss of any suppliers which has impact on our manufacturing operations.

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

A major portion of our revenue for the financial year ended as on March 31, 2025, March 31, 2024, and March 31, 2023, is derived from the states of Maharashtra, Gujarat, and Karnataka. This geographical concentration of our business increases our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions, which may negatively affect our business prospects, financial condition, and results of operations. Factors such as competition, culture, regulatory regimes, business practices, customs, and industry needs may differ in other markets where we may expand. Additionally, as we enter new markets and geographical areas, we are likely to compete not only with national players but also with local players who may have an established presence, greater familiarity with local regulations, business practices, and industry needs, stronger relationships with local distributors, dealers, and relevant government authorities, and a stronger financial position than ours. These factors may give them a competitive advantage over us. Our inability to expand beyond Maharashtra may adversely affect our business prospects, financial condition, and results of operations.

(₹ in lakhs)

| State              | March 31, 2025  |               | March 31, 2024  |               | March 31, 2023  |               |
|--------------------|-----------------|---------------|-----------------|---------------|-----------------|---------------|
|                    | Sales           | %             | Sales           | %             | Sales           | %             |
| <b>Maharashtra</b> | 6,577.14        | 62.71%        | 6,688.54        | 66.90%        | 4,581.94        | 60.25%        |
| <b>Gujarat</b>     | 2,096.87        | 20.00%        | 1,822.50        | 18.23%        | 1,992.72        | 26.20%        |
| <b>Karnataka</b>   | 587.19          | 5.60%         | 517.02          | 5.17%         | 254.45          | 3.35%         |
| <b>Total</b>       | <b>9,261.20</b> | <b>88.31%</b> | <b>9,028.06</b> | <b>90.30%</b> | <b>6,829.11</b> | <b>89.80%</b> |

Further, there are no past instances in past three financial years wherein the business operations impacted due to too much geographical concentration of our Business on specific location.

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

We are primarily engaged in the business of manufacturing of Dietary/Nutritional Supplements, Cosmetics, Ayurvedic medicines, veterinary feeds, and homecare products finding its application in Food, Drug, Cosmetics, Cleaning compounds, Agriculture and other industries. Consequently, our revenues are dependent on the end user industries that use our products as an input. The table set forth below provides customer segment split of our revenue from operations for the financial year ended on March 31, 2025 and financial year ended on March 31, 2024, and March 31, 2023. The table mentioned below also highlights the fact that our company is highly dependent on Nutraceutical segment.

(₹ in lakhs)

| Segment        | For the financial year ended |            |                |            |                |            |
|----------------|------------------------------|------------|----------------|------------|----------------|------------|
|                | March 31, 2025               |            | March 31, 2024 |            | March 31, 2023 |            |
|                | Amount                       | In % terms | Amount         | In % terms | Amount         | In % terms |
| Nutraceuticals | 9,403.82                     | 89.69%     | 9,346.66       | 93.50%     | 7,161.16       | 94.14%     |
| Homecare       | 6.77                         | 0.06%      | 68.26          | 0.68%      | 16.40          | 0.22%      |

| Segment      | For the financial year ended |                |                 |                |                 |                |
|--------------|------------------------------|----------------|-----------------|----------------|-----------------|----------------|
|              | March 31, 2025               |                | March 31, 2024  |                | March 31, 2023  |                |
|              | Amount                       | In % terms     | Amount          | In % terms     | Amount          | In % terms     |
| Cosmetics    | 641.05                       | 6.11%          | 300.68          | 3.01%          | 211.94          | 2.79%          |
| Ayurvedic    | 323.95                       | 3.09%          | 193.10          | 1.93%          | 175.33          | 2.31%          |
| Veterinary   | 109.77                       | 1.05%          | 87.81           | 0.88%          | 40.82           | 0.54%          |
| <b>Total</b> | <b>10,485.36</b>             | <b>100.00%</b> | <b>9,996.51</b> | <b>100.00%</b> | <b>7,605.65</b> | <b>100.00%</b> |

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

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

Further, there are no past instances in past three financial years wherein the company's revenue materially impacted due to any factors affecting Nutraceutical industry.

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

As on date, we are engaged in the business of a contract manufacturing of Dietary and Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, Homecare Products, Active Pharmaceutical Ingredients (APIs), and finished dosage forms, including tablets, capsules, and injectables. To expand our operations, we propose to establish new manufacturing facility and for which, our Company intends to utilise a portion of Net Proceeds.

Our Company intends to utilize a portion i.e amount of **₹ 2,009.05** lakhs out of the Net proceeds for the purchase of equipment/machineries for proposed expansion as follows: -

| Particulars  | Amount to be funded from Net Proceeds (₹ in lakhs) | Status on Placement of Machineries Order        |
|--|--|---|
| Amount to be spent on Purchase of Machinery for setting up of new manufacturing facility for Nutraceutical Division;   | 1,323.05   | Company is yet to place 100% order of machinery |
| Amount to be spent on Purchase of Machinery for setting up of new manufacturing facility for Veterinary Food Division; | 410.35   |   |
| Amount to be spent on Purchase of Machineries for Homecare and Cosmetic Division                                       | 275.65   |   |
| <b>Total</b>   | <b>2,009.05</b>                                    |   |

While we have obtained quotations from various vendors for capital expenditure to support our expanding operations, we have not placed any firm orders with them. For details, please refer to the **‘Objects of the Offer’** beginning on page 108. These quotations are valid for a certain period and may be subject to revisions, as well as other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure at the costs associated with these quotations or that there will not be cost escalations beyond the contingencies proposed to be funded out of the Net Proceeds. Furthermore, the actual amount and timing of our future capital requirements may differ from our estimates due to unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes, or technological changes. If we are unable to set up a new manufacturing plant within our estimated time frames, we may be unable to expand our business. There can be no assurance that we will complete any proposed expansion or upgrade in a timely manner.

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

Our Company relies on third-party suppliers to source the raw materials necessary for the manufacturing of our products. As we generally do not enter into long-term supply agreements, we are exposed to price fluctuations and the potential unavailability of these materials, particularly since a significant portion of our raw material requirements are met through the spot market. This exposes us to factors beyond our control that may influence the price at which we procure raw materials. Additionally, we face challenges in passing on such cost increases to our customers, which may affect our ability to maintain margins and profitability. Fluctuations in raw material prices could have a material adverse impact on our business, financial condition, and results of operations. While we benefit from favorable terms with our suppliers, including competitive pricing and reliable supply, any inability to secure high-quality materials in a timely and cost-effective manner could lead to production delays and disruptions in our delivery schedules, potentially resulting in the loss of customers and revenue.

**9. *We may face several risks associated with the construction of the building of the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition***

We intend to utilize a portion of the Net Proceeds of the Offer to set up the Proposed Expansion. For further details, see **“Object of the Offer”** beginning at page 108.

During the process of establishing the Proposed Expansion, we may face several difficulties such as cost overruns or delays for various reasons, including, but not limited to, our financial and

market conditions, changes in business and strategy, competition, negotiation with vendors, variation in cost estimates including due to passage of time, incremental pre-operative expenses and other external factors such as changes in the business environment, receipt of regulatory approvals and interest or exchange rate fluctuations, which may not be within the control of our management. We cannot assure you that we will be able to implement the Proposed Expansion without facing delays or time and cost overruns.

Any delay in the aforementioned establishing of the Proposed Expansion, could lead to revenue loss for our Company. Further, our Proposed Expansion may be subject to delays and other risks, which may be caused due to certain other unforeseen events, such as unforeseen engineering or technical problems, disputes with workers, unanticipated cost increases or changes in scope and delays in obtaining requisite government approvals and consents. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost and time over-runs and any loss of profits resulting from such delays, shortfalls and disruptions.

Further, the budgeted cost may prove insufficient to meet the requirements of the Proposed Expansion due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available on terms favorable to us or at all. We cannot assure that we will be able to complete the aforementioned expansion in accordance with the proposed implementation schedule and any delay in setting up such plant in a timely manner, or at all, could have an adverse impact on our growth, prospects, cash flows and business and financial condition.

Also, information relating to the installed manufacturing capacity, actual production and capacity utilization of the manufacturing units included in this Offer Document are based on various assumptions and estimates and future production and capacity may vary.

We also cannot assure you that we will be able to receive the requisites approvals for the Proposed Expansion in a timely manner. If we are not able to receive the required approvals at all or if there is a delay in receiving the same, all other operations, which are to be undertaken for the completion of the expansion might also be delayed or we may also be compelled to evaluate alternate locations for completion of Proposed Expansion. Also, any variation in the utilization of the Net Proceeds as disclosed in this Offer Document shall be subject to certain compliance requirements, including prior approval of the shareholders of the Company.

The quotations for plant and machinery and building & civil works received by us from concerned vendors and contractors might expire and we may be compelled to purchase the same at a higher cost from the same or different vendors as the case may be. Our financial condition, results of operations and liquidity would be materially and adversely affected if the cost for the Proposed Expansion materially exceeds such budgeted amounts. For further details, see '**Objects of the Offer**' and '**Risk Factor - Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds**' on page 108 and 52 respectively.

- 10. Our Registered Office, Factory Units and Godown is located on premises which are not owned by us and has been obtained on license basis from the promoters of our company. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors**



***(promoters) may adversely impact our operations and, consequently, our business, financial condition and results of operations.***

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

| Address of Premises  | Name of the Lessor  | Tenure                                | Consideration        | Area                                      | Purpose           |
|--|---|---------------------------------------|----------------------|---|-------------------|
| 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067 | Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala  | April 01, 2024 to March 31, 2027      | ₹ 1,50,000 per month | 650 Square Feet                           | Registered Office |
| Plot No 9, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404                       | Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala. | January 01, 2025 to December 31, 2027 | ₹ 2,00,000 per month | 899 Square Meter (Appx. 9676 Square Feet) | Factory Unit      |
| Plot No 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404                      | Mr. Munir Abdul Ganee Chandniwala   | April 01, 2024 to March 31, 2027      | ₹ 1,50,000 per month | 13,000 Square Feet                        |                   |
| Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404                       | Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala. | April 01, 2024 to March 31, 2027      | ₹ 2,10,000 per month | 14,000 Square Feet                        |                   |
| Plot No 01, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404                       | Mr. Munir Abdul Ganee Chandniwala   | April 01, 2024 to March 31, 2027      | ₹ 1,40,000 per month | 14,000 Square Feet                        | Godown            |

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

Unless renewed, upon termination of the lease, we are required to return the premises of our manufacturing units and registered office to the Lessor/Licensor (promoter). There can be no assurance that the terms of the agreements will be renewed on commercially acceptable terms. In the event that the Lessor/Licensor terminates or does not renew the agreements, we will be required to vacate the premises where our operational activities are carried out. In such a situation, we would need to identify and secure alternative premises and enter into a new lease or leave-and-license agreement, potentially on less favorable terms and conditions, in order to relocate our registered office and operations. Such a scenario could result in delays and may temporarily affect our operations. However, these properties are leased from the promoters on an arm's length basis.

***11. Our expansion into new product categories and business verticals and a substantial increase in the number of products offered may expose us to new challenges and more risks. Our efforts to introduce new formulation and combination are dependent on the success of our formulation development team initiatives.***

In recent years, we have expanded the product categories available across our platforms and websites. New product categories require us to understand and make informed judgments about



consumer demand, trends, and preferences. We may misjudge these factors for new products offered by suppliers, sellers, and brand partners on our platforms, and face challenges in inspecting and controlling quality, regulatory requirements, handling, storage, and delivery of such new products. We may also need to price aggressively in new categories to gain traction with consumers and improve brand awareness, which may not be possible in instances where our customers impose restrictions on our ability to offer such products at a discount, thereby adversely affecting our gross margins.

We may also make substantial investments in launching such new products or business verticals on our platform. Additionally, we expect to obtain new products as a result of acquisition activity, which may require further investment. Expanding our offerings or business verticals may strain our management and operational resources. Achieving profitability with new product categories and business verticals may be difficult, and as a result, our profit margins may be lower than anticipated, which would adversely affect our results of operations. We cannot assure you that we will be able to recover our investments in introducing any new products, or that any such new products will be successful by any measure. Furthermore, we risk diluting or losing our brand position as a premium beauty destination as we expand our business model and offerings to include mass brands, non-luxury items, or adjacent categories, which may alienate some high-value consumers.

Our inability to successfully develop and commercialize new formulations and combinations could adversely impact our business, growth, and financial condition. To remain competitive, we must develop, test, and manufacture new combinations that meet both customer expectations and applicable regulatory standards. We have established a dedicated formulation team that continuously works to develop various formula combinations. However, our investments in formulation and combination development may incur higher costs without a proportionate increase in revenues. Any failure on our part to successfully identify and commercialize new formulations and combinations could negatively affect our business, financial condition, and results of operations.

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

- **Unique Liquid Fill Technology:** Concepts like capsule-in-capsule, pellets-in-capsule.
- **Bi-Layer and Center-Filled Gummies:** Introducing innovative gummy designs.
- **Pectin-Free Gummies:** A new formulation approach for gummies.
- **Sugar-Free Fiber-Based Gummies:** A unique formulation focusing on health benefits.
- **Diskettes Formula:** A new product form for easy consumption.
- **Oral Film Strips:** Innovative delivery method for supplements.
- **Special Flavors for Supplements:** Custom flavors developed for various clients.
- **Ready-to-Drink Concepts:** New formulations for ready-to-consume products.
- **Nutritional Gel Concept:** Developing gels with multiple health benefits.
- **Coating Techniques for Soft Gelatin & Capsules:** Advanced techniques for coating soft gelatin, hard gelatin, and HPMC capsules.
- **Poped Snacks:** A unique range of snacking options.
- **Protein Bars:** Formulas for both whey and vegan clients.
- **Instant Oil-Removing Face Serums:** A unique cosmetic formula.
- **Instant Face Lifting Serum:** A groundbreaking cosmetic solution.
- **Anhydrous Sunscreen:** A water-free sunscreen formula.

- **Soft Gelatin Twist Capsules for Cosmetics:** Innovative single-dose twist capsules.
- **Dog and Cat Food:** Developed both non-veg and veg kibble for pets.

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

In the past, there have been certain instances of non-compliance or delays or incorrect filings of certain forms along with other non-compliances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by RoC. The following discrepancies have been found in the forms filed by the Company with the Registrar of Companies under the provisions of the Companies Act, 2013:

- Non-Disclosure of Company's web address in the Board's Report of Financial Year 2020-21, 2021-22 and 2022-23 pursuant to Section 134 of the Companies Act, 2013. The Company has since taken due care to comply with the necessary disclosures for FY 2023-24.  
*As a corrective steps, the company has filed an application for compounding of the non-compliance made with the Registrar of Companies vide SRN N30085369. The Status of said SRN is under process as on date of filing this reply. Further, in terms of Section 134 of the Companies Act, the company shall be liable to a penalty of three lakh rupees and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees.*
- Non-Disclosure of loans from Director in the Board's Report pursuant to provisions of Rule 2 (viii) of Companies Acceptance of Deposit Rules, 2014, for the Financial Year 2020-21, 2021-22 and 2022-23. The Company has taken due care to comply with the necessary disclosures for FY 2023-24.  
*As a corrective steps, the company has filed an application for compounding of the non-compliance made with the Registrar of Companies vide SRN N30085369. The Status of said SRN is under process as on date of filing this reply. Further, in terms of Section 134 of the Companies Act, the company shall be liable to a penalty of three lakh rupees and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees.*
- The below are the details of the error caused in ROC filing:

| Name and Description of Form     | Error in filing  | Corrective steps / Remarks   |
|----------------------------------|--|--|
| Form SH 7 - Alteration in shares | The Company conducted Extra Ordinary General Meeting on April 04, 2024 for increasing its Authorised Share Capital from ₹10 crore to ₹25 crore, at time of filling the said form the date of the meeting is erroneously mentioned as April 01, 2024. | The Company has filed the Adjudication application with ROC for making the error good. The said application is pending with ROC. |
| Form MGT 7 - Annual Return       | The Company erroneously reported incorrect Directorship categories of Mr. Abdul Ganee Abdul Rasul Chandniwala & Ms. Shirin Munir Ahmed Chandniwala in the Annual Return for the Financial Year 2021-22 and 2022-23                                   | The Company has filed revised Annual Return with RoC vide SRN F98014749 and F98014426.   |

- The below are the details of the delay caused in ROC filing:

| Name and Description of Form   | Due Date of Filing | Date of Filing & SRN          | Number of days delay | Reason for delay                    | Corrective steps / Remarks       |
|--|--------------------|-------------------------------|----------------------|-------------------------------------|----------------------------------|
| Form MGT - 14<br>(Filing of Resolutions of AGM held on September 30, 2023)             | October 30, 2023   | November 18, 2023 & AA6182442 | 19 Days              | Delay due to operational efficiency | Paid the additional fees to ROC. |
| Form ADT - 3<br>(Notice of Resignation by Auditor - M/s. Phirodia Bafna & Associates ) | April 27, 2024     | May 13, 2024 & F95478459      | 16 Days              | Delay due to operational efficiency | Paid the additional fees to ROC. |
| Form ADT - 1<br>(Appointment of Statutory Auditor - M/s. V B Goel & Co.)               | April 27, 2024     | May 15, 2024 & F95517827      | 18 Days              | Delay due to operational efficiency | Paid the additional fees to ROC. |

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. There may be instances where notices, fines, or penalties could be imposed, which may adversely affect the Company's operations from a compliance perspective. There can be no assurance that no penal actions will be taken by the regulatory authorities regarding these non-compliances/delay/incorrect filing. If any adverse actions are taken, our financial results could be affected.

To ensure that the above discrepancies/errors/delay will not occur in future, our company has appointed designated employees responsible for monitoring statutory requirements and ensuring timely compliance of the same.

**13. Optimal Capacity utilization of our manufacturing capacities and Information relating to the installed manufacturing capacity, actual production and capacity utilization of the manufacturing units included in this Offer Document are based on various assumptions. A decline in market demand or increased competition could negatively impact our sales and profitability.**

As of the date of this Red Herring Prospectus, we operate from our manufacturing facility located at Genesis Industrial Township, Kolgoan, Palghar, District Thane. Below are the details of the installed capacity and actual utilization –

| Factory Unit 1 (Nutraceuticals) |                                 |                                |                          |
|---------------------------------|---------------------------------|--------------------------------|--------------------------|
| Year                            | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
| 2025                            | 10,000                          | 9,300                          | 93%                      |

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2024 | 10,000                          | 7,300                          | 73%                      |
| 2023 | 7,000                           | 5,800                          | 83%                      |

#### Factory Unit 2 (Cosmetics and Ayurvedic)

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2025 | 2,000                           | 1,790                          | 90%                      |
| 2024 | 2,000                           | 1,700                          | 85%                      |
| 2023 | 1,500                           | 1,400                          | 93%                      |

#### Factory Unit 3 (Pet Supplement and Homecare)

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2025 | 1,800                           | 1,190                          | 66%                      |
| 2024 | 1,800                           | 1,100                          | 61%                      |
| 2023 | 1,500                           | 800                            | 53%                      |

NA=Not Applicable

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as well as the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facility including due to interruptions in the supply of power or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Also, information relating to the installed manufacturing capacity, actual production and capacity utilization of the manufacturing units included in this Offer Document are based on various assumptions and estimates and future production and capacity may vary.

A decline in market demand or increased competition could negatively impact on our sales and profitability. Optimal utilization of our manufacturing capacity is essential for maintaining cost efficiency; any shortfall in demand or operational inefficiencies may hinder achieving this optimal utilization, potentially affecting the return on investment from our new plant.

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

The company does not currently hold an AYUSH (Ayurveda, Yoga & Naturopathy, Unani, Siddha, and Homeopathy) license, as it is not required for our operations. However, this non-applicability carries several risks. Future amendments to AYUSH regulations or changes in their interpretation could necessitate obtaining an AYUSH license, resulting in additional compliance costs and operational adjustments. There is also a risk that regulatory authorities might misinterpret our business activities, leading to disputes or claims of non-compliance. Furthermore, if we expand or alter our business model in the future, we could unintentionally become subject to AYUSH

regulations, which could negatively impact our operational efficiency and financial performance. While we remain committed to staying updated on regulatory changes and ensuring compliance, these potential risks may still affect our financial stability and market perception.

The company has received approval from the Food & Drug Administration (FDA), Maharashtra State, under letter number MH/PL2/CON/61111187, issued on 01/02/2023 and valid until 30/01/2028. This approval, which is valid in Maharashtra, also governs Ayurveda practices.

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

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

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

| Financial Year   | Tax Period | Due date of Filing | Actual Date of filing | Date of payment              | Period of Delay | Reason of Delay  | Corrective Steps Taken by the Company  |
|--|------------|--------------------|-----------------------|------------------------------|-----------------|--|--|
| GSTR-3B (A self-declared summary of figures of sales, ITC claimed & Net tax payable) |            |                    |                       |                              |                 |  |  |
| 2021-22  | June       | 20/07/2021         | 22/07/2021            | 21/07/2021                   | 2 days          | Delay due to technical issue                                       | Timely returns are now filed within the due date.                              |
| 2021-22  | December   | 20/01/2022         | 21/01/2022            | 21/01/2022                   | 1 day           |  |  |
| 2022-23  | April      | 20/05/2022         | 23/02/2022            | 23/05/2022                   | 3 days          |  |  |
| 2023-24  | November   | 20/12/2023         | 22/12/2023            | 22/12/2023                   | 2 days          |  |  |
| GSTR-1 (Monthly /Quarterly statement of outward supplies)                            |            |                    |                       |                              |                 |  |  |
| 2021-22  | April      | 11/05/2021         | 19/05/2021            | There is no payment required | 8 Days          | Delay due to operational efficiency                                | Timely returns are now filed within the due date to avoid last-minute hassles. |
| 2021-22  | May        | 11/06/2021         | 18/06/2021            |                              | 7 Days          |  |  |
| ESIC   |            |                    |                       |                              |                 |  |  |
| 2023-24  | October    | 15/11/2023         | 21/11/2023            | 21/11/2023                   | 6 Days          | Delay due to technical issue on ESIC Website at the time of filing | Timely returns are now filed within the due date to avoid last-minute hassles. |

**16. *Insufficient Verifiable Documentation for Key Directors' Experience may Pose Governance Risks.***

As of the date of this Red Herring Prospectus (RHP), the Company does not possess sufficient supporting documentation to fully substantiate the professional experience of Mr. Abdul Ganee

Abdul Rasul Chandniwala, Non-Executive Director, who was engaged in medical practice for 29 years, from 1977 to 2006.

As a result, the details of his professional experience during this period have not been included in his profile in the section titled ***‘Our Management’*** beginning on page 226 of this Red Herring Prospectus.

***17. Our manufacturing activities are dependent upon availability of Skilled and Unskilled labour.***

We have made arrangements for labour requirements at our manufacturing facility through a combination of on-roll employees and contract labour, as per our Company’s needs. Our manufacturing operations rely on the availability of both skilled and unskilled labour. While we have not experienced any significant disruptions in the past due to labour shortages or disputes, we cannot guarantee that similar issues will not arise in the future. Any disruptions in labour availability could affect our production schedule and the timely delivery of products to customers, which may adversely impact our business and operational results.

| Financial Year | Employees at beginning of FY | Employees at Closing of FY | Employees Left | Employees Joined | Attrition Rate (%) |
|----------------|------------------------------|----------------------------|----------------|------------------|--------------------|
| FY 2024-25     | 170                          | 179                        | 5              | 14               | 2.79               |
| FY 2023-24     | 166                          | 170                        | 9              | 13               | 5.29               |
| FY 2022-23     | 150                          | 166                        | 7              | 23               | 4.22               |

Our success is significantly dependent on our ability to recruit, train, and retain skilled manpower. High attrition rates or increased competition for talent may limit our ability to attract and retain the skilled workforce necessary to meet our future growth requirements. We cannot assure you that we will continue to have access to an adequate supply of skilled labour or that we will be able to scale our workforce in alignment with our business growth objectives. Any difficulties in securing the required labour force may negatively affect our business, financial condition, results of operations, and long-term prospects. For further details regarding our business, please refer to the section titled ***‘Business Overview’*** beginning on page 163 of this Red Herring Prospectus.

***18. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds***

We intend to use Net Proceeds from the Offer towards (a) Funding capital expenditure requirements for setting up of manufacturing facility for Nutraceutical Division (b) Funding capital expenditure requirements for setting up of manufacturing facility for Veterinary Food Division (c) Purchase of Machineries for Homecare and Cosmetic Division and (d) General Corporate Purposes. For details of the objects of the Offer, see ***‘Objects of the Offer’*** beginning on page 108. The funding requirement and deployment of the Net Proceeds mentioned as a part of the Objects of the Offer are based on current circumstances of our business, prevailing market conditions, and are subject to changes. The estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect. Furthermore, the deployment of funds has not been appraised by any bank or financial institution.

We operate in a highly competitive and dynamic industry and we may have to revise our funding



requirements and deployment from time to time on account of various factors beyond our control, such as availability of material, inflation, employment levels, demographic trends, changing customer preferences, increasing regulations or changes in government policies, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability and interest rate levels.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Furthermore, pending utilization of Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939, as may be approved by our Board. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds and there can be no assurance that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits. Furthermore, various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

Also, any variation in the utilization of the Net Proceeds as disclosed in this Offer Document shall be subject to certain compliance requirements, including prior approval of the shareholders of the Company.

***19. Company have not identified any alternate source of funding and hence any failure or delay on the part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule***

Apart from planning based of proposed inflow of funds from the proposed Public Issue against part issue of fresh securities, the Management has not identified alternate source of funding the future plan and project.

We have neither approached any Bank or Financial institution, nor any third-party individual have shown interest in private placement of our securities, for alternate funding of our future plans. Absence of such alternate source of funding may hamper and delay our future planning and utilization schedule, and which may be subject to cost escalations and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as availability of material, inflation, employment levels, demographic trends, changing customer preferences, increasing regulations or changes in government policies.

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

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. For example, certain entities could imitate our brand name, packaging materials or attempt to create look-alike products. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. We have also invested in our products to prevent counterfeit versions of our products from being distributed in the



markets. Such measures include, monitoring products in the market and initiating actions against counterfeiters, each of which entails incurring significant costs at our end. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

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

With the exception of Influx Healthcare, none of our Promoters are involved in any business activities similar to those of our Company. On October 23, 2024, our Company and the Promoters entered into a Non-Compete Agreement with Influx Healthcare. This agreement stipulates that both our Company and Influx Healthcare will engage in transactions solely on an arm's length basis and will refrain from directly or indirectly manufacturing, marketing, or selling each other's products. However, we cannot guarantee that our Promoters or members of the Promoter Group will not engage in activities that compete with our current or future business, nor can we ensure that their interests will always be aligned with ours. Any such conflicts could adversely affect our reputation, business operations, financial condition, and profitability.

***22. We rely on third-party transportation providers for both procurement of our raw materials and distribution of our products. Any failures by any of our transportation providers to deliver our raw materials or our products on time, or in good condition, or at all, may adversely affect our business, financial condition and results of operations.***

We depend upon third-party transport service providers to either receive raw materials for our manufacturing purposes or to deliver the finished products to our customers. The majority of our products are transported using the road transport network. The disruption of transportation services due to natural calamities such as weather conditions particularly during monsoon season or flood, cyclone, earthquakes or man-made factors such as strikes, accidents, or other inadequacies in the transportation infrastructure, or any other factors that could impair the ability of our suppliers to deliver raw materials to us and our ability to deliver our products to our customers in a timely manner, may adversely affect the sale of our products. Such raw materials and our products may be lost, damaged due to improper handling, negligence, transport strike or accidents or any other force majeure events which may be beyond our control.

Additionally, if we lose one or more of our third-party transportation providers, than we may have to find new or alternative third-party transportation providers, which may not be available or if available may be at terms which might not be as favourable as those which we have in force with our current partners. Further, our third-party transportation providers may not carry adequate insurance coverage and therefore, any losses that may arise during the transportation process may have to be claimed under our marine insurance policy. In such case we may or may not receive adequate compensation for any such claims in full amount in a timely manner or at all, and consequently, any such loss may be minimized or may adversely affect our business, financial condition and results of operations. Further, there are no past instances for any failures by any of our transportation providers.

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

***Promoter remain associated with us.***

Our success is significantly dependent on the leadership of our Managing Director, Mr. Munir Abdul Ganee Chandniwala, and our Promoter and Whole-time Director, Ms. Shirin Munir Ahmed Chandniwala. We believe that their extensive experience and expertise have been pivotal to our growth and profitability. Since the incorporation of the Company, our Promoters have been actively involved in its day-to-day operations and management. In the event that our Promoters were to disassociate themselves from the Company, we may face challenges in replacing their leadership and expertise, potentially incurring significant costs or being unable to do so at all. This could have an adverse impact on our business operations and hinder our ability to effectively manage and expand our business.

***24. The Company has in the past entered into related-party transactions and may continue to do so in the future.***

Our Company has entered into certain transactions with our related parties. We confirm that all related party transactions as disclosed in Restated Financial Statements have been, conducted in compliance with the Companies Act, 2013 and all other applicable laws and regulations and conducted on the arms-length basis.

While we have entered into related party transactions in the past, we cannot assure you that we may not enter into such transactions in the future. However, we confirm that we will comply with the provisions of the companies Act, 2013 SEBI Regulations and other applicable laws or rules made thereunder in respect of the related party transaction to be entered into by the company in future. Further, there can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

For details on the transactions entered by us, please refer to “***Related Party Transactions***” under Section II, Summary of the Offer Document on page 34.

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

Our products and raw materials are subject to risks such as contamination, adulteration, labeling errors, and tampering during manufacturing, transportation, or storage. While we conduct extensive quality testing at our facilities, we cannot guarantee that these tests will always be completely accurate. Certain products also require specific storage, handling, and transportation conditions, including precise temperature controls and safety protocols. Any failure in production or storage due to negligence, human error, or other factors could compromise the quality of our products and result in non-compliance with applicable regulatory standards.

Any actual or alleged contamination of our products or raw materials could harm our reputation, negatively impact sales, and potentially lead to legal proceedings, regardless of whether the allegations are substantiated. However, to date, our Company has not experienced any incidents

involving product or raw material contamination, nor have we encountered any significant impact on our financial performance or results of operations in the past three fiscal years. Furthermore, any allegations regarding unauthorized contaminants in our products or raw materials whether or not food safety is a concern could damage our reputation, adversely affect sales, and lead to product liability claims or other legal actions against us and our customers. These consequences could arise even if the claims are unfounded. In past three financial years, there have been no instances wherein the products and/or raw materials were contaminated, adulterated, labeling errors, and tampering during manufacturing, transportation, or storage process.

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

Our customers' brands and reputations are among their most valuable assets, as they play a crucial role in attracting consumers to our products over those of competitors. However, various factors could negatively impact our customers' brand reputation, which in turn could affect our own. For instance, any failure on the part of our customers to fulfill their contractual obligations including maintaining necessary licenses and approvals, adhering to our quality control standards, retailing counterfeit products, or providing poor customer service could harm their brand image and expose us to additional risks and scrutiny. Furthermore, damage to the reputation of our customers, distributors, or suppliers may indirectly tarnish our own reputation.

Other factors that could negatively impact our customers' brand image include adverse media coverage. Negative publicity related to our brand ambassadors, social media partners, or unsuccessful product launches could also erode consumer trust in our products. Additionally, social media influencers and celebrities, whether directly or indirectly associated with our brand, can shape public perception. If these individuals experience personal reputation damage for any reason, it could have a cascading effect on our brands and reputation. While no such incidents have occurred in the past that have adversely affected our business, financial condition, cash flows, or results of operations, we acknowledge that reputational risks associated with our customers and business partners could still pose challenges in the future.

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

We are exposed to risks related to product liability or recall claims if our products fail to meet the required quality standards or are alleged to cause harm or side effects to consumers. Legal proceedings and product liability claims could be initiated against us by various entities, including customers, distributors, or government agencies, for reasons such as defective products or services. Moreover, we cannot guarantee that we will not face product recalls or significant product liability losses in the future, nor that we will not incur substantial costs in defending such claims. Currently, we do not maintain product liability or product recall insurance coverage. A product recall or liability claim could seriously damage our reputation and brand image, which would, in turn, adversely impact our business, financial condition, cash flows, and results of operations. Additionally, there have been no occurrences in the past three financial years that have negatively impacted our business due to high merchandise returns or disruptions in our shipping operations. There have been no material instances in past three financial years, which can impact our financial position or cash flows or business operations, nor have our image and reputation been harmed in past due to product liability and/or product recall from market.

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

Our business relies heavily on an efficient distribution network and supply chain to ensure the timely sale and delivery of our products to consumers. Our distributors (Customers) procure products from us for further distribution to retailers and sell on modern trade channel including online platforms like Amazon, Flipkart etc. Though we do not directly rely on these technology providers or platform providers, but as our end customer / consumer purchases goods from these platforms, any technical glitch in display, presentation or delivery of wrong product may harm image and brand name of our direct customers, which inturn can impact their buying or ordering capacity and inturn cause us financial or goodwill loss.

Additionally, any disruptions, delays, or inefficiencies in service from our distributors, courier, and logistics providers could adversely affect our operations, leading to supply chain disruptions, potential losses in inventory and revenue, increased costs, and missed sales opportunities. This could also result in reputational damage, which would negatively impact our business, financial condition, cash flows, and results of operations. Many of these third-party providers do not exclusively serve our business, and may offer similar services to our competitors. Although we have not experienced material delays or payment defaults from our distributors or super distributors in the past, we cannot guarantee the continued uninterrupted, high-quality service from our distribution network and supply chain partners.

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

Our Company relies on trademarks and domain names, to protect our intellectual property and maintain a competitive edge in the market. These assets are vital to our business, but safeguarding them requires substantial financial, managerial, and operational resources. We use a range of measures, including legal protections, regulations, confidentiality agreements, and contractual obligations, to defend our intellectual property.

All of our Trademarks (IP) have been assigned to us vide Assignment agreement / deed dated August 9, 2024 and a written consent for domain and its content have been assigned / transferred to us vide Consent dated August 24, 2024, by the promoter Mr. Munir Abdul Ganee Chandniwala. Despite our proactive efforts, unauthorized third parties may in the future, misuse our trademarks or similar marks, replicate elements of our website's design, content, and features, or misappropriate proprietary information, such as trade secrets.

In the event we need to enforce or defend our intellectual property rights, we may face expensive and time-consuming legal proceedings. These could result in unfavorable rulings, limited recoveries, or settlement terms that fail to fully compensate us for the harm caused by infringement. Moreover, litigation, regardless of its outcome, could distract our management and technical teams, disrupting operations. Such challenges could have a material adverse effect on our business, financial condition, cash flow, profitability, and overall market position.

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

Effective internal controls are essential for managing our operations; preparing reliable financial reports, quality check before dispatch, inventory monitoring, quality control for preventing potential fraud and maintaining financial and operational health of company. However, these controls, or our compliance with them, may weaken over time due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement and maintain adequate measures to address or mitigate any such deficiencies. Any failure on our part to effectively detect, correct, or mitigate deficiencies in our internal controls may negatively impact our ability to accurately report financial information, manage financial risks, and prevent fraud. In past three financial years, there have been no such circumstances, wherein the company faced the financial risks.

***31. The ability to pay dividends in the future will depend on the earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of the financing arrangements.'***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "***Dividend Policy***" on page 257 of this RHP.

***32. The manufacturing activities are subject to risks of operational hazards and can cause injury to people or property in certain circumstances***

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances or with flammable materials. Although we employ safety procedures in the operation of our blending Unit and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our Unit, while in the past there have been no such instance, however, an accident may result in destruction of property or equipment, environmental damage, delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. In particular, if operations at our units were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

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

Our information technology systems are crucial to the smooth functioning of our business operations. While we have not encountered any significant failures in these systems to date, any potential disruption could result in business interruptions, damage to our reputation, and a weakening of our competitive position. Such incidents could have a detrimental impact on our financial condition, cash flows, and overall business performance.

Our systems may be vulnerable to malicious attacks, which could compromise sensitive user data, lead to security breaches, or cause other security-related incidents. In the event of such vulnerabilities, we may need to allocate substantial financial and technical resources to analyze, resolve, and prevent errors, defects, or security threats. Failure to address these issues promptly and effectively could damage our reputation, brand image, and financial stability. Additionally, we have limited control over external risks such as computer viruses, denial-of-service attacks, sabotage, terrorism, and other forms of misconduct. Our systems are also susceptible to disruptions caused by power outages, telecommunications failures, natural disasters (such as fires, floods, earthquakes, hurricanes, and tornadoes), and other unforeseen events. These risks may lead to increased operational costs, legal and regulatory challenges, and additional financial burdens, all of which could significantly affect our business operations and performance.

**34. *The Company is exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments.***

We are exposed to counterparty credit risk, to mean, any new or existing client(s) to whom we sell our products on credit, may default in timely payment or payment at all. Further, we may not be in a position to liquidate / sell the inventory in such a situation of default, in case such products / goods are customized and has only specific buyers. Such counter party credit risk depends solely on practices followed by Internal control system and long association with particular client. We may fail to assess their credibility, which might lead to financial impact and ultimately effect our operations and financial position, including liquidity.

**35. *The Company rely extensively on the systems, including quality assurance and quality control systems to maintain the quality of the products.***

Our success will depend, in large part, on our ability to effectively implement our business and growth strategies. We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders. We believe that our business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Further, our business operations including product quality, is to a large extent driven by our internal systems and control mechanism. Therefore, our continued growth is intrinsically linked to our being able to maintain adequate internal systems, processes and controls and our failure to maintain such systems could be an impediment to our growth. There are no instances in past three financial years wherein we are unable to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders.



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

Environmental regulations in India have become progressively stricter, and there is a possibility that they will continue to tighten in the future. Our manufacturing facilities, which produce hair care, skincare, and beauty care products, inherently carry the risk of environmental damage. This could result in potential liabilities related to the discharge of pollutants, waste disposal, or hazardous material handling. In the event that any of our manufacturing facilities are shut down, we may still incur ongoing costs associated with compliance, appealing closure decisions, increasing production at remaining operational sites, and paying wages and other expenses, all while being unable to generate any revenue or products from those closed facilities. Consequently, these factors could lead to an increase in operational costs and a decrease in profitability.

Additionally, our business operations particularly in warehousing and manufacturing are subject to a wide array of laws and government regulations, including those concerning safety, health, and environmental protection. We must also comply with labor laws that govern areas such as minimum wage requirements, maximum working hours, overtime, working conditions, employment contracts, terminations, work permits, maintenance of regulatory records, and timely payment of statutory obligations. Failure to comply with these regulations could result in enforced shutdowns, sanctions by authorities, or involvement in litigation, all of which could have serious consequences for our business. These may include increased costs, penalties, the revocation of permits or approvals, or operational disruptions, which could negatively impact our business, financial condition, cash flow, and overall performance. In past three financial years, there are no instances where the company failed to comply with Environmental, health, employee and safety laws and regulations.

**37. *The industry in which the Company operates is capital intensive, and they may need to seek additional financing in the future to support the growth strategies***

Our company operates in a capital-intensive industry where production is majorly machine based, where cutting edge technology and perfection is the primary requisite. We have to constantly upgrade our machines and technology we use for production. As the industry progresses and develops, we are required to match the market expectations with respect to product quality, product effectiveness and production capacity. Also, to expand our product base and SKUs, segment / vertical, we may require new machines. This means we have to constantly upgrade our technology, systems and product contents. We may be requiring additional funding in future to maintain our growth trends and support our growth strategies. Additionally, the current capex plan and investments are planned looking to meet all future requirements, which management can foresee currently.

**38. *We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Our business requires significant working capital including in connection with our processing operations, financing our inventory and purchase of raw materials and our development of new products which may be adversely affected by changes in terms of credit and payment. We are required to maintain a high level of working capital because our business activities are



characterized by long product development periods and production cycles. Delays in payment under on-going contracts or reduction of advance payments due to lower order intake or inventory and work in progress increases and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded through external debt financings.

We may face challenges in adequately financing our working capital needs due to various factors such as delays in financing disbursements, rising interest rates, or borrowing restrictions. These factors could lead to increased receivables and short-term borrowings, potentially impacting our financial health. Additionally, unforeseen expenses or regulatory changes could affect our future capital requirements, potentially leading to increased debt obligations and limitations on accessing cash flows. This could significantly impact our profitability and financial flexibility.

**39. *A shortage or non-availability of essential utilities (such as electricity, water) or essential services (such as railway network, road networks, etc.) could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition. There are no past instances wherein the company faced a shortage or non-availability of essential utilities (such as electricity, water) or essential services.

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

Our Company has not established provisions for contingent liabilities, as there are currently no pending litigations or tax proceedings involving the Company. However, the absence of such provisions, even in the absence of ongoing legal or tax matters, presents significant risks. Should unforeseen obligations arise, the Company could face financial instability and cash flow constraints, potentially impacting its ability to meet these obligations. Moreover, the lack of provisions could damage the Company's reputation, as stakeholders may perceive the Company as inadequately prepared or negligent in managing risk.

Furthermore, failure to account for contingent liabilities could attract regulatory scrutiny for insufficient financial reporting, potentially leading to penalties or legal repercussions. This oversight could also affect the Company's credit rating and erode investor confidence, as it may signal a lack of prudent financial management and foresight in addressing potential future liabilities. While we do not anticipate any such obligations arising, we cannot guarantee that unforeseen liabilities will not emerge in the future.

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

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

| Segment                              | March 31, 2025   |                | March 31, 2024  |                | March 31, 2023  |                |
|--------------------------------------|------------------|----------------|-----------------|----------------|-----------------|----------------|
|                                      | Amount           | In % terms     | Amount          | In % terms     | Amount          | In % terms     |
| Domestic                             | 10,424.33        | 99.42%         | 9,970.93        | 99.74%         | 7,603.20        | 99.97%         |
| Export                               | 61.03            | 0.58%          | 25.58           | 0.26%          | 2.45            | 0.03%          |
| <b>Total Revenue from Operations</b> | <b>10,485.36</b> | <b>100.00%</b> | <b>9,996.51</b> | <b>100.00%</b> | <b>7,605.65</b> | <b>100.00%</b> |

While revenue from foreign currency transactions constitutes a small portion of our total revenue, fluctuations in currency exchange rates may still impact our operating results when converted to rupees. The exchange rate between the Indian Rupee and other currencies is subject to variability, and such fluctuations may continue in the future. These changes could affect our company, particularly in relation to the cost of services sold in foreign currencies. Adverse or unexpected fluctuations in the exchange rate of any foreign currency against the Indian Rupee could negatively impact our financial performance and results of operations.

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

Our company's Directors and Key Managerial Personnel (KMPs) do not have prior experience working with publicly listed companies. None of our current Directors or KMPs have previously held similar roles in a listed company, which may limit their understanding of the complexities and regulatory requirements specific to public markets. This lack of experience could present challenges in meeting the stringent obligations associated with public listings, including compliance with financial reporting standards, corporate governance practices, and investor relations protocols. The learning curve involved in adapting to the public company environment may also impact our ability to make timely and informed strategic decisions, potentially leading to operational inefficiencies or delays in achieving business objectives. As a result, this could negatively affect our company's reputation, market perception, and overall financial performance. While our Board members and KMPs are highly qualified and experienced in their respective fields, their absence of experience with listed companies may pose difficulties in navigating the expectations and practices required for good corporate governance. For further details, please refer to the section titled '**Our Management**' on page 226 of this Red Herring Prospectus.

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

Our industry is highly competitive, and we anticipate that competition will continue to intensify. Our competitors include both online marketplaces and traditional retail channels, which may bypass us in the distribution and sales process. The rapid evolution of internet and mobile networks has created new, competitive channels for the sale of a wide range of goods and services. Consumers who purchase from us have numerous alternatives, and sellers can access other platforms to reach consumers. As a result, competition is expected to remain fierce.

Both online and offline competitors may offer products and services that we do not, which could appeal to consumers more effectively. These competitors may also allocate greater resources to

marketing and promotional efforts, further intensifying the competitive landscape. In addition, competitors with greater innovation capacity may introduce new technologies that allow them to provide more efficient, lower-cost services or to sell products directly to consumers. If we fail to adapt our offerings in response to the evolving demands of both online and offline sellers or fail to compete effectively with such changes, our business, financial condition, cash flows, and overall performance could be adversely impacted.

Many of our competitors hold competitive advantages such as longer operating histories, more experience in executing business strategies, stronger brand recognition, prominent offline locations, better negotiating leverage, and established supply relationships. Furthermore, our competitors often have greater financial, marketing, and operational resources. Many of these competitors have attracted substantial investments from diverse funding sources, enabling them to lower their prices, increase incentives, and offer attractive discounts or promotions that we may not be able to match.

Additionally, some of our competitors control critical products and services essential to our success, such as credit card interchange, internet search, and mobile operating systems. These competitors could leverage their complementary businesses to enhance their offerings, adjust pricing, availability, or terms, thereby impacting the competitive dynamics of the market. Our ability to effectively address these operational changes and competitive pressures is crucial; failure to do so could have a significant negative effect on our business, financial condition, cash flows, and results of operations.

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

We require certain approvals, licenses, registrations and permissions for operating our business. While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. If we fail to obtain, renew, maintain or retain any of the required permits, approvals or licenses, including those specifically mentioned at Page 282 under ***Government And Other Statutory Approvals***, in a timely manner or at all, we could be subject to penalties by the relevant regulatory authorities and may cease to be permitted to operate our business, which may disrupt our operations and delay or prevent our expansion plans. Such occurrences could adversely affect our business, financial condition, results of operations and cash flows.

Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to make substantial expenditure. If we fail to comply or a regulator claims we have not complied with these conditions, our business, prospects, financial condition, cash flows and results of operations may be adversely affected. Additionally, unfavorable changes in or interpretations of existing laws, or the promulgation of new laws, governing our business and operations, in the future could require us to obtain additional licenses, registrations and permissions. We cannot assure you that we will be able to obtain such additional licenses, registrations or permissions in the future, and our inability to do so could adversely affect our business, financial condition, results of operations and cash flows.

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

In an e-commerce business, the cost of merchandise returns is typically borne by the company. This includes the expenses related to delivery, freight, and the risk of fraudulent returns, all of which can add significant financial pressure and expose the company to additional risks. In some cases, returned inventory may not be suitable for resale, which further impacts our overall profit margins. Additionally, any changes to our reverse logistics processes or disruptions in shipping operations could have a negative effect on our business, financial condition, cash flows, and overall performance. While we have not experienced any significant issues related to high merchandise returns or shipping interruptions in the past, such challenges, if they arise in the future, could materially affect our operations.

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

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

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

Any sale or disinvestment of equity shares by our Promoters or other significant shareholders could have a substantial impact on the trading price of our Equity Shares. Additionally, even the mere perception or belief that such sales may take place in the future could adversely affect the market price of our shares.

***48. The Promoters and Promoter Group will continue to retain control over the Company after completion of the Offer, which will allow them to influence the outcome of matters submitted for the approval of the shareholders***

The Promoter and Promoter group currently hold 1,81,23,864 shares constituting to 99.86% of the paid up capital of the company. The issue contains fresh issue and offer of sale by existing shareholders. Even after dilution pursuant to the proposed public issue, the promoters and promoter group continue to control more than 51% of shareholding in the company, which will allow them to influence the outcome of matters submitted for the approval of the shareholders, except in cases where they are interested in said matters. For more details about shareholding and break up of Shareholding, please refer to the section titled ‘**Capital Structure**’ on page 94 of this Red Herring Prospectus.

***49. Our Company will not receive any proceeds from the Offer for Sale.***

The Offer comprises an Offer for Sale by the Selling Shareholder. The Selling Shareholder will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer related expenses) and our Company will not receive any part of the proceeds of the Offer. For further information, see ‘**The Offer**’ and ‘**Objects of the Offer**’ beginning on page 75 and 108, respectively.

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

Time is often of the essence in our business operations. In the event of delays in our current or future services, we will not be able to secure extensions from our customers. Furthermore, in some contracts, if there is a delay due to deficiencies in our services, clients may have the right to complete the work at our risk and cost by engaging a third party. If we fail to perform in accordance with the terms of a particular contract, it could adversely affect our financial condition and business operations. Failure to effectively mitigate these risks could expose us to substantial costs and potentially lead to significant losses. Additionally, if there is a customer dispute regarding our performance or workmanship, the customer may delay or withhold payment to us. In past three financial years, there have been no such circumstances, wherein the company was penalised or faced any financial loss due to delay in supply of our products nor there are any contract disputes.

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

Our products, as well as those of our customers, are subject to regulatory requirements that may change over time. Adverse changes in the regulations governing the development, licensing, and usage of our products including technical standards, specifications, and any new, stringent requirements could negatively impact our operations. In response to such changes, we may need to modify our manufacturing and distribution processes, adjust our target markets, or incur capital expenditures to ensure compliance with the new regulatory requirements. However, we cannot guarantee that we will be able to meet all evolving regulatory standards. If we fail to comply with any new statutory or regulatory requirements, we may experience delays in obtaining approvals for new product manufacturing and marketing, or be required to withdraw existing products from the market.

Additionally, failure to meet the conditions attached to regulatory approvals, licenses, and permissions could lead to the suspension, curtailment, or revocation of our ability to market our products. Non-compliance could also breach agreements with our customers, resulting in legal consequences and operational disruptions. There is an inherent risk that we may unintentionally fail to comply with these regulations, which could lead to forced shutdowns or sanctions by regulatory authorities, as well as delays in receiving approvals for new products. Such developments would adversely affect our business, operations, and financial performance.

As a nutraceutical company, we operate in a highly regulated and controlled environment, heavily reliant on approvals from regulatory and health authorities. Any delay in obtaining or renewing required regulatory approvals or changes in the regulatory landscape in key markets could severely impact our business strategy and profitability. Nutraceutical products must be registered after testing for safety, efficacy, and environmental impact, and the regulations governing these products vary significantly by country. Some of our customers operate in such highly regulated markets, and our relationship with them is contingent upon our ability to maintain regulatory compliance as an approved supplier.

Our business and industry are regulated by various laws, rules, and regulations established by the Central and State Governments. These regulations may be amended or changed at short notice, at

the discretion of the Government. If we fail to comply with applicable regulations or if there are adverse changes in the regulations governing our business or their implementation, we may incur increased costs or be subject to penalties, which could disrupt our operations and negatively impact our business and results of operations.

Furthermore, some of our existing product registrations require renewal. There is no guarantee that we will be able to obtain the necessary renewals or approvals for all our products, which could hinder our ability to sell certain products in regulated markets. Failure to adapt to regulatory changes or secure the necessary approvals could negatively affect our business operations. As we continue to grow, we will remain subject to increasing and stringent regulations. Any non-compliance with current or future regulations could lead to legal proceedings, third-party claims, regulatory fines, or penalties, all of which could harm our reputation, financial health, and overall business operations. Additionally, amendments to existing regulations could introduce new requirements, potentially forcing us to discontinue certain products, pay fines, or face litigation, further jeopardizing our financial condition and market position.

***52. 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 manufacturing of nutraceutical products, dietary and nutritional supplements, cosmetics, Ayurvedic products, veterinary feeds, and homecare products, based on orders received from our customers. We do not have formal agreements, arrangements, or any binding understandings with our customers or traders, making our business highly dependent on maintaining strong, ongoing relationships with them, as well as on the consistent quality of the products we supply. Furthermore, we do not have exclusive agents, dealers, or distributors, nor have we entered into agreements with any market intermediaries for the sale or marketing of our products. If there are any changes in market conditions, trends, or customer requirements, or if we fail to adapt to evolving industry trends or meet customer expectations, our business could be significantly impacted. A failure to secure new orders regularly, or at all, could directly affect our revenue, customer base, and overall operations, potentially harming our financial stability and growth prospects.

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

Our business and assets may be exposed to risks such as fire, natural disasters, misappropriation, or other unforeseen events, potentially resulting in significant losses. Though there has not been any instances in the past where claim exceeded liability insurance cover, there is no guarantee that our insurance policies will adequately cover the damage or loss incurred by the Company, or that such coverage will continue to be available on reasonable terms. Furthermore, there is a possibility that the insurance coverage may not be sufficient to address large claims, or that insurers may deny coverage for future claims.

Additionally, our company is required to renew these insurance policies periodically. In the event that we fail to renew any policy within the prescribed time or do not obtain coverage at all, we may face substantial uninsured losses. If the Company suffers a significant uninsured loss or an insured loss that exceeds our coverage limits, it could have a material adverse impact on our business, financial condition, and operations. Our insurance covers various business risks, including physical damage or destruction of insured property due to fire (including from spontaneous combustion,



natural heating, or fermentation), explosion, lightning, earthquakes, volcanic eruptions, and other natural disasters. It also covers damage from storms, cyclones, typhoons, hurricanes, tornadoes, tsunamis, floods, subsidence, landslides, and wildfires. Furthermore, it includes impact damage from external objects such as vehicles, falling trees, aircraft, or buildings, as well as losses arising from riots, strikes, and malicious damages.

***54. Malpractices by some players in the industry affect overall performance of emerging companies.***

The industry in which our company operates is susceptible to risks associated with unethical business practices, such as misleading marketing, false advertising, questionable pricing strategies, and inaccurate claims regarding the safety and efficacy of products. Consumer sentiment towards the industry is often characterized by mistrust, leading regulators to impose stricter entry barriers and introduce codes of conduct, making the industry more regulated and controlled. Malpractices by certain players within the industry can negatively affect the performance of emerging companies like ours, as industry-wide norms are applied uniformly. Any unethical behaviour by industry participants or intermediaries could adversely impact our business and operations.

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

Our sales have primarily been driven through word-of-mouth and organic growth, rather than extensive advertising, marketing, and promotional efforts. While this approach has worked for us thus far, it may limit our ability to attract and retain new customers, and could potentially harm our reputation if we do not actively invest in marketing and advertising our products. We cannot guarantee that our current marketing strategy will be sufficient to support our long-term growth objectives. Failure to effectively advertise, market, and promote our products may lead to significant declines in revenue and profitability. If our current marketing approach proves less effective in the future, we may struggle to build brand awareness and expand our customer base, which could hinder our overall business performance.

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

As part of our growth strategy, we may pursue acquisitions to expand our business. However, the process of acquiring companies can be complex, time-consuming, and may not always deliver the expected benefits. Acquisitions could lead to integration challenges, including increased costs due to regulatory hurdles or other unforeseen complications. Identifying suitable acquisition targets on commercially favorable terms and securing the necessary financing can also be difficult. Furthermore, the successful integration of acquired businesses is not guaranteed, and the profitability of such acquisitions remains uncertain.

Our inability to effectively identify, acquire, and integrate attractive opportunities on favorable terms could negatively impact our business, financial position, cash flows, and overall operational performance.

***57. We have in this Prospectus included certain non-GAAP financial measures and Key Performance Indicators (“KPIs”) that may vary from any standard methodology that is applicable across our industry. We rely on certain assumptions and estimates to calculate such measures, therefore such measures may not be comparable with financial, operational or***



*industry-related statistical information of similar nomenclature computed and presented by other similar companies.*

We have included certain financial and operational measures in this Prospectus, which we believe to be non-GAAP financial measures (“Non-GAAP Measures”) and KPIs, in accordance with the SEBI ICDR Regulations. We compute and disclose such KPIs relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of companies such as us. These KPIs may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry-related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business.

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

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

| Name                                 | By/<br>Against | Civil | Criminal | Tax<br>related | Actions by<br>regulatory<br>authorities | Other<br>Pending<br>Litigations | Amount<br>Involved<br>(₹ in lakhs) |
|--------------------------------------|----------------|-------|----------|----------------|---|---------------------------------|------------------------------------|
| Company                              | By             | -     | -        | -              | -                                       | -                               | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                               | -                                  |
| Promoter                             | By             | -     | -        | -              | -                                       | -                               | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                               | -                                  |
| Promoter<br>Group                    | By             | -     | -        | -              | -                                       | -                               | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                               | -                                  |
| Group<br>Companies/<br>Entities      | By             | -     | -        | -              | -                                       | -                               | -                                  |
|                                      | Against        | -     | -        | -              | -                                       | -                               | -                                  |
| Directors<br>other than<br>promoters | By             | -     | -        | -              | -                                       | -                               | -                                  |
|                                      | Against        | -     | -        | 6              | -                                       | -                               | 53.04                              |

For further details, please refer chapter titled ‘**Outstanding Litigations & Material Developments**’ beginning on page 277 of this Red Herring Prospectus.

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

Our Promoters’ average cost of acquisition of Equity Shares is lower than the Issue Price as decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter section title ‘**Capital Structure**’ beginning on page 94 of this Red Herring Prospectus.

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

While facts and other statistics in this Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the section titled ***‘Industry Overview’*** beginning on page 147 of this Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy elsewhere.

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

Our business involves the collection and management of confidential information, and any unauthorized access, use, or disclosure of such information could significantly harm our operations, reputation, and financial standing. Despite implementing measures to safeguard sensitive data, evolving security threats and potential breaches may expose us to legal and regulatory risks. Furthermore, there can be no assurance that our security protocols will be sufficient to prevent future incidents. Any failure to adequately protect confidential information could result in legal liabilities, financial loss, and reputational damage. However, there have been no instances in the past that have adversely affected our business, financial condition, cash flows, or results of operations due to unauthorized use or disclosure of confidential information.

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

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

- 63. *Our Company has availed ₹ 21.92 Lakh as unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our financial condition.***

Our Company has, as per the restated financial statement, availed total sum of ₹ 21.92 Lakh unsecured loan from the Directors which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of fund. For further details, please refer to the section titled '**Financial Indebtedness**' beginning on page 262 of this Red Herring Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

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

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

## **External Risk Factors**

- 65. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

The Equity Shares will be listed on the NSE Emerge. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within three Working Days of the Bid Closing Date.

There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that

the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**66. *Qualified Institutional Buyers ("QIBs") and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/ Issue Closing Date.***

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

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

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "Listed Securities") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("ASM") and graded surveillance measures ("GSM"). ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, customer concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework

or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

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

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

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

The Government of India has traditionally exercised, and continues to exercise, significant influence over many aspects of the economy. Our business, as well as the market price and liquidity of our Equity Shares, may be affected by factors such as interest rates, changes in government policies, taxation, social and civil unrest, and other political, economic, or other developments within or affecting India. The pace of economic liberalization may change, and specific laws and



policies impacting the information technology sector, foreign investment, and other matters related to investment in our securities could also evolve. Any significant changes in such liberalization and deregulation policies could adversely affect business and economic conditions in India generally, and our business, prospects, financial condition, and results of operations, in particular.

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

In today's globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial, and market conditions. Any financial turmoil, whether in the United States, Europe, China, or other emerging economies, may negatively impact the Indian economy. While economic conditions may differ across countries, investors' reactions to significant developments in one nation can have adverse effects on financial and market conditions in other countries. A loss of investor confidence in financial systems, particularly in emerging markets, can lead to increased volatility in Indian financial markets. The Indian markets have also experienced the contagion effect of global financial turmoil. Any prolonged financial crisis could adversely affect the Indian economy, which, in turn, may materially impact our Company's business, operations, financial condition, profitability, and share price. Stock exchanges in India have previously experienced substantial fluctuations in the prices of listed securities.

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

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

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

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

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



## SECTION IV - INTRODUCTION

### THE OFFER

| <b>PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS</b>  |   |
|---|---|
| <b>Offer for Equity Shares<sup>(1)(2)(3)(4)</sup></b><br>Public Offer of Equity Shares by our Company | Up to 61,00,800 Equity Shares of face value of ₹10 each for cash at a price of ₹ [•] (including a Share premium of ₹ [•] per Equity Share) per share aggregating to ₹ [•] Lakhs   |
| <b><i>The Offer consists of:</i></b>  |   |
| <b>Fresh Offer<sup>(1)(2)</sup></b>   | Up to 50,00,400 Equity Shares of face value of ₹10 each for cash at a price of ₹ [•] (including a Share premium of ₹ [•] per Equity Share) per share aggregating to ₹ [•] Lakhs   |
| <b>Offer for sale<sup>(3)</sup></b>   | Up to 11,00,400 Equity Shares of face value of ₹10 each for cash at a price of ₹ [•] (including a Share premium of ₹ [•] per Equity Share) per share aggregating to ₹ [•] Lakhs   |
| <b><i>of which</i></b>  |   |
| <b>Reserved for the Market Makers</b>   | Up to 3,06,000 Equity Shares aggregating to ₹ [•] Lakhs   |
| <b>Net Offer to the Public</b>  | Up to 57,94,800 Equity Shares aggregating to ₹ [•] Lakhs  |
| <b><i>Out of which</i></b>  |   |
| <b>A. QIB Portion<sup>(4)</sup></b>   | Not more than 28,95,600 Equity Shares aggregating to ₹ [•] Lakhs  |
| Of which:   |   |
| (a) Anchor Investor Portion   | Up to 17,36,400 Equity Shares aggregating to ₹ [•] Lakhs  |
| (b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)                        | Up to 11,59,200 Equity Shares aggregating to ₹ [•] Lakhs  |
| <b>B. Non-Institutional Category<sup>(4)</sup></b>  | Not less than 8,70,000 Equity Shares aggregating to ₹ [•] Lakhs   |
| <b>C. Retail Portion<sup>(4)</sup></b>  | Not less than 20,29,200 Equity Shares aggregating to ₹ [•] Lakhs  |
| <b>Pre and Post – Offer Equity Shares</b>   |   |
| <b>Equity Shares outstanding prior to the Offer</b>   | 1,81,50,000 Equity Shares of face value of ₹10 each   |
| <b>Equity Shares outstanding after the Offer</b>  | Up to 2,31,50,400 Equity Shares of face value of ₹10 each   |
| <b>Objects of the Offer/ Use of Offer Proceeds</b>  | Please see the section titled ' <i>Objects of the Offer</i> ' on page 108 of this Red Herring Prospectus for information about the use of Net Proceeds from the Fresh Offer. Our Company will not receive any proceeds from the Offer for Sale. |

#### Notes:

1. The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The Offer is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post offered paid-up equity share capital of our company are being offered to the public for subscription.

2. *The Offer including the Fresh Offer and offer for Sale has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 23, 2024 and by the Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on January 15, 2025. Further our Board has taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolutions dated December 23, 2024.*
3. *The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Selling Shareholder confirm that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The details of such authorization and consent are provided below:*

| <b>Name of Selling Shareholder</b> | <b>Number of Equity shares offered in the offer for sale</b> | <b>Date of Consent Letter</b> |
|------------------------------------|--|-------------------------------|
| Mr. Munir Abdul Ganee Chandniwala  | Up to 11,00,400  | December 22, 2024             |

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

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

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

Our Company and Promoter Selling shareholders may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled '**Offer Procedure**' beginning on page 319 of this Red Herring Prospectus.

## SUMMARY OF OUR RESTATED FINANCIAL INFORMATION

### Statement of Assets & Liabilities (as Restated)

(₹ in lakhs)

| Particulars as at                                      | March 31,<br>2025 | March 31,<br>2024 | March 31,<br>2023 |
|--|-------------------|-------------------|-------------------|
| <b><u>EQUITY &amp; LIABILITIES</u></b>                 |                   |                   |                   |
| <b>Shareholders' Funds</b>                             |                   |                   |                   |
| (a) Share Capital                                      | 1,815.00          | 2.50              | 2.50              |
| (b) Reserves and Surplus                               | 1,799.54          | 2,275.44          | 1,162.65          |
| <b>Non-current Liabilities</b>                         |                   |                   |                   |
| (a) Long-term Borrowings                               | -                 | -                 | 3.29              |
| (b) Deferred Tax Liabilities (Net)                     | -                 | -                 | 1.39              |
| (c) Other Long-term Liabilities                        | 5.26              | 5.26              | 5.26              |
| (d) Long Term Provisions                               | 17.73             | 28.66             | 16.27             |
| <b>Current Liabilities</b>                             |                   |                   |                   |
| (a) Short-term Borrowings                              | 21.92             | 32.48             | 76.56             |
| (b) Trade Payables                                     |                   |                   |                   |
| - Dues to Micro & Small Enterprises                    | 2,140.80          | 387.07            | 221.66            |
| - Dues to Other Than Micro & Small Enterprises         | 801.15            | 1,010.96          | 1,122.21          |
| (c) Other Current Liabilities                          | 271.04            | 207.28            | 189.60            |
| (d) Short-term Provisions                              | 157.48            | 160.66            | 29.03             |
| <b>Total</b>   | <b>7,029.91</b>   | <b>4,110.31</b>   | <b>2,830.42</b>   |
| <b><u>ASSETS</u></b>                                   |                   |                   |                   |
| <b>Non-current Assets</b>                              |                   |                   |                   |
| (a) Property, Plant & Equipments and Intangible Assets |                   |                   |                   |
| Property, Plant & Equipment                            | 1,872.50          | 1,370.60          | 629.64            |
| Intangible Assets                                      | 3.81              | 2.39              | 3.22              |
| (b) Deferred Tax Assets                                | 18.25             | 28.56             | -                 |
| (c) Long-term Loans and Advances                       | 183.39            | 140.58            | 191.24            |
| (d) Other Non-Current Assets                           | 50.00             | -                 | -                 |
| <b>Current Assets</b>                                  |                   |                   |                   |
| (a) Inventories  | 1,321.73          | 545.62            | 196.19            |
| (b) Trade Receivables                                  | 3,244.09          | 1,591.60          | 1,382.51          |
| (c) Cash and Cash Equivalents                          | 191.06            | 360.56            | 354.71            |
| (d) Short-term Loans and Advances                      | 76.56             | 68.31             | 72.93             |
| (e) Other Current Assets                               | 68.52             | 2.09              | -                 |
| <b>Total</b>   | <b>7,029.91</b>   | <b>4,110.31</b>   | <b>2,830.42</b>   |

**Statement of Profit & Loss (as Restated)**

(₹ in lakhs)

| Particulars for the period              | March 31,<br>2025 | March<br>31, 2024 | March<br>31, 2023 |
|---|-------------------|-------------------|-------------------|
| <b><u>Income</u></b>                    |                   |                   |                   |
| Revenue from Operation                  | 10,485.36         | 9,996.51          | 7,605.65          |
| Other Income                            | 13.31             | 5.09              | -                 |
| <b>Total Revenue</b>                    | <b>10,498.67</b>  | <b>10,001.60</b>  | <b>7,605.65</b>   |
| <b><u>Expenses</u></b>                  |                   |                   |                   |
| Cost of Materials Consumed              | 6,340.78          | 6,526.94          | 5,274.25          |
| Changes in inventories                  | 1.16              | (37.01)           | (2.42)            |
| Employee Benefits Expenses              | 879.45            | 704.20            | 515.42            |
| Finance Cost                            | 0.09              | 21.94             | 4.97              |
| Depreciation and Amortization Expenses  | 282.45            | 185.43            | 93.74             |
| Other Expenses                          | 1,206.84          | 1,106.82          | 746.06            |
| <b>Total Expenses</b>                   | <b>8,710.77</b>   | <b>8,508.32</b>   | <b>6,632.02</b>   |
| <b>Net Profit Before Tax</b>            | <b>1,787.91</b>   | <b>1,493.28</b>   | <b>973.63</b>     |
| <b><u>Tax Expenses</u></b>              |                   |                   |                   |
| Current Tax                             | 440.99            | 410.44            | 255.41            |
| Deferred Tax                            | 10.32             | (29.96)           | (1.41)            |
| <b>Tax Expense for the year</b>         | <b>451.31</b>     | <b>380.48</b>     | <b>253.99</b>     |
| <b>Net Profit/(Loss) for the period</b> | <b>1,336.60</b>   | <b>1,112.80</b>   | <b>719.63</b>     |

## Cash Flow Statement (as Restated)

(₹ in lakhs)

| Particulars   | March 31,<br>2025 | March 31,<br>2024 | March 31,<br>2023 |
|---|-------------------|-------------------|-------------------|
| <b>Cash Flow from Operating Activity:</b>                       |                   |                   |                   |
| <b>Net Profit before tax &amp; extraordinary items</b>          | <b>1,787.91</b>   | <b>1,493.28</b>   | <b>973.63</b>     |
| <i>Adjustment for:</i>  |                   |                   |                   |
| Depreciation & Amortization Expenses                            | 282.45            | 185.43            | 93.74             |
| Bad Debts Written Off   | 8.49              | 4.56              | 1.55              |
| Provision for bad and doubtful debts                            | -                 | 18.53             | -                 |
| Reversal of provision for doubtful debts                        | (4.00)            | -                 | -                 |
| Interest Expenses & other finance cost                          | 0.09              | 21.94             | 4.97              |
| Interest Income   | (5.62)            | (2.32)            | -                 |
| Unrealised foreign exchange loss/(gain) (net)                   | -                 | (0.07)            | -                 |
| <b>Operating profit before working capital changes</b>          | <b>2,069.32</b>   | <b>1,721.35</b>   | <b>1,073.88</b>   |
| <i>Adjustment for:</i>  |                   |                   |                   |
| Increase in Trade payables                                      | 1,543.92          | 54.23             | 248.68            |
| Increase/(Decrease) in Other Current Liabilities                | 59.69             | (19.22)           | 75.63             |
| (Decrease)/Increase in Provision                                | (10.94)           | 12.39             | 9.46              |
| Increase in Trade Receivables                                   | (1,656.99)        | (232.18)          | (352.99)          |
| Increase in Inventories   | (776.11)          | (349.43)          | (20.70)           |
| (Increase)/Decrease in Loans and Advances                       | (11.64)           | 2.57              | (103.72)          |
| Increase in Other Long Term Liabilities                         | -                 | -                 | 5.26              |
| Increase in Other Current and Non-current Assets                | (67.45)           | -                 | -                 |
| <b>Cash Generated from Operation</b>                            | <b>1,149.80</b>   | <b>1,189.70</b>   | <b>935.50</b>     |
| (Tax Paid)/Tax Refund - Net                                     | (444.18)          | (295.45)          | (253.27)          |
| <b>Net Cash Flow from Operating Activities(A)</b>               | <b>705.62</b>     | <b>894.25</b>     | <b>682.24</b>     |
| <b>Cash Flow from Investing Activity</b>                        |                   |                   |                   |
| Purchase of Property, Plant and Equipment and Intangible Assets | (821.11)          | (835.96)          | (487.96)          |
| Increase in fixed deposit                                       | (50.00)           | -                 | -                 |
| Interest Income   | 6.64              | 0.23              | -                 |
| <b>Net Cash Flow from Investing Activities (B)</b>              | <b>(864.47)</b>   | <b>(835.73)</b>   | <b>(487.96)</b>   |
| <b>Cash Flow from Financing Activity</b>                        |                   |                   |                   |
| Interest Expenses & other finance cost                          | (0.09)            | (5.30)            | (4.94)            |

| Particulars   | March 31,<br>2025 | March 31,<br>2024 | March 31,<br>2023 |
|---|-------------------|-------------------|-------------------|
| Repayment of Long-term Borrowings                                   | -                 | (3.29)            | (4.56)            |
| (Repayment)/Proceeds of Short-term Borrowings                       | (10.56)           | (44.08)           | 23.41             |
| <b>Net Cash Flow from Financing Activities (C)</b>                  | <b>(10.66)</b>    | <b>(52.67)</b>    | <b>13.91</b>      |
| <b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b> | <b>(169.50)</b>   | <b>5.86</b>       | <b>208.19</b>     |
| <b>Cash and Cash Equivalents at the beginning of the Year</b>       |                   |                   |                   |
| Cash and cash equivalents   | 290.56            | 354.71            | 146.52            |
| Short term bank deposits  | 70.00             | -                 | -                 |
| <b>Cash and Cash Equivalents at the end of the Year</b>             | <b>191.06</b>     | <b>360.57</b>     | <b>354.71</b>     |
| <b>Cash and cash equivalents comprise of:</b>                       |                   |                   |                   |
| Cash on Hand  | 0.94              | 2.41              | 1.42              |
| Bank Balances:  |                   |                   |                   |
| In Current Accounts   | 190.13            | 288.16            | 353.28            |
| Short Term Bank Deposit   | -                 | 70.00             | -                 |
| <b>Cash and cash equivalents at the end of the Period</b>           | <b>191.06</b>     | <b>360.56</b>     | <b>354.71</b>     |

## GENERAL INFORMATION

Our Company was originally incorporated on September 28, 2020 as a Private Limited Company as 'Influx Healthtech Private Limited' vide Registration No. 346825 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Pursuant to a special resolution passed by the Shareholders at their Extra ordinary General Meeting held on May 9, 2022, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to 'Influx Healthtech Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on May 23, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U24299MH2020PLC346825.

For further details, please refer to section titled '*History and Corporate Structure*' beginning on page 220 of this Red Herring Prospectus.

## BRIEF ABOUT OUR COMPANY

| Influx Healthtech Limited        |   |
|----------------------------------|---|
| <b>Date of Incorporation</b>     | : September 28, 2020  |
| <b>Company Category</b>          | : Company Limited by Shares   |
| <b>Company Sub-category</b>      | : Indian Non - Government Company   |
| <b>CIN</b>                       | : U24299MH2020PLC346825   |
| <b>Registration Number</b>       | : 346825  |
| <b>Registered Office Address</b> | : 109, Ghanshyam Enclave Premises Co-op Soc., Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai-400067, Maharashtra, India |
| <b>Contact No.</b>               | : +91-7045997809  |
| <b>E-mail</b>                    | : <a href="mailto:cs@influxhealthtech.com">cs@influxhealthtech.com</a>  |
| <b>Website</b>                   | : <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>  |

## REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Mumbai, Maharashtra, the details of which is mentioned below:

| Registrar of Companies, Mumbai, Maharashtra |  |
|---|--|
| <b>Address</b>                              | : 100, Everest, Marine Drive, Mumbai-400002, Maharashtra, India    |
| <b>Contact No.</b>                          | : 022-22812627   |
| <b>Fax No.</b>                              | : NA   |
| <b>E-mail</b>                               | : <a href="mailto:roc.mumbai@mca.gov.in">roc.mumbai@mca.gov.in</a> |
| <b>Website</b>                              | : <a href="http://www.mca.gov.in">http://www.mca.gov.in</a>        |

## OFFER INFORMATION

|                                  |   |
|----------------------------------|---|
| <b>Designated Stock Exchange</b> | NSE EMERGE (SME Platform of NSE), Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai-400051, Maharashtra |
| <b>Bid / Offer</b>               | Anchor Bid Open/ Close on: June 17, 2025  |



|                  |   |
|------------------|---|
| <b>Programme</b> | Bid/Offer Opens on: June 18, 2025<br>Bid/Offer Closes on: June 20, 2025 |
|------------------|---|

## BOARD OF DIRECTORS OF OUR COMPANY

The Board of Directors of our Company consists of:

| Name                                    | DIN      | Designation                  | Address   |
|---|----------|------------------------------|---|
| Mr. Munir Abdul Ganee Chandniwala       | 08459582 | Chairman & Managing Director | 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai– 400064, Maharashtra, India         |
| Mrs. Shirin Munir Ahmed Chandniwala     | 08459623 | Whole time Director          | 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai–400064, Maharashtra, India          |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | 09573672 | Non-Executive Director       | 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai–400064, Maharashtra, India          |
| Mr. Ashok Kumar Jain                    | 00251096 | Independent Director         | B-203, D.B Woods, Krishna Vatika Marg, Gokuldharm Goregaon East, Mumbai– 400063, Maharashtra, India |
| Mr. Vipul Balubhai Patel                | 08091260 | Independent Director         | 701, Keshav Kunj, Marve Road, Malad (West), Mumbai– 400064, Maharashtra, India                      |

*For further details of the Directors of our Company, please refer section titled ‘Our Management’ beginning on page 226 of this Red Herring Prospectus.*

## CHIEF FINANCIAL OFFICER

|                                  |  |
|----------------------------------|--|
| <b>Mr. Ashish Ghanshyam Shah</b> |  |
| <b>Address</b>                   | : 109, Ghanshyam Enclave Premises Co-op Soc., Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai- 400067, Maharashtra, India |
| <b>Contact No.</b>               | : +91-8652375504   |
| <b>E-mail</b>                    | : <a href="mailto:cfo@influxhealthtech.com">cfo@influxhealthtech.com</a>   |
| <b>Website</b>                   | : <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>   |

## COMPANY SECRETARY AND COMPLIANCE OFFICER

|  |  |
|--|--|
| <b>Mr. Atul Kumar Ashok Kumar Shukla</b> |  |
| <b>Address</b>                           | : 109, Ghanshyam Enclave Premises Co-op Soc., Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai- 400067, Maharashtra, India |
| <b>Contact No.</b>                       | : +91-7045997809   |
| <b>E-mail</b>                            | : <a href="mailto:cs@influxhealthtech.com">cs@influxhealthtech.com</a>   |
| <b>Website</b>                           | : <a href="http://www.influxhealthtech.com">www.influxhealthtech.com</a>   |

## INVESTOR GRIEVANCES

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY

| Book Running Lead Manager   | Registrar to the Offer  |
|---|---|
|  <p><b>Rarever Financial Advisors Private Limited</b><br/>807, Shyamal Iconic, Shyamal Cross Road, Satellite, Manekbag, Ahmedabad- 380015, Gujarat, India<br/><b>SEBI Registration Number:</b> INM000013217<br/><b>Contact Person:</b> Mr. Richi Shah / Mr. Prerak Thakkar<br/><b>Telephone:</b> 079-4925 8260 / +91 99981 23745<br/><b>Email ID:</b> <a href="mailto:ipo.influxhealth@rarever.in">ipo.influxhealth@rarever.in</a><br/><b>Investor Grievance ID:</b> <a href="mailto:IG@rarever.in">IG@rarever.in</a><br/><b>Website:</b> <a href="http://www.rarever.in">www.rarever.in</a></p> |  <p><b>Maashitla Securities Private Limited</b><br/>451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, Northwest, New Delhi, Delhi - 110034, India<br/><b>SEBI Registration No.:</b> INR000004370<br/><b>Contact Person:</b> Mr. Mukul Agrawal<br/><b>Telephone:</b> +91-11-47581432<br/><b>Email ID:</b> <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br/><b>Investor Grievance ID:</b> <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br/><b>Website:</b> <a href="http://www.maashitla.com">www.maashitla.com</a></p> |

| Banker/ Sponsor/ Refund Bank to the Offer   | Market Maker   |
|---|--|
| <b>Axis Bank Limited</b><br><b>Address:</b> Trishul, Third Floor, Opp. Samarth Eshwar Temple, Law Garden, Ellis bridge, Ahmedabad 380006, India<br><b>Contact Person:</b> Vishal Lade<br><b>Telephone:</b> +91-8369209690<br><b>Email:</b> <a href="mailto:vishal.lade@axisbank.com">vishal.lade@axisbank.com</a><br><b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> | <b>R.K. Stockholding Private Limited</b><br><b>Address:</b> A-7, Block B 1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044, India<br><b>SEBI Registration No.:</b> INZ000211932<br><b>Contact Person:</b> Mr. Navdeep Varshneya<br><b>Telephone:</b> +91-9810046444<br><b>Email Id:</b> <a href="mailto:navdeep@rkfml.com">navdeep@rkfml.com</a>   |
| Legal Advisor   | Statutory Auditor  |
| <b>Dhir &amp; Dhir Associates</b><br><b>Address:</b> D-55, Defense colony, New Delhi – 110024, India<br><b>Contact Person:</b> Mr. Guranpreet Singh Sarna<br><b>Telephone:</b> +91- 1142410000<br><b>Fax:</b> +91- 1142410091<br><b>Email:</b> <a href="mailto:guranpreet.sarna@dhirassociates.com">guranpreet.sarna@dhirassociates.com</a>   | <b>M/s V.B. Goel &amp; Co.</b><br><b>Chartered Accountants</b><br><b>Address:</b> 6 <sup>th</sup> Floor, Simba Tower, Vishveshwar Nagar, Near Virwani Industrial Estate, Goregaon (East), Mumbai- 400063, Maharashtra, India<br><b>Firm Registration No.:</b> 115906W<br><b>Peer Review No.:</b> 015192<br><b>Contact Person:</b> Mr. Vikas Goel<br><b>Telephone:</b> 022-35174220/35174263/46030191<br><b>Email:</b> <a href="mailto:info@vbgco.com">info@vbgco.com</a> |

## SELF-CERTIFIED SYNDICATE BANKS (SCSB'S)

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

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

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

## SYNDICATE SCSB BRANCHES

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

## **REGISTERED BROKERS**

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

## **BROKERS TO THE OFFER**

All members of the recognized stock exchanges would be eligible to act as Brokers to the offer.

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

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> as updated from time to time.

## **COLLECTING DEPOSITORY PARTICIPANTS**

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

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

Since Rarever Financial Advisors Private Limited is the sole Book Running Lead Manager to this Offer, a statement of inter-se-allocation of responsibilities amongst Book Running Lead Managers is not required.

## **MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Offer size excluding the size of offer for sale by selling shareholders is up to ₹ 5,000 Lakhs. Since the Offer size excluding the size of offer for sale is below ₹5,000 Lakhs, our Company has not appointed any monitoring agency for this Offer. However, as per section 177 of the Companies Act, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the offer.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **GREEN SHOE OPTION**

No Green Shoe Option is applicable for this Offer.

## **EXPERT OPINION**

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

1. Our Company has received written consent dated January 24, 2025 from Peer Review Auditor of the Company for this Offer namely, M/s. V.B. Goel & Co., Chartered Accountants, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an “expert” to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated May 28, 2025 from on our restated financial information; and (ii) its report dated June 10, 2025 on the statement of Special Tax Benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.
2. Our Company has received a written consent dated January 24, 2025 from Dhir & Dhir Associates represented by the Mr. Alok Dhir (Managing Partner), Advocate, having enrolment number D/641/1993 to include name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an “expert”, to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.

Aforementioned consents have not been withdrawn as on the date of this Red Herring Prospectus. However, the term expert shall not be construed to mean an expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker have relied upon the appropriacy and authenticity of the same.

## **DEBENTURE TRUSTEE**

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

## **BOOK BUILDING PROCESS**

The book building, in the context of the offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company in consultation with BRLM, and will be advertised in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated. The Offer Price shall be finalized after the Bid/ Offer Closing Date.

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company have appointed the BRLM to manage this Offer and procure Bids for this Offer. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

Bidders should note that this Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

#### **Illustration of the Book Building and Price Discovery Process:**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled '**Offer Procedure**' on page 319 of this Red Herring Prospectus.

#### **BID/OFFER PROGRAM**

| <b>Event</b>  | <b>Indicative Dates</b> |
|---|-------------------------|
| Anchor Bid/ Offer Opening Date  | June 17, 2025           |
| Bid/ Offer Opening Date   | June 18, 2025           |
| Bid/ Offer Closing Date   | June 20, 2025           |
| Finalization of Basis of Allotment with the Designated Stock Exchange                                   | June 23, 2025           |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | June 24, 2025           |
| Credit of Equity Shares to Demat accounts of Allottees  | June 24, 2025           |
| Commencement of trading of the Equity Shares on the Stock Exchange                                      | June 25, 2025           |

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company, revision of the Price



Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs/RTAs/DPs/stockbrokers, as the case may be, for the rectified data.

For further details, please refer to the chapters titled '*Offer Structure*' and '*Offer Procedure*' beginning on page 315 and 319 respectively of this Red Herring Prospectus.

## **UNDERWRITING AGREEMENT**

Our Company and BRLM to the Offer hereby confirm that the Offer is 100% Underwritten. The Underwriting agreement is dated May 23, 2025. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are subject to certain conditions specified therein. The Underwriter have indicated their intention to underwrite the following number of specified securities being offered through this Offer:



| Name, Address, Telephone, Fax, and Email of the Underwriter  | Indicative No. of Equity Shares to be Underwritten | Amount Underwritten (₹ in lakhs) | % of the Total Offer Size Underwritten |
|--|--|----------------------------------|--|
| <b>Name:</b> Rarever Financial Advisors Private Limited<br><b>Address:</b> 807, Shyamal Iconic, Shyamal Cross Road, Satellite, Manekbag, Ahmedabad- 380015, Gujarat, India<br><b>SEBI Registration Number:</b> INM000013217<br><b>CIN:</b> U70200GJ2023PTC144374<br><b>Contact Person:</b> Mr. Richi Shah/ Mr. Prerak Thakkar<br><b>Telephone:</b> 079-4925 8260 / +91 99981 23745<br><b>Email:</b> <a href="mailto:ipo.influxhealth@rarever.in">ipo.influxhealth@rarever.in</a> | 61,00,800  | [•]                              | 100                                    |
| <b>Total</b>   | <b>61,00,800</b>                                   | <b>[•]</b>                       | <b>100</b>                             |

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

## FILING OF OFFER DOCUMENT

The Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

## CHANGE IN THE STATUTORY AUDITOR DURING THE LAST 3 YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years:

| Name of Statutory Auditor  | Appointed for the Period         | Date of Appointment/ Reappointment | Date of Resignation | Reason of Change   |
|--|----------------------------------|------------------------------------|---------------------|--|
| <b>M/s V.B. Goel &amp; Co.</b><br><b>FRN:</b> 115906W<br><b>E-Mail:</b> <a href="mailto:info@vbgco.com">info@vbgco.com</a><br><b>Address:</b> Simba Tower, 6th Floor, Vishveshwar Nagar, Goregaon West, Mumbai – 400 063, Maharashtra, India<br><b>Peer Review No.:</b> 015192           | April 01, 2024 to March 31, 2029 | September 30, 2024                 | NA                  | Statutory Auditor was appointed for the period of 5 years in the Annual General Meeting  |
| <b>M/s V.B. Goel &amp; Co.</b><br><b>FRN:</b> 115906W<br><b>E-Mail:</b> <a href="mailto:info@vbgco.com">info@vbgco.com</a><br><b>Address:</b> Simba Tower, 6th Floor, Vishveshwar Nagar, Goregaon West, Mumbai – 400 063, Maharashtra, India<br><b>Peer Review No.:</b> 015192           | April 01, 2023 to March 31, 2024 | April 12, 2024                     | NA                  | Statutory Auditor was appointed in case of casual vacancy  |
| <b>Phirodia Bafna &amp; Associates</b><br><b>FRN:</b> 107911W<br><b>E-Mail:</b> <a href="mailto:deven@pbassociates.net.in">deven@pbassociates.net.in</a><br><b>Address:</b> 212, Ghanshyam Enclave, New Link Road, Near Lalji Pada, Kandivali West, Mumbai – 400 067, Maharashtra, India | April 01, 2021 to March 31, 2026 | NA                                 | 28/03/2024          | Resignation:<br>The Company is in the process of listing under SME exchange and as per the guidelines the statutory auditors of the company have to be a peer reviewed firm. |

## WITHDRAWAL OF THE OFFER

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Bid/ Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Red Herring Prospectus,

which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus/ Prospectus with RoC.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Book Running Lead Manager has entered into Market Making agreement dated May 23, 2025 with the following Market Maker for this Offer:

|                                      |   |
|--------------------------------------|---|
| <b>Name</b>                          | R.K. Stockholding Private Limited   |
| <b>Correspondence Address</b>        | A-7, Block B 1, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044, India |
| <b>Tel No.</b>                       | +91 98100 46444   |
| <b>E-mail</b>                        | navdeep@rkfml.com   |
| <b>Contact Person</b>                | Navdeep Varshneya   |
| <b>SEBI Registration No.</b>         | INZ000211932  |
| <b>Market Maker Registration No.</b> | 12310   |

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

## FOLLOWING IS A SUMMARY OF THE KEY DETAILS PERTAINING THE MARKET MAKING ARRANGEMENT

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge (Emerge platform of NSE) and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of

listing of Equity Shares on the Stock Exchange

7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

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

9. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

11. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal

trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT sent for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

12. **There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market** – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. **Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the Offer size and as follows:**

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

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 Red Herring Prospectus and after giving effect of this offer is set forth below:

| Particulars   | Amount (₹ in Lakhs)     |                                 |
|---|-------------------------|---------------------------------|
|   | Aggregate nominal value | Aggregate value at Offer Price* |
| <b>Authorized Share Capital</b>   |                         |                                 |
| 2,50,00,000 Equity Shares of ₹ 10/- each (₹25,00,00,000 Equity Share Capital)   | 2,500.00                | -                               |
| <b>Issued, Subscribed and Paid-Up Share Capital before the Offer</b>  |                         |                                 |
| 1,81,50,000 Equity Shares of ₹10/- each (₹18,15,00,000 Equity Share Capital)  | 1,815.00                | -                               |
| <b>Present Offer in terms of the Red Herring Prospectus <sup>(1)(2)</sup></b>   |                         |                                 |
| Fresh Offer of Up to 50,00,400 Equity Shares of Face Value ₹10/- each at a Premium of ₹ [•] per Equity Share  | Up to 500.04            | [•]                             |
| Offer for sale of Up to 11,00,400 Equity Shares of Face Value ₹10/- each at a Premium of ₹ [•] per Equity Share <sup>(2)</sup>                      | Up to 110.04            | [•]                             |
| <b>Consisting of:</b>   |                         |                                 |
| Reservation for Market Maker of Up to 3,06,000 Equity Shares of ₹ 10/- each at a Premium of ₹ [•] per Equity Share reserved as Market Maker Portion | Up to 30.60             | [•]                             |
| Net Offer to the Public of Up to 57,94,800 Equity Shares of ₹ 10/- each at a Premium of ₹ [•] per Equity Share.                                     | Up to 579.48            | [•]                             |
| <b>Of the Net Offer to the Public</b>   |                         |                                 |
| i. At least Up to 20,29,200 Equity Shares aggregating up to ₹ [•] lakhs will be available for allocation to Retail Individual Investors             | Up to 202.92            | [•]                             |
| ii. At least Up to 8,70,000 Equity Shares aggregating up to ₹ [•] lakhs will be available for allocation to Non-Institutional Investors             | Up to 87.00             | [•]                             |
| iii. Not more than 28,95,600 Equity Shares aggregating up to ₹ [•] lakhs will be available for allocation to Qualified Institutional Buyers         | Up to 289.56            | [•]                             |
| <b>Issued, Subscribed and Paid-up Share Capital after the Offer</b>   |                         |                                 |
| Up to 2,31,50,400 Equity Shares of Face Value of ₹10/- each   | Up to 2,315.04          | -                               |
| <b>Securities Premium Account</b>   |                         |                                 |
| Before the Offer  |                         | Nil                             |
| After the Offer   |                         | [•]                             |

\*To be included upon finalization of offer price.

*Notes:*

- 1. The offer including the Fresh Offer has been authorized by our Board pursuant to resolution passed at its meeting held on dated December 23, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held January 15, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolutions dated December 23, 2024. The Selling Shareholder have confirmed and authorized his participation in the Offer for Sale.*

| <b>Name of Selling Shareholder</b> | <b>Number of Equity shares offer in the offer for sale</b> | <b>Date of consent letter</b> |
|------------------------------------|--|-------------------------------|
| Mr. Munir Abdul Ganee Chandniwala  | Upto 11,00,400   | December 22, 2024             |

- 2. The Selling Shareholder confirms that the Offered Shares have been held by him for a period of at least one year prior to filing of this Red Herring Prospectus with NSE EMERGE in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization and consent of the Selling Shareholders in relation to the Offered Shares, see section titled ‘The Offer’ beginning on page 75 of this Red Herring Prospectus.*

All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

## CLASSES OF SHARES

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

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of increase in Authorized Share Capital

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

| <b>Date of Meeting</b> | <b>No. of Equity Shares</b> | <b>Face Value (₹)</b> | <b>Cumulative No. of Shares</b> | <b>Cumulative Authorised Share Capital (₹)</b> | <b>Whether AGM/ EGM</b> |
|------------------------|-----------------------------|-----------------------|---------------------------------|--|-------------------------|
| Upon Incorporation     | 50,000                      | 10                    | 50,000                          | 5,00,000                                       | N.A.                    |
| March 18, 2024         | 99,50,000                   | 10                    | 1,00,00,000                     | 10,00,00,000                                   | EGM                     |
| April 04, 2024         | 1,50,00,000                 | 10                    | 2,50,00,000                     | 25,00,00,000                                   | EGM                     |



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

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

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

### Notes:

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

| Name of Allottee                    | No. of Shares Allotted |
|-------------------------------------|------------------------|
| Mr. Munir Abdul Ganee Chandniwala   | 23,750                 |
| Mrs. Shirin Munir Ahmed Chandniwala | 1,250                  |
| <b>Total</b>                        | <b>25,000</b>          |

- b) Bonus issue of 1,81,25,000 Equity Shares of Face Value of ₹ 10/- each on July 31, 2024 in the ratio of 725:1 i.e., Seven Hundred Twenty Five (725) Bonus Equity Shares for every One (1) Equity Shares held by shareholders:

| Name of Allottee                        | No. of Shares Allotted |
|---|------------------------|
| Mr. Munir Abdul Ganee Chandniwala       | 1,72,18,750            |
| Mrs. Shirin Munir Ahmed Chandniwala     | 8,79,425               |
| Ms. Sangeeta Kasliwal                   | 13,775                 |
| Mr. Brijmohan D Goel                    | 9,425                  |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | 725                    |
| Mr. Ashish Ghanshyam Shah               | 725                    |
| Mr. Moiz Mahamadi Palgharwala           | 725                    |
| Ms. Nafisa Saeed Chandniwala            | 725                    |
| Mr. Ayaan Saeed Chandniwala             | 725                    |
| <b>Total</b>                            | <b>1,81,25,000</b>     |

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

- c) Our Company has not issued any shares for consideration other than cash or out of revaluation of reserves since inception except as mentioned below: -

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

| Name of the Shareholders            | No. of Shares Allotted | Face Value (₹) | Issue Price (₹) | Date of Allotment | Nature of Allotment  |
|-------------------------------------|------------------------|----------------|-----------------|-------------------|--|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,18,750            | 10             | -               | July 31, 2024     | Bonus Issue of 725 Equity share against 1 Equity shares held |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,79,425               | 10             | -               |                   |  |
| Mr. Abdul Ganee Chandniwala         | 725                    | 10             | -               |                   |  |
| Mr. Ayaan Saeed Chandniwala         | 725                    | 10             | -               |                   |  |
| Ms. Nafisa Saeed Chandniwala        | 725                    | 10             | -               |                   |  |
| Mr. Moiz Mahamadi Palgharwala       | 725                    | 10             | -               |                   |  |
| Mr. Ashish Ghanshyam Shah           | 725                    | 10             | -               |                   |  |
| Mr. Brijmohan D Goel                | 9,425                  | 10             | -               |                   |  |
| Ms. Sangeeta Kasliwal               | 13,775                 | 10             | -               |                   |  |
| <b>Total</b>                        | <b>1,81,25,000</b>     |                |                 |                   |  |

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
- Our Company does not have any Employee Stock Option Scheme/Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/Employee Stock Purchase Scheme from the proposed offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Offer Price, except as following:

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

| Name of the Shareholders            | No. of Shares Allotted | Face Value (₹) | Issue Price (₹) | Date of Allotment | Nature of Allotment  |
|-------------------------------------|------------------------|----------------|-----------------|-------------------|--|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,18,750            | 10             | -               | July 31, 2024     | Bonus Issue of 725 Equity share against 1 Equity shares held |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,79,425               | 10             | -               |                   |  |
| Mr. Abdul Ganee Chandniwala         | 725                    | 10             | -               |                   |  |
| Mr. Ayaan Saeed Chandniwala         | 725                    | 10             | -               |                   |  |
| Ms. Nafisa Saeed Chandniwala        | 725                    | 10             | -               |                   |  |
| Mr. Moiz Mahamadi Palgharwala       | 725                    | 10             | -               |                   |  |
| Mr. Ashish Ghanshyam Shah           | 725                    | 10             | -               |                   |  |

| Name of the Shareholders | No. of Shares Allotted | Face Value (₹) | Issue Price (₹) | Date of Allotment | Nature of Allotment |
|--------------------------|------------------------|----------------|-----------------|-------------------|---------------------|
| Mr. Brijmohan D Goel     | 9,425                  | 10             | -               |                   |                     |
| Ms. Sangeeta Kasliwal    | 13,775                 | 10             | -               |                   |                     |
| <b>Total</b>             | <b>1,81,25,000</b>     |                |                 |                   |                     |

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

*[This space has been left blank intentionally.]*

## 6. Our shareholding Pattern

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

**Table I - SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES**

| Ca<br>teg<br>ory<br>(I) | Category of<br>shareholder<br>(II) | No<br>of<br>Sh<br>ar<br>e<br>ho<br>lde<br>rs<br>(II<br>I) | No. of fully<br>paid up equity<br>Share held<br>(IV) | No. of<br>Partly<br>paid-<br>up<br>equity<br>Share<br>held<br>(V) | No.<br>of<br>share<br>s<br>unde<br>rlyin<br>g<br>Depo<br>sitory<br>Recei<br>pts<br>(VI) | Total nos.<br>shares held<br>(VII)=<br>(IV)+(V)+(VI) | Sharehold<br>ing<br>as a % of<br>total no. of<br>shares<br>(calculated<br>as per<br>SCRR,<br>1957)<br>(VIII)<br><br>As a % of<br>(A+B+C2) | Number of Voting Rights held in each class of<br>securities (IX) |                 |             | No. of<br>Shares<br>Underlying<br>Outstating<br>convertible<br>securities<br>(including<br>Warrants)<br>(X) | Shareholding,<br>as a %<br>assuming<br>full conversion<br>of convertible<br>securities (as a<br>% of diluted<br>share capital)<br>(XI)=(VII)+(X)<br>As a % of | Number of<br>Locked in<br>shares<br>(XII) |   | Number of<br>Shares<br>pledged or<br>otherwise<br>encumbered<br>(XIII) |  | Number of<br>equity<br>shares held<br>in<br>dematerializ<br>ed<br>form<br>(XIV) |             |
|-------------------------|------------------------------------|---|--|---|---|--|---|--|-----------------|-------------|---|---|---|---|--|--|---|-------------|
|                         |                                    |   |  |   |   |  |   | No of Voting Rights  |                 |             |   |   | No.<br>(a)                                | As a %<br>of<br>total<br>shares<br>held (b) | No.<br>(a)   | As a<br>% of<br>total<br>shares<br>held<br>(b) |   |             |
|                         |                                    |   |  |   |   |  |   | Class<br>Equity  | Class<br>Others | Total       |   |   |   |   |  |  |   |             |
|                         |                                    |   |  |   |   |  |   |  |                 |             |   |   |   |   |  |  |   |             |
| A                       | Promoter &<br>Promoter Group       | 3   | 1,81,23,864  | -   | -   | 1,81,23,864  | 99.86%  | 1,81,23,864  | -               | 1,81,23,864 | 99.86%  | -   | -   | -   | -  | -  | -   | 1,81,23,864 |
| B                       | Public                             | 6   | 26,136   | -   | -   | 26,136   | 0.14%   | 26,136   | -               | 26,136      | 0.14%   | -   | -   | -   | -  | -  | -   | 26,136      |
| C                       | Non Promoter-<br>Non Public        | -   | -  | -   | -   | -  | -   | -  | -               | -           | -   | -   | -   | -   | -  | -  | -   | -           |
| C1                      | Shares<br>underlying DRs           | -   | -  | -   | -   | -  | -   | -  | -               | -           | -   | -   | -   | -   | -  | -  | -   | -           |
| C2                      | Shares held by<br>Employee Trusts  | -   | -  | -   | -   | -  | -   | -  | -               | -           | -   | -   | -   | -   | -  | -  | -   | -           |
| Total                   |                                    | 9   | 1,81,50,000  | -   | -   | 1,81,50,000  | 100.00%   | 1,81,50,000  | -               | 1,81,50,000 | 100.00%   | -   | -   | -   | -  | -  | -   | 1,81,50,000 |

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

### Notes-

- As on date of this Red Herring Prospectus 1 Equity share holds 1 vote. We have only one class of Equity Shares of face value of ₹ 10 each. We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.
- In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

## 7. Shareholding of the Promoters of our Company

As on the date of this Red Herring Prospectus, our Promoters Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala holds total 1,72,42,500, 8,80,638 and 726 Equity Shares respectively representing 95.00%, 4.85% and Negligible (0.00%) of the pre-offer paid up share capital of our Company.

Details of build-up of shareholding of the Promoters-

| Date of Allotment / acquisition / transaction and when made fully paid up | Nature (Allotment/ transfer) | Number of Equity Shares | Face Value per Equity Share (₹) | Issue/ Transfer price per Equity Share (₹) | Consideration (cash/ other than cash) | Name of Transferor / Transferee         |
|---|------------------------------|-------------------------|---------------------------------|--|---------------------------------------|---|
| <b>Mr. Munir Abdul Ganee Chandniwala</b>                                  |                              |                         |                                 |  |                                       |   |
| Subscription to MOA   | Allotment                    | 23,750                  | 10                              | 10   | Cash                                  | NA                                      |
| On July 31, 2024  | Bonus Issue (725:1)          | 1,72,18,750             | 10                              | Nil  | Consideration other than cash         | NA                                      |
| <b>Total</b>  |                              | <b>1,72,42,500</b>      |                                 |  |                                       |   |
| <b>Mrs. Shirin Munir Ahmed Chandniwala</b>                                |                              |                         |                                 |  |                                       |   |
| Subscription to MOA   | Allotment                    | 1,250                   | 10                              | 10   | Cash                                  | NA                                      |
| On April 21, 2022   | Transfer                     | (1)                     | 10                              | 1,800                                      | Cash                                  | Mr. Abdul Ganee Abdul Rasul Chandniwala |
| On April 21, 2022   | Transfer                     | (1)                     | 10                              | 1,800                                      | Cash                                  | Mr. Saeed Abdul Ganee Chandniwala*      |
| On April 21, 2022   | Transfer                     | (1)                     | 10                              | 1,800                                      | Cash                                  | Mrs. Nafisa Saeed Chandniwala           |
| On April 21, 2022   | Transfer                     | (1)                     | 10                              | 1,800                                      | Cash                                  | Mr. Moiz Mahamadi Palgharwala           |
| On April 21, 2022   | Transfer                     | (1)                     | 10                              | 1,800                                      | Cash                                  | Mr. Ashish Ghanshyam Shah               |
| On July 29, 2024  | Transfer                     | (13)                    | 10                              | 9,150                                      | Cash                                  | Mr. Brijmohan D Goel                    |
| On July 29, 2024  | Transfer                     | (19)                    | 10                              | 9,150                                      | Cash                                  | Ms. Sangeeta Kasliwal                   |
| On July 31, 2024  | Bonus Issue (725:1)          | 8,79,425                | 10                              | Nil  | Consideration other than cash         | NA                                      |
| <b>Total</b>  |                              | <b>8,80,638</b>         |                                 |  |                                       |   |
| <b>Mr. Abdul Ganee Abdul Rasul Chandniwala</b>                            |                              |                         |                                 |  |                                       |   |
| On April 21, 2022   | Transfer                     | 1                       | 10                              | 1800                                       | Cash                                  | Mrs. Shirin Munir Ahmed Chandniwala     |
| On July 31, 2024  | Bonus Issue (725:1)          | 725                     | 10                              | Nil  | Consideration other than cash         | NA                                      |
| <b>Total</b>  |                              | <b>726</b>              |                                 |  |                                       |   |

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

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

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

| Name of shareholders                                    | Pre-Offer            |                             | Post-Offer           |                              |
|---|----------------------|-----------------------------|----------------------|------------------------------|
|   | No. of Equity Shares | As a % of Pre-Offer Capital | No. of Equity Shares | As a % of Post-Offer Capital |
| <b>Promoters</b>  |                      |                             |                      |                              |
| Mr. Munir Abdul Ganee Chandniwala (Selling Shareholder) | 1,72,42,500          | 95.00%                      | 1,61,42,100          | 69.73%                       |
| Mrs. Shirin Munir Ahmed Chandniwala                     | 8,80,638             | 4.85%                       | 8,80,638             | 3.80%                        |
| Mr. Abdul Ganee Abdul Rasul Chandniwala                 | 726                  | ^                           | 726                  | ^                            |
| <b>Total (A)</b>  | <b>1,81,23,864</b>   | <b>99.85%</b>               | <b>1,70,23,464</b>   | <b>73.53%</b>                |
| <b>Promoter Group</b>                                   |                      |                             |                      |                              |
| -   | -                    | -                           | -                    | -                            |
| <b>Total (B)</b>  | <b>-</b>             | <b>-</b>                    | <b>-</b>             | <b>-</b>                     |
| <b>Grand Total (A+B)</b>                                | <b>1,81,23,864</b>   | <b>99.85%</b>               | <b>1,70,23,464</b>   | <b>73.53%</b>                |

^negligible

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

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

| Name of the Promoter and Promoter Group                          | No. of Shares held* | Average cost of Acquisition (₹) |
|--|---------------------|---------------------------------|
| Mr. Munir Abdul Ganee Chandniwala (Promoter Selling Shareholder) | 1,72,42,500         | 0.01                            |
| Mrs. Shirin Munir Ahmed Chandniwala                              | 8,80,638            | 0.01                            |
| Mr. Abdul Ganee Abdul Rasul Chandniwala                          | 726                 | 2.48                            |

*\*Only the shares acquired are considered.*

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

## 11. Other details of shareholding of our Company

- A. Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company and the number of shares held by them as on the date of filing of this Red Herring Prospectus:

| Name of Shareholders                | No. of Equity Shares held | % Paid-up Capital |
|-------------------------------------|---------------------------|-------------------|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,42,500               | 95.00%            |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,80,638                  | 4.85%             |
| <b>Total</b>                        | <b>1,81,23,138</b>        | <b>99.85%</b>     |

- B. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus:

| Name of Shareholders                | No. of Equity Shares held | % Paid-up Capital |
|-------------------------------------|---------------------------|-------------------|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,42,500               | 95.00%            |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,80,638                  | 4.85%             |
| <b>Total</b>                        | <b>1,81,23,138</b>        | <b>99.85%</b>     |

- C. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (1) year prior to the date of filing of this Red Herring Prospectus:

| Name of Shareholders                | No. of Equity Shares held | % Paid-up Capital |
|-------------------------------------|---------------------------|-------------------|
| Mr. Munir Abdul Ganee Chandniwala   | 23,750                    | 95.00%            |
| Mrs. Shirin Munir Ahmed Chandniwala | 1,245                     | 4.98%             |
| <b>Total</b>                        | <b>24,995</b>             | <b>99.98%</b>     |

- D. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (2) years prior to filing of this Red Herring Prospectus:

| Name of Shareholders                | No. of Equity Shares held | % Paid-up Capital |
|-------------------------------------|---------------------------|-------------------|
| Mr. Munir Abdul Ganee Chandniwala   | 23,750                    | 95.00%            |
| Mrs. Shirin Munir Ahmed Chandniwala | 1,245                     | 4.98%             |
| <b>Total</b>                        | <b>24,995</b>             | <b>99.98%</b>     |

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

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



14. There will be no further Offer 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 Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Offer, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), expansion of business, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
15. We have **9 (Nine)** shareholders as on the date of filing of this Red Herring Prospectus.
16. As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold total 1,81,23,864 Equity Shares representing 99.86% of the pre-offer paid up share capital of our Company.
17. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Red Herring Prospectus except as following:

| Name of the Director/Promoter/<br>Promoter Group/<br>Director/Immediate<br>Relatives | Director/ Promoter/<br>Promoter Group/<br>Director/Immediate<br>Relatives | Sale/ Purchase/<br>Gift | No. of<br>equity<br>shares<br>subscribed/<br>purchased | No. of<br>equity<br>shares<br>sold | Face<br>Value of<br>Equity<br>Shares<br>(₹) | Price at<br>which<br>equity<br>shares was<br>subscribed/<br>sold (₹) | Date at<br>which<br>equity<br>shares was<br>subscribed<br>/ sold |
|--|---|-------------------------|--|------------------------------------|---|--|--|
| Mrs. Shirin Munir Ahmed Chandniwala  | Promoter and Whole Time Director  | Sale                    | -  | 32                                 | 10  | 9,150  | July 29, 2024  |
| Mrs. Shirin Munir Ahmed Chandniwala  | Promoter and Whole Time Director  | Purchase (Bonus Issue)  | 8,80,638   | -                                  | 10  | N.A.   | July 31, 2024  |
| Mr. Munir Abdul Ganee Chandniwala  | Promoter and Managing Director  | Purchase (Bonus Issue)  | 1,72,18,750  | -                                  | 10  | N.A.   | July 31, 2024  |
| Mr. Abdul Ganee Abdul Rasul Chandniwala  | Promoter and Non-Executive  | Purchase (Bonus Issue)  | 725  | -                                  | 10  | N.A.   | July 31, 2024  |

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

#### 19. Details of Promoter's Contribution locked in for three years

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

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

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

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

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

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

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

The details of Minimum Promoters' Contribution are as follows:

| Name of Promoter                  | No. of Equity Shares locked in | Date of allotment / acquisition and when made fully paid up** | Nature of transaction | Face value (₹) | Offer / acquisition price per Equity Share (₹) | Percentage of pre-Offer paid-up capital (%) | Percentage of post Offer paid-up capital* (%) | Lock-in Period |
|-----------------------------------|--------------------------------|---|-----------------------|----------------|--|---|---|----------------|
| Mr. Munir Abdul Ganee Chandniwala | 46,30,800                      | July 31, 2024   | Bonus Issue           | 10             | NIL  | 25.51                                       | 20.00   | 3 Years        |
| <b>Total</b>                      | <b>46,30,800</b>               | -   | -                     | -              | -  | <b>25.51</b>                                | <b>20.00</b>                                  | -              |

*\*\*All Equity Shares were fully paid up on the respective dates of allotment / acquisition, as the case maybe, of such Equity Shares.*

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;

- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Offer Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

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

#### **Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution**

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 1,34,93,064 Equity Shares held by Promoter 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.

#### **Lock in of Equity Shares held by Persons other than the Promoters**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-offer capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 26,136 Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

#### **Pledge of Locked in Equity Shares:**

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

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

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

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

## **Transferability of Locked in Equity Shares:**

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
20. Our Company, our Promoters, Promoter Group, our Directors and the Book Running Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
  21. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
  22. There are no safety net arrangements for this public Offer.
  23. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
  24. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
  25. All the Equity Shares of our Company are fully paid up as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
  26. As per RBI regulations, OCBs are not allowed to participate in this Offer.
  27. There is no Buyback, Standby, or similar arrangement by our Company/Promoters/Directors/Book Running Lead Manager for purchase of Equity Shares issued / offered through this Red Herring Prospectus.
  28. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
  29. Investors may note that in case of oversubscription, the allocation in the Offer shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to

time.

30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and NSE.
31. The Offer is being made through Book Building Method.
32. From the inception up till the date of the Red Herring Prospectus, the Company has issued securities in compliance with the Companies Act, 2013.
33. Book Running Lead Manager to the Offer viz. Rarever Financial Advisors Limited and its associates do not hold any Equity Shares of our Company.
34. Our Company has not raised any bridge loan against the proceeds of this Offer.
35. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
36. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
37. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
38. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
39. Our Promoters and the members of our Promoter Group will not participate in this Offer.
40. Our Company has not made any public offer since its incorporation.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
42. For the details of transactions by our Company with our Promoters, Promoter Group, Group Companies as at March 31, 2025, March 31, 2024 and March 31, 2023 please refer the section titled, '**Financial Information- Related Party Transaction**' beginning on page 34 of this Red Herring Prospectus.
43. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the section titled '**Our Management**' beginning on page 226 of this Red Herring Prospectus.

## OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue of up to 50,00,400\* Equity Shares of face value of ₹10 each, aggregating to ₹ [•] lakhs by our Company and an Offer for Sale of upto 11,00,400 Equity Shares of face value of ₹10 each aggregating to ₹ [•] lakhs\* by the Selling Shareholder.

*\*Subject to finalisation of Basis of Allotment*

### Offer for Sale

The proceeds of the Offer for Sale shall be received by the Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholder will be entitled to the Offer Proceeds, to the extent of the Equity Shares offered by him in the Offer, net of his respective share of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Also see, ***“Risk Factor - Our Company will not receive any proceeds from the Offer for Sale”*** on page 64.

For further details of the Offer for Sale, see ***‘The Offer’*** beginning on page 75.

### Fresh Issue

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

1. Funding capital expenditure requirements for setting up of manufacturing facility for Nutraceutical Division;
2. Funding capital expenditure requirements for setting up of manufacturing facility for Veterinary Food Division;
3. Purchase of Machineries for Homecare and Cosmetic Division; and
4. General Corporate Purposes.

*(1, 2 and 3 shall collectively referred to as **‘Proposed Expansion’** and 1 to 4 shall collectively referred to as **‘Objects’**)*

In addition to the Objects, our Company intends to strengthen its manufacturing base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchange and enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India.

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Offer. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main object’s clause of our Memorandum of Association, see ***‘History and Corporate Structure’*** beginning on page 134 of this Red Herring Prospectus.

## Net Proceeds

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

| (₹ in lakhs)  |                   |
|---|-------------------|
| Particulars   | Estimated Amount* |
| Gross Proceeds (A)  | [•]               |
| Less: Offer Related Expenses to be borne by our Company** (B)   | [•]               |
| Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company (" <b>Net Proceeds</b> ") (A-B) | [•]               |

\*Subject to finalisation of Basis of Allotment

\*\*For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder, please refer to the heading Offer Related Expenses under '**Objects of the Offer**' at page 130.

## Utilization of Net Proceeds and Schedule of Deployment

The Net Proceeds are proposed to be utilized and are currently expected to be deployed in accordance with the schedule set forth below:

| (₹ in lakhs)   |                      |  |   |                                       |             |
|--|----------------------|--|---|---------------------------------------|-------------|
|  | Total Estimated Cost | Amount already deployed as on June 10, 2025 <sup>(1)</sup> | Amount which will be financed from Net Proceeds | Estimated Utilisation of Net Proceeds |             |
|  |                      |  |   | Fiscal 2026                           | Fiscal 2027 |
| Funding capital expenditure requirements for setting up of manufacturing facility for Nutraceutical Division   | 2,260.11             | 11.00  | 2,249.11  | 1,249.00                              | 1,000.11    |
| Funding capital expenditure requirements for setting up of manufacturing facility for Veterinary Food Division | 1,158.58             | 10.00  | 1,148.58  | 600.00                                | 548.58      |
| Purchase of Machineries for Homecare and Cosmetic Division   | 275.65               | -  | 275.65  | 250.00                                | 25.65       |
| General corporate purposes <sup>(2)(3)</sup>   | [•]                  | -  | [•]   | [•]                                   | -           |
| <b>Total</b>   | [•]                  | [•]  | [•]   | [•]                                   | [•]         |

<sup>(1)</sup>As of January 21, 2025 our company has deployed ₹ 21.00 Lakhs from Internal Accruals, toward purchase of land for Nutraceutical and Veterinary food division manufacturing unit as certified by statutory auditor, M/s V.B. Goel & Co., Chartered Accountants vide certificate dated January 24, 2025.

<sup>(2)</sup>To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC.

<sup>(3)</sup>The amount to be utilized for general corporate purposes alone shall not exceed 15% of the Gross Proceeds.

The Company has received quotations from M/s Fass Construction, M/s Tyromach Solutions, M/s Arjunkumar Babubhai Sagar, M/s Vaishali Engineering, M/s Keshar Technafine and Unitech. Furthermore, these parties are not related party to the Company.

Our Board, vide its resolution dated December 23, 2024 approved an amount of ₹ 3,673.33 Lakhs for funding the proposed capital expenditure from the Net Proceeds.



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, management estimates, current and valid quotations from vendors and contractors, and other commercial and technical factors. Such fund requirements and deployment of funds have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, including changes in design or configuration, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans.

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscals being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilized for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Offer; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Our Company may also utilise any portion of the Net Proceeds, towards the aforementioned Objects of the Offer, ahead of the estimated schedule of deployment specified above. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 15% of the Gross Proceeds from the Offer in accordance with the SEBI ICDR Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Red Herring Prospectus. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled '**Risk Factors**' beginning on page 38.

## **Means of Finance**

The fund requirements for all the Objects set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

## Estimated project cost

The total estimated cost of the proposed expansion is ₹ 3,673.33 lakhs. This cost has been determined by our management in line with our business plan, current and valid quotations received from vendors and contractors, and other commercial and technical factors, as approved by our Board of Directors in its meeting dated December 23, 2024. However, this estimated cost and the related funding requirements have not been appraised by any bank or financial institution.

Additionally, we have not entered into definitive agreements with any vendors and there is no assurance that the same vendors would be engaged to supply the machinery or that the costs will remain the same. The quantity of machinery to be purchased will be based on management estimates and the business requirements necessary for the successful implementation and commencement of the Proposed Expansion. Our Company shall have the flexibility to deploy such machinery in accordance with the business needs and management estimates.

The list of machinery provided is based on the current estimates, and there may be variations in cost at the time of actual procurement. Apart from this, the nature of machinery may change depending on business requirements at the time of purchase. As a result, the list of machinery is subject to change, which may include the addition of new machinery or the removal of items from the existing list. A detailed breakdown of the estimated cost is set forth below:

| (₹ in lakhs)                         |                   |
|--------------------------------------|-------------------|
| Particulars                          | Estimated Amount* |
| Land Cost                            | 198.00            |
| Building & Civil Works               | 1,466.29          |
| Plant & Machinery                    | 2,009.04          |
| <b>Total Proposed Expansion cost</b> | <b>3,673.33</b>   |

\*Rounded off to the closes decimal

We will place orders for assets and services in accordance with the implementation schedule for the Proposed Expansion. For risk relating to the same, see ***“Risk Factor - Our Company is yet to place orders for the equipment, plant and machinery for the Proposed Expansion. Any delay in placing orders or procurement of such equipment, plant and machinery may delay the schedule of implementation and possibly increase the cost of commencing operations”*** on page 43 of this Red Herring Prospectus.

We do not intend to purchase any second-hand or used Machineries in relation to this Object.

Further, the Promoters, Directors and Key Managerial Personnel have no interest in the proposed acquisition of the machineries or in the entities from which we have obtained quotations for the machinery mentioned above. Our Company has also confirmed that these entities are not part of our Promoter.

## Details of the Objects

### 1. Funding capital expenditure requirements for setting up of manufacturing facility for Nutraceutical Division;

As on date of this Red Herring Prospectus, our company operates 4 (four) manufacturing units located in Palghar, Maharashtra. The details are as follows:

- i. Plot No. 09 and Plot No. 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404, for the Nutraceutical Division.
- ii. Plot No 57A, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404, for the Ayurvedic Division.
- iii. Plot No 57B, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404, for the Homecare and Cosmetic Division.
- iv. Plot No 1, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404, for the Veterinary Food Division.

To expand our operations, we are establishing a new manufacturing unit in Kolgaon, Palghar for the Nutraceutical Division at Plot No. 59 Gut No. 242 and 246, Survey Number 49, Kolgaon-401404, Dist. Palghar, Thane, Maharashtra, India. The plot, measuring 3204 square meter, is owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala.

Our Company has entered into a Memorandum of Understanding dated July 19, 2024 with the owners to purchase the aforementioned parcel of land for an agreed consideration of ₹ 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs Only). A token payment of ₹ 11,00,000 (Indian Rupees Eleven Lakhs Only) has been made, and the remaining amount will be paid by the company from the Issue Proceeds.

***Reasons for setting up of new manufacturing unit for Nutraceutical Division:***

Over the past three years, the Company has demonstrated growth in Nutraceuticals division, achieving consistent and substantial revenue increases. In FY 2023-24, revenue from this segment was ₹ 9,346.66 lakhs, reflecting a growth of approximately 30.52% compared to ₹ 7,161.16 lakhs in FY 2022-23. In FY 2024-25, revenue increased to ₹ 9,403.82 lakhs, reflecting a growth of approximately 0.61%.

Due to the increased demand, the existing nutraceutical manufacturing facility is nearing optimal capacity utilization. To address this, the Company is planning to expand its production capabilities. In view of the above, the Company is planning to expand its Nutraceutical Division by increasing its installed capacity from 10,000 kg per day to 20,000 kg per day. Additionally, over the last three years, the Company has significantly increased its installed capacity in the Nutraceutical segment, as detailed below:

| Year    | Installed capacity<br>per day (Kg) | Actual production<br>per day (Kg) | Capacity utilisation<br>(%) |
|---------|------------------------------------|-----------------------------------|-----------------------------|
| FY 2025 | 10,000                             | 9,300                             | 93%                         |
| FY 2024 | 10,000                             | 7,300                             | 73%                         |
| FY 2023 | 7,000                              | 5,800                             | 83%                         |

*\*Certified with Chartered engineer Garg & Associates, Membership number M-1707846 vide its certificate dated June 04, 2025.*

Our installed capacity increased from 7,000 kg per day in FY 2023 to 10,000 kg per day in FY 2025. In FY 2025, the average production per day was approximately 9,300 kg, compared to 5,800 kg in

FY 2024, with a capacity utilization of 93%. With the planned expansion, the total installed capacity of the Nutraceuticals division will reach 20,000 kg per day in FY 2026. The incremental capacity added each year has been utilized by the following year, reflecting the need for further expansion.

The current manufacturing facility for the Nutraceuticals division operates at ~93% capacity utilization. Achieving 100% utilization is not operationally feasible due to space requirements, the need for efficient man-material movement, and the setup needed for linear production flow.

To meet increasing demand, the Company plans to expand operations by establishing a new manufacturing facility, which will begin commercial operations in the first half of FY 2027.

Through the utilization of issue proceeds, the Company will also introduce new product lines, including oral dispersible films and a beverages line (liquid supplements/tetra packs), to be manufactured at the new facility. These products align with the needs of existing customer segments, which include consumers interested in these categories, allowing the Company to address their preferences and expand its product offerings.

***We will utilize the proposed IPO Net Proceeds for the following expansion initiatives:***

We are in the process of setting up a manufacturing unit for the production of oral dispersible films, a snacking line, protein bars, a protein powder line, dietary/nutritional supplements, gym/sports supplements, and liquid-fill capsules. As part of our diversification and expansion strategy, we are also broadening our product range by adding liquid supplements to our offerings, including tetra packs, protein shakes, energy drinks, and juices, to enhance our market reach. The net proceeds from this offer will be used to acquire new machinery for these products, which will streamline our production process.

***a) Manufacturing of Oral Dispersible Films:***

Oral dispersible films (ODFs) are strips that dissolve in the mouth for direct absorption. Product in this category include vitamins and mineral supplements (e.g., vitamin C, calcium), probiotics, energy boosters, sleep aids, and pain relief products. These strips have gained popularity due to their convenience, ease of use, and ability to bypass gastrointestinal issues. We have initiated R&D for the manufacturing of ODFs on a trial basis at our existing facility.

Key products in ODFs include:

- **Vitamin and mineral supplements** such as vitamin C and calcium.
- **Probiotics** to support gut health and overall digestion.
- **Energy and endurance boosters** featuring ingredients like guarana and ginseng.
- **Sleep aids and relaxation supplements** containing melatonin and valerian root.
- **Pain relief and anti-inflammatory strips** with active ingredients such as acetaminophen and ibuprofen.

***b) Expanding the Line for Snacking, Protein Bars and Protein Powder:***

To meet the growing demand for healthy and convenient nutritional options, we are enhancing our manufacturing capabilities for snacks, protein bars, and protein powders. Currently operating on a small scale, this segment will benefit from significant capital investment in automated machinery, enabling large-scale production and greater efficiency. The proposed upgradation of our snacking lines, protein bar lines, and protein powder manufacturing line is a strategic move aimed at enhancing operational efficiency, increasing production capacity, and meeting the

growing market demand in the nutraceutical and functional foods sector. This capital investment is based on a strong business case, supported by market data, internal assessments, and future growth projections.

### 1. Capacity Expansion and Production Output

The current installed production lines, while operationally sound, are limited by lower throughput, higher maintenance requirements, and restricted scope for automation. With the upgraded machinery and equipment, we can improve on the following

- Snacking Line Capacity: The new line is expected to increase deliver increase in output, allowing us to cater to larger volume orders and new product variants such as baked, popped, and air-fried snacks with enhanced efficiency.
- Protein Bar Line: The upgraded line is designed to increase production, which will help to fulfil larger orders and private label manufacturing demands.
- Protein Powder Line: The new machinery, incorporating better mixing, blending, and automatic packing systems, will boost the daily output.

This expanded capacity is aligned with anticipated demand from both domestic and export markets, especially as awareness of healthy snacking and protein supplementation is on the rise.

### 2. Market Demand and Client Diversification

India's health and wellness market is growing with the functional food segment (including protein bars, powders, and healthy snacks). The upgradation is essential to tap into this opportunity. With enhanced production capabilities:

- The Company can now entertain larger and more diversified client orders, including leading retail chains, e-commerce health brands, and global nutraceutical companies seeking white-label partners.
- Ability to serve multiple SKUs and packaging formats simultaneously will allow us to engage with niche and premium clientele across geographies.
- Entry into export markets, especially Middle East, Southeast Asia, and Europe, will become feasible due to production scale, quality consistency, and compliance with international standards (HACCP, FSSAI, GMP, etc.).

### 3. Automation and Quality Consistency

Automation will play a critical role in:

- Reducing dependency on manual labour, thus minimizing human error, reducing contamination risks, and ensuring consistent batch quality.
- Ensuring uniform taste, texture, weight, and packaging integrity, which are critical parameters for both domestic and export markets.

This can lead to improved quality control, fewer product recalls, and better brand perception in a quality-sensitive market.

### 4. Cost Efficiency and Operational Benefits

The new lines are expected to:

- Reduce labour time and manhours required for a process
- Can help in Lowering product wastage and rejections by increasing yield and thus overall profitability.
- Improve line uptime and also help in producing consistent product

## 5. Scalability and Strategic Positioning

This upgradation is not just a reactive step but a proactive capacity building initiative aimed at long-term scalability. It will help the Company position to sustain competition and a step forward for future capacity building in future years to come.

### *c) Introducing a Beverages Line into Our Portfolio:*

While we currently do not manufacture liquid supplements, we intend to introduce tetra pack and liquid supplements in sports and clinical nutrition. This expansion will allow us to offer a variety of liquid products under nutraceuticals and health supplements.

The key products in the tetra pack nutraceuticals line will include:

- Ready-to-drink beverages such as protein shakes, energy drinks, and juices.
- Liquid dietary supplements featuring such as omega-3 fatty acids, vitamin D and other essential nutrients.
- Plant-based milk alternatives like soy and almond milk, catering to the rising demand for vegan and lactose-free options.
- Probiotic drinks to support gut health and immunity.
- Functional waters enriched with vitamins, minerals or alkalinity for added health products.

### *Estimated cost for expansion of Nutraceutical Division*

The total estimated cost of the proposed expansion for Nutraceutical Division is ₹ 2,260.11 lakhs. The detailed break-down of estimated cost is set forth below:

| <i>(₹ in lakhs)</i>    |                      |                                     |                                       |
|------------------------|----------------------|-------------------------------------|---------------------------------------|
| Particulars            | Total Estimated Cost | Amount Deployed as on June 10, 2025 | Amount to be funded from Net Proceeds |
| Land                   | 150.00               | 11.00                               | 139.00                                |
| Building & Civil Works | 787.06               | -                                   | 787.06                                |
| Plant & Machineries    | 1,323.05             | -                                   | 1,323.05                              |
| <b>Total</b>           | <b>2,260.11</b>      | <b>11.00</b>                        | <b>2,249.11</b>                       |

#### *a) Land*

Our Company has identified Industrial land for the nutraceutical division located at Plot No. 59, Gut Nos. 242 and 246, Survey Number 49, Kolgaon, District Palghar, Thane, Maharashtra, India (3,204 square meter). This property is owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala and was acquired through a conveyance deed registered with the Sub-Registrar of Palghar (Serial No. 3346/2023).

Additionally, our company entered into a Memorandum of Understanding dated July 19, 2024 read with amendment MOU dated January 30, 2025, with the owners to purchase the same parcel

of land for an agreed consideration of ₹ 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs only). As part of this agreement, the company has already paid token money of ₹ 11,00,000 (Indian Rupees Eleven Lakh) from the internal accruals. The remaining consideration will be paid using the proceeds from the issue.

The total costs associated with the land are detailed as follows:

|                           |  | (₹ in lakhs)  |
|---------------------------|--|---------------|
| Particulars               |  | Amount        |
| Token Money*              |  | 11.00         |
| Remaining consideration** |  | 139.00        |
| <b>Total</b>              |  | <b>150.00</b> |

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

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

#### b) Building & Civil Works

The manufacturing unit being set up for the Nutraceuticals division includes the construction of a ground floor, first floor, terrace cabins, compound walls, and external works. The detailed breakdown of the civil works cost is as follows:

| Description                           | Estimated Amount<br>(₹ in lakhs)*^ | Vendor<br>Name         | Quotation<br>dated | Validity              |
|---------------------------------------|------------------------------------|------------------------|--------------------|-----------------------|
| Excavation, PCC and Earth filing      | 26.04                              |                        |                    |                       |
| Brick Massonary                       | 35.23                              |                        |                    |                       |
| AAC Block                             | 5.52                               |                        |                    |                       |
| RCC Work                              | 340.27                             |                        |                    |                       |
| Plaster Work                          | 48.43                              |                        |                    |                       |
| Beam & Column Finishing               | 6.64                               | M/s. Fass Construction | January 11, 2025   | Till October 31, 2025 |
| Flooring, Railing, Tiling, Tank, etc. | 96.72                              |                        |                    |                       |
| Terrace Cabin                         | 22.21                              |                        |                    |                       |
| Compound Wall                         | 86.79                              |                        |                    |                       |
| Compound Charges                      | 12.38                              |                        |                    |                       |
| GST                                   | 106.83                             |                        |                    |                       |
| <b>Total</b>                          | <b>787.06</b>                      |                        |                    |                       |

\*Rounded off to closes decimal.

^Including GST.

#### Other confirmations relating to suppliers

We have also received a quotation from M/s Arjunkumar Babubhai Sagar, located in Vadali, Gujarat, for an amount of ₹1,320.69 Lakhs. This quotation is valid till October 31, 2025. These quotations have been acquired to compare pricing and secure competitive rates for the proposed capital expenditure. The company has finalized the quotation from M/s. Fass Construction which is lower than that of M/s. Arjunkumar Babubhai Sagar.



Also see, “Risk Factor - We may face several risks associated with the construction of the building of the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition” on page 44 of this Red Herring Prospectus.

**c) Plant & Machineries**

Our Company proposes to acquire plant and machineries at an estimated cost of ₹ 1,323.05 lakhs.

We have identified the type of plant and machinery to be purchased for the expansion of Nutraceutical division and obtained quotations from various vendors. However, we have not yet placed orders for 100% of the required plant and machinery.

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

| Sr. No. | Description   | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier       | Date of Quotation                    |
|---------|---|----------|-------------------------------------|------------------------|--------------------------------------|
| 1       | <b><u>Oral Dissolving Film</u></b>                            |          |                                     |                        |                                      |
|         | i. Oral Dissolving Film Making Machine with Slitting function | 1        | 186.80                              |                        |                                      |
|         | ii. Automatic ODF Strips Pouch Packing Machine                |          |                                     |                        |                                      |
| 2       | <b><u>Beverage Mixing System</u></b>                          |          |                                     |                        |                                      |
|         | i. Sugar pasteurization melting system (Capacity 1T/H)        |          |                                     |                        |                                      |
|         | ii. Beverage mixing system (Capacity 2T/H)                    | 1        | 116.56                              |                        | January 13, 2025                     |
|         | iii. Homogenizing system (Capacity 2T/H)                      |          |                                     |                        |                                      |
|         | iv. Sterilizing system (Capacity 2T/H)                        |          |                                     | M/s. Keshar Technafine | Quotation validity Upto October 2025 |
|         | v. CIP cleaning system  |          |                                     |                        |                                      |
|         | vi. Auxiliaries   |          |                                     |                        |                                      |
| 3       | <b><u>Pet Bottle Filling and Packaging Line</u></b>           |          |                                     |                        |                                      |
|         | i. Washing filling capping 3 in 1                             | 1        | 97.96                               |                        |                                      |
|         | ii. Empty cap feeding   |          |                                     |                        |                                      |
|         | iii. Drink pasteurization and cooling (8 sq. m.)              |          |                                     |                        |                                      |
|         | iv. Sleeve system   |          |                                     |                        |                                      |
| 4       | <b><u>Tetra Pack line</u></b>                                 |          |                                     |                        |                                      |
|         | i. Tetra pack type machine                                    |          |                                     |                        |                                      |
|         | ii. Straw applicator  | 1        | 128.19                              |                        |                                      |
|         | iii. Plate type UHT Capacity: 1T/h                            |          |                                     |                        |                                      |

| Sr. No. | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier | Date of Quotation |
|---------|--|----------|-------------------------------------|------------------|-------------------|
| 5       | <b><u>Jar Filling Line</u></b>   |          |                                     |                  |                   |
|         | i. Automatic bottles feeding device  |          |                                     |                  |                   |
|         | ii. Automatic 4 heads ions air blow bottle washing machine                       |          |                                     |                  |                   |
|         | iii. Spoons vibration feeder   |          |                                     |                  |                   |
|         | iv. Automatic powder filling machine   |          |                                     |                  |                   |
|         | v. Powder feeder   |          |                                     |                  |                   |
|         | vi. Dust removal device  | 1        | 85.37                               |                  |                   |
|         | vii. Metal detector  |          |                                     |                  |                   |
|         | viii. Automatic servo capping machine  |          |                                     |                  |                   |
|         | ix. Extra flow track   |          |                                     |                  |                   |
|         | x. Aluminium foil sealing machine  |          |                                     |                  |                   |
|         | xi. Automatic round bottle labelling machine with ribbon printer                 |          |                                     |                  |                   |
|         | xii. Collecting table 1.5m long  |          |                                     |                  |                   |
| 6       | <b><u>Powder Processing line</u></b>   |          |                                     |                  |                   |
|         | i. Vibro sifter  | 1        | 22.80                               |                  |                   |
|         | ii. Multi Mill: 5 HP   |          |                                     |                  |                   |
|         | iii. Double cone bin blender   |          |                                     |                  |                   |
| 7       | <b><u>Pouch Filling Line (VFFS)</u></b>  |          |                                     |                  |                   |
|         | i. Vibro sifter  | 1        | 16.59                               |                  |                   |
|         | ii. Multi Mill: 3 HP   |          |                                     |                  |                   |
|         | iii. Double cone bin blender   |          |                                     |                  |                   |
| 8       | <b><u>Powder Filling Line (downstream)</u></b>                                   |          |                                     |                  |                   |
|         | i. Powder Packing machine  |          |                                     |                  |                   |
|         | ii. Extra metering screw material contact part SS316                             | 1        | 24.74                               |                  |                   |
|         | iii. Date printer  |          |                                     |                  |                   |
|         | iv. Screw auger conveyor (loading powder to hopper automatically) Metal detector |          |                                     |                  |                   |
| 9       | <b><u>Protein Bar Production Line</u></b>  |          |                                     |                  |                   |
|         | i. Syrup heater (200L)   | 1        | 145.55                              |                  |                   |
|         | ii. Mixer  |          |                                     |                  |                   |
|         | iii. Elevator  |          |                                     |                  |                   |

| Sr. No. | Description   | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier | Date of Quotation |
|---------|---|----------|-------------------------------------|------------------|-------------------|
|         | iv. Cereal bar forming, cooling, Slitting machine               |          |                                     |                  |                   |
|         | v. 180° turning machine   |          |                                     |                  |                   |
|         | vi. 600 Chocolate enrobing line with 14M cooling tunnel         |          |                                     |                  |                   |
|         | vii. 500L Chocolate melting tank (with heating pipes)           |          |                                     |                  |                   |
|         | viii. Chocolate transfer pump                                   |          |                                     |                  |                   |
|         | ix. Control System  |          |                                     |                  |                   |
| 10      | <b><u>Puffed Food Production</u></b>                            |          |                                     |                  |                   |
|         | <b><u>Line: Protein Snacking</u></b>                            |          |                                     |                  |                   |
|         | i. Flour Mixer  |          |                                     |                  |                   |
|         | ii. Screw Conveyor  |          |                                     |                  |                   |
|         | iii. Double Screw Extruder                                      |          |                                     |                  |                   |
|         | iv. Driving & Extruding System                                  | 1        | 70.07                               |                  |                   |
|         | v. Cutting System   |          |                                     |                  |                   |
|         | vi. Control System  |          |                                     |                  |                   |
|         | vii. Big Hoist  |          |                                     |                  |                   |
|         | viii. Three-Layer Roaster                                       |          |                                     |                  |                   |
|         | ix. Flavoring System  |          |                                     |                  |                   |
|         | x. Packaging Machine (Cup type)                                 |          |                                     |                  |                   |
| 11      | <b><u>Popp rice cake production line</u></b>                    |          |                                     |                  |                   |
|         | i. Rice Cake Machine  | 1        | 47.17                               |                  |                   |
|         | ii. Belt Conveyor   |          |                                     |                  |                   |
|         | iii. Double Drum Flavoring Machine                              |          |                                     |                  |                   |
| 12      | <b><u>Tablet Section</u></b>                                    |          |                                     |                  |                   |
|         | i. Tablet press machine   | 1        | 87.72                               |                  |                   |
|         | ii. Effervescent tube filling machine                           |          |                                     |                  |                   |
| 13      | <b><u>Water System</u></b>                                      |          |                                     |                  |                   |
|         | i. Reverse Osmosis Water Purification System (Capacity 4T/Hour) |          |                                     |                  |                   |
|         | ii. Pre-filter system (Capacity 8T/H):                          | 1        | 37.21                               |                  |                   |
|         | iii. RO system (Capacity 4T/H):                                 |          |                                     |                  |                   |
|         | iv. UV sterilizer   |          |                                     |                  |                   |
|         | v. Pure water Storage tank: 3000liter                           |          |                                     |                  |                   |

| Sr. No.      | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier | Date of Quotation |
|--------------|--|----------|-------------------------------------|------------------|-------------------|
| 14           | Metal Detector and Rejection System - Automatic Rejection System | 1        | 4.58                                |                  |                   |
| 15           | Effervescent Tube Filling Machine                                | 1        | 27.31                               |                  |                   |
| 16           | Liquid Gel Packing Machine                                       | 1        | 13.43                               |                  |                   |
| 17           | 48-Inch Autocoater System  | 1        | 63.00                               |                  |                   |
| 18           | 120kg Rapid Mixer Granulator                                     | 1        | 92.00                               |                  |                   |
| 19           | Spray Dryer Unit   | 1        | 56.00                               |                  |                   |
| <b>Total</b> |  |          | <b>1,323.05</b>                     |                  |                   |

\*Freight is included in the total estimated cost.

\*\*GST is excluded.

^Rounded off to closes decimal.

#### Other confirmations relating to suppliers:

- We have also received a quotation from M/s Tyromach Solutions, located in Mumbai, for an amount of ₹1,331.07 lakhs, valid for 6 months days starting from January 31, 2025. These quotations have been acquired to compare pricing and secure competitive rates for the proposed capital expenditure. The company has finalized the quotation from M/s. Keshar Technafine which is lower than that of M/s Tyromach Solutions.

#### Infrastructure facilities and utilities

##### Power

Our manufacturing unit has an adequate power supply. We receive power from the Maharashtra State Electricity Board (MSEB), a government-owned electricity supplier. For our new manufacturing facility, we will require a power supply of more than 300 horsepower (Hp) from MSEB.

##### Water

Water is mainly required for the production process, fire safety, drinking, and sanitation purposes. Our Company currently consumes water from our own bore-well for the existing manufacturing facility and also the same bore-well will be utilised to meet the water requirement for the new manufacturing facility for Nutraceutical division.

##### Manpower

At peak capacity utilization levels, the total manpower requirement for the new manufacturing facility for the Nutraceutical division will be approximately 75 skilled and unskilled personnel.

#### d) Implementation Schedule

The proposed schedule of implementation is as below:

| Particulars  | Estimated month of                        |   |
|--|---|---|
|  | Commencement                              | Completion                              |
| Land Acquisition   | Token Amount is given on dated 05-08-2024 | To be Completed on or before 30-09-2025 |
| Civil works on Factory Building  | September 2025                            | February 2026                           |
| Placement of orders for plant and machinery and other ancillary equipment's        | February 2026                             | February 2026                           |
| Arrangement of Power   | February 2026                             | February 2026                           |
| Installation / implementation of plant and machinery and the ancillary equipment's | March 2026                                | March 2026                              |
| Trial run/ validation  | April 2026                                | April 2026                              |
| Commercial production  | April 2026                                | -                                       |

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

**Key Milestones:**

- Month 1: Land Acquisition
- Month 7: Civil works completion
- Month 9: Equipment installation completion
- Month 10: Commissioning completion
- Month 12: Full production capacity achievement

*Note: The above timelines for implementation are as planned and are indicative. They are subject to change based on the funding timeline from the Net Proceeds.*

**e) Government and other Approvals**

In relation to the establishment of units in the Plot No 59, Gut No 242 and Gut No 246 in Genesis Industrial Estate, Kolgaon, Palghar for Nutraceuticals Products, we are required to obtain approvals, which are routine in nature, from certain governmental or local authorities as provided in the table below. Our Company undertakes to file necessary applications with the relevant authorities for obtaining all below-mentioned approvals using the single-window clearing system. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation may be extended, and our Company will undertake the required corporate actions as mentioned under “**Variation in Objects**” on page 133 of this Red Herring Prospectus.

For further details on the regulatory approvals in relation to the proposed expansion, see “**Risk Factor – We may face several risks associated with the construction of the building of the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition**” on page 44 of this Red Herring Prospectus.

| Approval for    | Expected month of |               | Status        |
|-----------------|-------------------|---------------|---------------|
|                 | Application Date  | Approval Date |               |
| Factory License | Oct -2025         | Dec - 2025    | To be applied |

| Approval for  | Expected month of |               | Status        |
|---------------|-------------------|---------------|---------------|
|               | Application Date  | Approval Date |               |
| FSSAI License | Jan – 26          | Feb – 2026    | To be applied |
| MPCB License  | Nov – 2025        | Dec – 2025    | To be applied |
| Fire License  | Dec – 2025        | Jan - 2026    | To be applied |

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

For further details, see, **‘Government and Other Statutory Approvals’** beginning on page 282 of this Red Herring Prospectus.

## 2. Funding capital expenditure requirements for setting up of manufacturing facility for Veterinary Food Division

We currently manufacture veterinary feed supplements in various forms including Tablets, Liquid orals, Oral Sprays, Powders, Bolus, Gels, Ointments, Creams for animals and are further targeting the pet food market to diversify our portfolio.

To provide top-tier nutrition for animals, supporting their health and well-being while capturing new growth opportunities in this expanding market, we will manufacture nutrient-rich dry food known as Kibbles, for pets, focusing on quality and health benefits. Our company has already started R&D on kibble formulations to meet the rising demand for high-quality, nutrient-rich pet food.

These kibbles will feature:

- **Glucosamine and chondroitin** to support joint health and mobility.
- **Omega-3 and omega-6 fatty acids** for a healthy, shiny coat.
- **Prebiotics and probiotics** to promote a balanced gut microbiome.
- **Essential vitamins and antioxidants** to strengthen the immune system.

Currently, we are conducting small-scale trials in our factory, experimenting with various ingredient combinations to refine the formulations and deliver the best results.

In FY 2025, our pet supplement division operated at 66% of its total installed capacity (1,800 kg). We propose to utilize the proceeds from issue to set up new a manufacturing facility for veterinary food division, as the same aligns with our existing segments of Human nutrition and supplements and existing product portfolio. Adding veterinary food manufacturing facility will enable us to increase our product offerings in the sector we operate. The said facility will allow us to manufacture vegetarian and non-vegetarian food for Cats, Dogs, horses and other pet animals, which will expand our existing product offerings and will enlarge our range of products.

Adding veterinary food manufacturing facility will enable us to increase our product offerings in the sector we operate. The said facility will allow us to manufacture vegetarian and non-vegetarian food. This food for Cats, Dogs and other pet animals, which will expand our existing product offerings and will enlarge our range of products.

The Revenues from Veterinary Segment for FY 2022-23 was Rs. 40.82 Lacs, which drastically increased to 87.81 Lacs in FY 2023-24 resulting into an increase by 115% within a year. Similarly, for FY 2024-25, the company has already accounted to revenues of Rs 109.77 lacs from this division / segment. This statistics and upward trend have provided justifiable basis to the management to

come to conclusion that adding new machinery and production lines will help increase the company to expand its product portfolio, diversify its concentration to other segments and also cater more customers.

Currently, we are conducting small-scale trials in our factory, experimenting with various ingredient combinations to refine the formulations and deliver the best results. The following are the Company's expenditure towards Research & Development (R&D) activities, particularly in relation to the development of kibble formulations:

*(Figures In Rupees)*

| Particulars                                  | FY 2024-2025 | FY 2023-2024 | FY 2022-2023 |
|--|--------------|--------------|--------------|
| Total Sales from Veterinary Feed Supplements | 1,09,77,000  | 87,81,000    | 40,82,000    |
| R&D Expenses                                 | 4,12,000     | 24,45,000    | 38,90,000    |
| Sales from R&D                               | 28,28,297    | 47,65,220    | 14,90,644    |
| %age from sale from R&D                      | 25.77 %      | 54.27 %      | 36.52 %      |

***Estimated cost for expansion of Veterinary Food Division***

The total estimated cost of the proposed expansion for Veterinary Food Division is ₹ 1,148.58 lakhs.

The detailed break-down of estimated cost is set forth below:

*(₹ in lakhs)*

| Particulars            | Total Estimated Cost | Amount Deployed as on February 03, 2025 | Amount to be funded from Net Proceeds |
|------------------------|----------------------|---|---------------------------------------|
| Land                   | 69.00                | 10.00                                   | 59.00                                 |
| Building & Civil Works | 679.23               | -                                       | 679.23                                |
| Plant & Machineries    | 410.35               | -                                       | 410.35                                |
| <b>Total</b>           | <b>1,158.58</b>      | <b>10.00</b>                            | <b>1,148.58</b>                       |

**a) Land**

Our company has identified Industrial land for the veterinary food division located at Plot No. 28, Gut 243 (pt), 244, 295(pt), Survey no. 27 (pt), Kolgaon, Dist. Palghar-Thane (1350 square meters). This property is owned by Mr. Munir Abdul Ganee Chandniwala and Mr. Shirin Munir Ahmed Chandniwala and was acquired through a conveyance deed registered with the Sub-Registrar of Palghar (Serial No. 5939/2023).

Additionally, our company entered into a Memorandum of Understanding dated July 19, 2024 read with amendment MOU dated January 30, 2025, with the owners to purchase the same parcel of land for an agreed consideration of ₹ 69,00,000 (Indian Rupees Sixty-Nine Lakh). As part of this agreement, the company has already paid token money of ₹ 10,00,000 (Indian Rupees Ten Lakh) from the internal accruals. The remaining consideration will be paid using the proceeds from the issue.

The total costs associated with the land are detailed as follows:



| (₹ in lakhs)              |              |
|---------------------------|--------------|
| Particulars               | Amount       |
| Token Money*              | 10.00        |
| Remaining consideration** | 59.00        |
| <b>Total</b>              | <b>69.00</b> |

\*Our company have paid the token money of ₹ 10 lakhs for the land from internal accruals and will not be reimbursed from IPO Proceeds.

\*\*Balance consideration of ₹ 59.00 lakhs will be paid from the IPO proceeds.

## b) Building & Civil Works

The manufacturing unit being set up for the veterinary food division includes the construction of a ground floor, first floor, second floor, terrace cabins, compound walls, and external works. The detailed breakdown of the civil works cost is as follows:

| Description                              | Estimated Amount<br>(₹ in lakhs) *^ | Vendor<br>Name            | Quotation<br>dated  | Validity                    |
|--|-------------------------------------|---------------------------|---------------------|-----------------------------|
| Excavation, PCC and Earth<br>filing      | 18.99                               | M/s. Fass<br>Construction | January 11,<br>2025 | Till<br>October<br>31, 2025 |
| Brick Massonary                          | 29.49                               |                           |                     |                             |
| AAC Block                                | 9.40                                |                           |                     |                             |
| RCC Work                                 | 236.12                              |                           |                     |                             |
| Plaster Work                             | 103.55                              |                           |                     |                             |
| Beam & Column Finishing                  | 19.99                               |                           |                     |                             |
| Flooring, Railing, Tiling,<br>Tank, etc. | 89.99                               |                           |                     |                             |
| Terrace Cabin                            | 15.84                               |                           |                     |                             |
| Compound Wall                            | 44.23                               |                           |                     |                             |
| Compound Charges                         | 14.77                               |                           |                     |                             |
| GST                                      | 96.86                               |                           |                     |                             |
| <b>Total</b>                             | <b>679.23</b>                       |                           |                     |                             |

\*Rounded off to closes decimal.

^Including GST.

### Other confirmations relating to suppliers:

We have also received a quotation from M/s Arjunkumar Babubhai Sagar, located in Vadali, Gujarat, for an amount of ₹ 876.61 Lakhs. This quotation is valid till October 31, 2025. These quotations have been acquired to compare pricing and secure competitive rates for the proposed capital expenditure. The company has finalized the quotation from M/s. Fass Construction which is lower than that of M/s. Arjunkumar Babubhai Sagar.

*Also see, “Risk Factor - We may face several risks associated with the construction of the building of the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial condition” on page 44 of this Red Herring Prospectus.*

## c) Plant & Machineries

Our Company proposes to acquire plant and machineries at an estimated cost of ₹410.35 lakhs. We have identified the type of plant and machinery to be purchased for the expansion of veterinary food division and obtained quotations from various vendors. However, we have not yet placed orders for 100% of the required plant and machinery.

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

| Sr. No.      | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier       | Date of Quotation  |
|--------------|--|----------|-------------------------------------|------------------------|--|
| 1            | Pet Food Processing Machinery                                | 1        | 73.53                               | M/s. Keshar Technafine | January 13, 2025<br>Quotation validity Upto October 2025 |
| 2            | High Pressure High Vacuum Steam Sterilizer                   | 1        | 15.47                               |                        |  |
| 3            | Suitable Appropriate Steam Generator                         | 1        | 1.97                                |                        |  |
| 4            | Horizontal Cylinder Steam Air Retort Sterilizer Model SAR-90 | 1        | 12.38                               |                        |  |
| 5            | Horizontal Cylinder Steam Air Retort Sterilizer SAR-135      | 1        | 20.88                               |                        |  |
| 6            | Dog Food Making Plant  | 1        | 286.12                              | M/s. Unitech           | January 06, 2025<br>Quotation validity Upto October 2025 |
| <b>Total</b> |  |          | <b>410.35</b>                       |                        |  |

\*Freight is included in the total estimated cost.

\*\*GST is excluded.

^Rounded off to closes decimal.

## Infrastructure facilities and utilities

### Power

Our manufacturing unit has an adequate power supply. We receive power from the Maharashtra State Electricity Board (MSEB), a government-owned electricity supplier. For our new manufacturing facility, we will require a power supply of more than 100 horsepower (Hp) from MSEB.

### Water

Water is mainly required for the production process, fire safety, drinking, and sanitation purposes. Our Company currently consumes water from our own bore-well for the existing manufacturing facility and also the same bore-well will be utilised to meet the water requirement for the new manufacturing facility for Nutraceutical division.

### Manpower

At peak capacity utilization levels, the total manpower requirement for the new manufacturing facility for the Nutraceutical division will be approximately 75 skilled and unskilled personnel.

#### d) **Implementation Schedule**

The proposed schedule of implementation is as below:

The Implementation Schedule is as follows:

| <b>Particulars</b>   | <b>Estimated month of</b>                 |   |
|--|---|---|
|  | <b>Commencement</b>                       | <b>Completion</b>                       |
| Land Acquisition   | Token Amount is given on dated 05-08-2024 | To be Completed on or before 30-09-2025 |
| Civil works on Factory Building  | September 2025                            | February 2026                           |
| Procurement of orders for plant and machinery and other ancillary equipment's      | February 2026                             | February 2026                           |
| Arrangement of Power   | February 2026                             | February 2026                           |
| Installation / implementation of plant and machinery and the ancillary equipment's | March 2026                                | March 2026                              |
| Commercial run/ validation   | April 2026                                | April 2026                              |
| Commercial production  | April 2026                                | -                                       |

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

#### **Key Milestones:**

- Month 1: Land Acquisition
- Month 7: Civil works completion
- Month 9: Equipment installation completion
- Month 10: Commissioning completion
- Month 12: Full production capacity achievement

*Note: The above timelines for implementation are as planned and are indicative. They are subject to change based on the funding timeline from the Net Proceeds.*

#### e) **Government and other Approvals**

In relation to the establishment of units in the Plot No. 28, Gut 243 (pt), 244, 295(pt), Survey no. 27 (pt), Kolgaon, Dist. Palghar-Thane (1350 square meters) for Veterinary Products, we are required to obtain approvals, which are routine in nature, from certain governmental or local authorities as provided in the table below. Our Company undertakes to file necessary applications with the relevant authorities for obtaining all below-mentioned approvals using the single-window clearing system. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation may be extended and our Company will undertake the required corporate actions as mentioned under “**Variation in Objects**” on page 133. For further details on the regulatory approvals in relation to the proposed expansion, see “**Risk Factor – We may face several risks associated with the construction of the building of the Proposed Expansion, which could hamper our growth, prospects, cash flows and business and financial**”

**condition**” on page 44 of this Red Herring Prospectus.

| Approval for    | Expected month of |               | Status        |
|-----------------|-------------------|---------------|---------------|
|                 | Application Date  | Approval Date |               |
| Factory License | Oct -2025         | Dec - 2025    | To be applied |
| FSSAI License   | Jan - 2026        | Feb - 2026    | To be applied |
| MPCB License    | Nov - 2025        | Dec - 2025    | To be applied |
| Fire License    | Dec - 2025        | Jan - 2026    | To be applied |

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

For further details, see, **‘Government and Other Statutory Approvals’** beginning on page 282 of this Red Herring Prospectus.

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

Our Company intends to allocate capital expenditure for the installation of additional machinery and equipment at our existing manufacturing facility located in Palghar-Thane. Our Company proposes to use part of net proceeds to the extent to ₹ 275.65 lakhs to meet capital expenditure for the installation of new machinery for the homecare and cosmetic product line. The following are the benefits for Purchase of Machineries for Homecare and Cosmetic Division’

- a) Anticipated Market Growth: Our market Business development team forecasts that there is sufficient growth share which the Company can take in the market as there is constant demand in Homecare and Cosmetic product which seems to remain in near future also. To proactively meet this anticipated surge and avoid potential supply constraints, it is prudent to expand the production capabilities in advance. As the product development team is ready with various formulations which can be commercialised with the input of machineries.
- b) Product Line Diversification: The Company is in the process of diversifying our product portfolio within the Homecare and Cosmetic segments. As seen in the new machine list, the Company intends to diversify its portfolio in Homecare by introducing detergent bar line, new style of packaging machines in cosmetics which are unique. Also entering into colour cosmetic like lipstick and nail polish lines will diversify their current portfolio from majorly personal care to colour cosmetics also. The introduction of new products necessitates specialized machinery that is not available within their current equipment list, thereby justifying the need for new acquisitions.
- c) Technological Advancements: Investing in state-of-the-art machinery will enhance the production efficiency, reduce operational costs, and improve product quality. Modern equipment often offers higher throughput and better energy efficiency, aligning with their goals of sustainability and cost-effectiveness.
- d) Strategic Capacity Planning: While the current capacity utilization stands at 66%, this figure reflects an average across all product lines. Certain production units are operating at near-full capacity, and the planned machinery will alleviate these bottlenecks, ensuring balanced operations across divisions.

- e) **Competitive Advantage:** Enhancing the manufacturing capabilities positions the Company competitively in the market. It enables them to respond swiftly to market trends, fulfill larger orders, and strengthen relationships with key clients by assuring them of the Company's ability to meet increased demand promptly.

The decision to invest in new machinery is a strategic move to position the Company for future growth, market responsiveness, and operational optimisation. This proactive approach ensures that they remain as per industry trends and are well-prepared to meet both current and future market demands.

The detailed list of plant and machinery to be acquired for **Homecare division** by our Company is provided below:

| Sr. No.   | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier       | Date of Quotation  |
|---|--|----------|-------------------------------------|------------------------|--|
| <u>Detergent Soap Plant &amp; Machinery</u>       |  |          |                                     |                        |  |
| 1   | i. Mixer   | 1        | 25.62                               | M/s. Keshar Technafine | January 13, 2025<br><br>Quotation validity Upto October 2025 |
|   | ii. Three Roll Mill                                |          |                                     |                        |  |
|   | iii. Single Screw Plodder                          |          |                                     |                        |  |
|   | iv. Soap Stamping and Cutting Machine              |          |                                     |                        |  |
|   | v. Conveyor  |          |                                     |                        |  |
|   | vi. Flow rapping machine                           |          |                                     |                        |  |
| <u>Hydraulic Lifting Vacuum Emulsifying Mixer</u> |  |          |                                     |                        |  |
| 2   | i. 500L Hydraulic Lifting Vacuum Emulsifying Mixer | 1        | 40.98                               |                        |  |
|   | ii. Stainless Steel Pipes and Fittings             |          |                                     |                        |  |
| Total   |  |          | 66.60                               |                        |  |

\*Freight is included in the total estimated cost.

\*\*GST is excluded.

^Rounded off to closes decimal.

The detailed list of plant and machinery to be acquired for **Cosmetic division** by our Company is provided below:

| Sr. No.                                       | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier       | Date of Quotation |
|---|--|----------|-------------------------------------|------------------------|-------------------|
| <b><u>Ampoule Fill &amp; Seal Machine</u></b> |  |          |                                     |                        |                   |
| 1   | i. GGS-118(P2) Plastic Ampoule Fill & Seal Machine | 1        | 21.09                               | M/s. Keshar Technafine | January 13, 2025  |
| 2   | <b><u>Sachet Machine</u></b>                       | 1        | 48.88                               |                        | Quotation         |

| Sr. No.   | Description  | Quantity | Basic Cost (Estimated) (₹ in lakhs) | Name of Supplier | Date of Quotation          |
|---|--|----------|-------------------------------------|------------------|----------------------------|
|   | i. Card Sachet Packing Machine (3 Nozzle with One Horizontal Hopper)                 |          |                                     |                  | validity Upto October 2025 |
|   | ii. Hard film with 1 color printing  |          |                                     |                  |                            |
|   | iii. Soft film with 3 colors printing  |          |                                     |                  |                            |
|   | iv. Cylinder cost for film printing  |          |                                     |                  |                            |
| <b><u>Automatic Lipstick Production Line</u></b>                                    |  |          |                                     |                  |                            |
| 3   | i. 12 Nozzles Hot Filling Machine  | 1        | 39.85                               |                  |                            |
|   | ii. Freezing Tunnel  |          |                                     |                  |                            |
|   | iii. Lipstick Demould Machine  |          |                                     |                  |                            |
| <b><u>Automatic Nail Polish Filling and Capping Machine</u></b>                     |  |          |                                     |                  |                            |
| 4   | B-YX2 Automatic Nail Polish Filling and Capping Machine                              | 1        | 23.38                               |                  |                            |
| <b><u>High Speed Liquid/Viscous Multi Lane &amp; Special Shape Auto Machine</u></b> |  |          |                                     |                  |                            |
| 5   | DC-680 High Speed Liquid / Viscous Multi Lane & Special Shape Auto Packaging Machine | 1        | 69.14                               |                  |                            |
| 6   | Paper Tube Curling Machine   | 1        | 6.71                                |                  |                            |
| <b>Total</b>  |  |          | <b>209.05</b>                       |                  |                            |

\*Freight is included in the total estimated cost.

\*\*GST is excluded.

^Rounded off to closes decimal.

#### Other confirmations relating to suppliers:

- We have also received a quotation from M/s Tyromach Solutions, located in Mumbai, for an amount of ₹275.78 lakhs, valid for 6 months days starting from January 13, 2025. These quotations have been acquired to compare pricing and secure competitive rates for the proposed capital expenditure. The company has finalized the quotation from M/s. Keshar Technafine which is lower than that of M/s Tyromach Solutions

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

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

\*Certified with Chartered engineer Garg & Associates, Membership number M-1707846 vide its certificate dated June 04, 2025.

### **Other confirmations**

- Our Company has identified the specific plant and machinery required for the proposed manufacturing unit and has obtained quotations from vendors.
- All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. The models and quantities of the machinery/equipment to be purchased are based on the current estimates of our management. The management reserves the flexibility to revise these estimates, including but not limited to changes in vendors, modifications, additions, or deletions of machinery or equipment, at the time of actual placement of the order. In such cases, any surplus proceeds arising during the placement of the order may be utilized to cover the costs of additional machinery, equipment, or utilities as required. Furthermore, if any surplus remains after meeting the total cost of machinery, equipment, and utilities for the stated purpose, it will be allocated for general corporate purposes, subject to a limit of 15% of the funds raised through this issue.
- No second-hand or used equipment are proposed to be purchased out of the Net Proceeds.

## **4. General Corporate Expenses**

We propose to deploy ₹ [•] lakh, aggregating to [•]% of the Net Proceeds towards general corporate purposes, including but not restricted to meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company may face in the ordinary course of business, as may be approved by our Board. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose.

Further, we confirm that the amount for general corporate purposes, including excess amount, if any, as mentioned in this Red Herring Prospectus, shall not exceed 15% of the Gross Proceeds of the Issue.

### **Offer Related Expenses**

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



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

| Expenses  |            |  |  |  | Estimate<br>expense<br>(₹ in lakhs) | As a % of the<br>total estimated<br>Issue expenses | As a % of the<br>total Gross<br>Issue Proceeds |
|---|------------|--|--|--|-------------------------------------|--|--|
| Book Running Lead Manager Issue   | Management |  |  |  | [•]                                 | [•]  | [•]  |
| Selling and Distribution Fees   |            |  |  |  | [•]                                 | [•]  | [•]  |
| Underwriting Commission   |            |  |  |  | [•]                                 | [•]  | [•]  |
| Advertising and marketing expenses  |            |  |  |  | [•]                                 | [•]  | [•]  |
| Fees payable to Registrar to the Issue  |            |  |  |  | [•]                                 | [•]  | [•]  |
| Brokerage and selling commission payable to<br>SCSBs, Registered Brokers, RTAs and CDPs,<br>as applicable               |            |  |  |  | [•]                                 | [•]  | [•]  |
| Processing fees to the SCSBs and to the Sponsor<br>Banks for ASBA Forms procured by Registered<br>Brokers, RTAs or CDPs |            |  |  |  | [•]                                 | [•]  | [•]  |
| Printing and distribution of issue stationery   |            |  |  |  | [•]                                 | [•]  | [•]  |
| Others  |            |  |  |  |                                     |  |  |
| a. Listing fees   |            |  |  |  | [•]                                 | [•]  | [•]  |
| b. NSE Processing   |            |  |  |  | [•]                                 | [•]  | [•]  |
| c. Book Building software fees  |            |  |  |  | [•]                                 | [•]  | [•]  |
| d. Other regulatory expenses  |            |  |  |  | [•]                                 | [•]  | [•]  |
| e. Fees payable to legal counsel  |            |  |  |  | [•]                                 | [•]  | [•]  |
| f. Miscellaneous  |            |  |  |  | [•]                                 | [•]  | [•]  |
| <b>Total Estimated Issue Expenses</b>   |            |  |  |  | <b>[•]</b>                          | <b>[•]</b>   | <b>[•]</b>                                     |

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

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

1. ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted which shall be subject to a maximum cap of ₹ 1 Lakh (plus applicable taxes).
2. The total uploading charges/processing fees payable to members of the Syndicate, RTAs, CDPs, and Registered Brokers shall be ₹10 per valid application (plus applicable taxes) as listed under will be subject to a maximum cap of ₹ 1 Lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹1 Lakh (plus applicable taxes), then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹1 Lakh (plus applicable taxes).

3. Sponsor Bank shall be payable processing fees on per UPI application processed at Rs 5/- wherein shares are allotted.
4. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
5. The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
6. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

### **Interim Use of Proceeds**

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

### **Bridge Financing Facilities**

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

### **Appraisal Report**

None of the objects for which the Net Proceeds will be utilized have been financially appraised by any financial institutions/banks. Also see ***“Risk Factor - Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds”*** on page 52 of this Red Herring Prospectus.

### **Shortfall of Funds**

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

### **Monitoring Utilization of Funds**

As the Issue size is less than 5,000 Lakh, under the SEBI (ICDR) Regulations, it is not mandatory for us to appoint a monitoring agency.

The utilization of the Net Proceeds will be monitored by our Board and management through its Audit Committee. In compliance with Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company will disclose the application of the Issue proceeds to the Audit Committee on a half-yearly basis. Additionally, on an annual basis, our Company will prepare a statement detailing funds utilized for purposes other than those stated in this Red Herring Prospectus and present it to the Audit Committee. These disclosures will continue until all the proceeds of the Issue have been fully utilized. The statement will be certified by the Statutory Auditors of our Company.

No portion of the Issue proceeds will be paid as consideration to our Promoters, Directors, Key Management Personnel, or companies promoted by the Promoters, except as required in the ordinary course of business or for working capital needs.

### **Variation in Objects**

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

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

### **Other Confirmations**

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

## BASIS FOR OFFER PRICE

*The Price Band, Floor Price and Offer Price will be determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The price band/floor price/offer price has been determined by the issuer in consultation with the book running lead manager, on the basis of book-building. The face value of the Equity Shares is ₹ 10 and Offer Price is ₹ [•] per Equity Shares and is [•] times of the face value. Investors should read the following basis with the sections titled **‘Risk Factors’**, **‘Business Overview’**, **‘Restated Financial Information’** and **‘Management Discussion and Analysis of Financial Condition and Results of Operations’** beginning on page 38, 163, 258 and 263 respectively, of this Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.*

### Qualitative Factors

Some of the qualitative factors and our strengths which form the Basis for Offer Price are:

- Diverse client base with longstanding CDMO relationships;
- Well versed and equipped advanced manufacturing facilities with global accreditations;
- Large and rapidly growing R&D capabilities across our product portfolio;
- Experienced Promoter and management team with strong industry expertise and successful track record;
- Robust Quality Assurance & Control practices;
- Proven Track record of growth and profitability.

For further details regarding some of the qualitative factors, please refer chapter titled **‘Business Overview’** beginning on page 163 of this Red Herring Prospectus.

### Quantitative Factors

The information presented in this section for the Restated Financial Statements of the Company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto. For more details on financial information, investors please refer the chapter titled **‘Restated Financial Information’** beginning on page 258 of this Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

### 1) Basic and Diluted Earnings/Loss Per Share (“EPS”)

| Year ended              | Basic & Diluted |         |
|-------------------------|-----------------|---------|
|                         | EPS (in ₹)      | Weights |
| March 31, 2025          | 7.36            | 3       |
| March 31, 2024          | 6.13            | 2       |
| March 31, 2023          | 3.96            | 1       |
| <b>Weighted Average</b> | <b>6.39</b>     |         |

The Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

#### Notes:

- The face value of each Equity Share is ₹ 10.
- Basic and diluted Earnings per share calculations are in accordance with Indian GAAP and Accounting Standard as applicable and based on the Restated Financial Statement of our Company.
- Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders divided by average no. of equity shares outstanding during the year/period as per Restated Financial Statement
- Weighted Average EPS = Aggregate of Year wise weighted EPS divided by the Aggregate weights i.e.  $[(EPS * Weights) \text{ for each year divided by Total Weights}]$
- The above statement should be read with significant accounting policies and notes on Restated Financial Statement as appearing in the Restated Financial Statements.

### 2) Price Earnings Ratio (“P/E”) in relation to the Price Band of ₹ [•] to ₹ [•] per share of ₹ 10 each fully paid up

| Particulars   | P/E at the lower end of the Price Band (No. of times)* | P/E at the higher end of the Price Band (No. of times)* |
|---|--|---|
| P/E ratio based on Basic and Diluted EPS as at March 31, 2025 | [•]  | [•]   |
| P/E ratio based on Weighted Average EPS as at March 31, 2025  | [•]  | [•]   |

\*To be populated after finalisation of Price Band.

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

| Particulars*   | Industry P/E |
|----------------|--------------|
| Highest        | 48.28        |
| Lowest         | 10.38        |
| <b>Average</b> | <b>29.33</b> |

**Notes:** 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.

### 4) Return on Net worth (RoNW)

| Period/Year ended       | RoNW (%)      | Weight |
|-------------------------|---------------|--------|
| March 31, 2025          | 36.98%        | 3      |
| March 31, 2024          | 48.85%        | 2      |
| March 31, 2023          | 61.76%        | 1      |
| <b>Weighted Average</b> | <b>45.07%</b> |        |

**Notes:**

- Return on Net Worth (%) = Net Profit after taxation and minority interest attributable to equity shareholders of the Company, as restated divided by Net worth as restated as at year/period end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW \* Weight) for each year divided by Total of weights.
- Net worth as per the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- The figures disclosed above are based on the Restated Financial Statements
- The above statement should be read with significant accounting policies and notes on Restated Financial Statement as appearing in the Restated Financial Statements.

### 5) Net Asset Value Per Share (NAV)

| Financial Year   | NAV (in ₹) |
|--|------------|
| Net Asset Value per Equity Shares as at March 31, 2025 | 19.91      |
| Net Asset Value per Equity Shares as at March 31, 2024 | 12.55      |
| Net Asset Value per Equity Share after Offer           |            |
| (i) Floor Price  | [•]        |
| (ii) Cap Price   | [•]        |
| Net Asset Value per Equity Share at Offer Price        | [•]        |

The Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

**Notes:**

- *Net Asset Value per Equity Share has been calculated as net worth, as restated, as at period/year ended divided by Number of outstanding equity shares as at the end of period/year after considering effect of Bonus issue.*
- *The figures disclosed above are based on the Restated Financial Statements*
- *The above statement should be read with significant accounting policies and notes on Restated Financial Statement as appearing in the Restated Financial Statements.*

**6) Comparison of Accounting Ratios with Listed Industry Peers (as of or for the period ended March 31, 2025, as applicable)**

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our business:

| Name of the Company*                | Closing price as on June 10, 2025 (₹)** | Basic and Diluted EPS (₹) | Face Value (₹) | P/E Ratio (times)# | RoNW (%) | NAV Per Share (₹) | Total Income (₹ in lakhs) |
|-------------------------------------|---|---------------------------|----------------|--------------------|----------|-------------------|---------------------------|
| <b>Listed Peer Company</b>          |   |                           |                |                    |          |                   |                           |
| Sudarshan Pharma Industries Limited | 31.85                                   | 0.66                      | 1.00           | 48.28              | 12.45%   | 5.30              | 50,538.39                 |
| Quest Laboratories Limited          | 85.90                                   | 8.28                      | 10.00          | 10.38              | 16.58%   | 49.92             | 10,815.87                 |
| <b>The Company</b>                  |   |                           |                |                    |          |                   |                           |
| Influx Healthtech Limited           | [•]                                     | 7.36                      | 10.00          | [•]                | 36.98%   | 19.91             | 10,498.67                 |

\*\*as per the database available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

#The abovementioned ratios are calculated as at March 31, 2025 and may have changed significantly on the current date.

The Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.



**Notes:**

- P/E ratio has been calculated after considering closing BSE/NSE price of the peer as on June 10, 2025 obtained from BSE and NSE website and the diluted EPS.
- All the financial information for listed industry peers mentioned above is on an audited consolidated basis and sourced from the audited financial statements of the relevant companies for Financial Year 2025, as available on the websites of the Stock Exchanges.
- All the financial information for Influx Healthtech Limited mentioned above is on a consolidated basis from the Restated Financial Statements for the year ended March 31, 2025.
- 

## 7) Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The key financial metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated June 10, 2025. Further, the Audit Committee has on June 10, 2025 taken on record that other than the key financial metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help it in analysing the growth of various verticals in comparison to our Company's peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated June 10, 2025 issued by M/s V. B. Goel & Co., Chartered Accountants, Peer Review Auditors, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated June 10, 2025 issued by M/s V. B. Goel & Co., Chartered Accountants, has been included in '**Material Contracts and Documents for Inspection**' – **Material Documents** – Page 417 of this Red Herring Prospectus.

The KPIs of our Company have been disclosed in the chapters titled '**Business Overview**' beginning on page 163 of this Red Herring Prospectus. We have described and defined the KPIs, as applicable, in '**Definitions and Abbreviations**' beginning on page 5 of this Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter 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 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.

### Key Performance Indicators of our Company

A list of our KPIs for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023 is set out below:

| Particulars             | Financial year ended March 31, 2025 | Financial year ended March 31, 2024 | Financial year ended March 31, 2023 |
|-------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Revenue from Operations | 10,485.36                           | 9,996.51                            | 7,605.65                            |

| Particulars  | Financial year<br>ended March 31,<br>2025 | Financial year<br>ended March 31,<br>2024 | Financial year<br>ended March<br>31, 2023 |
|--|---|---|---|
| Total number of customers served (Nos.)                | 571                                       | 545                                       | 490                                       |
| Foreign currency gain / (loss)                         | (2.22)                                    | 0.07                                      | -   |
| Exports revenue as % of revenue from operations (%)    | 0.58%                                     | 0.26%                                     | 0.03%                                     |
| Cost of goods sold as % of revenue from operations (%) | 73.17%                                    | 75.96%                                    | 79.64%                                    |
| EBITDA   | 2,057.14                                  | 1,695.56                                  | 1,072.34                                  |
| EBITDA margin (%)                                      | 19.62%                                    | 16.96%                                    | 14.10%                                    |
| EBIT   | 1,774.69                                  | 1,510.12                                  | 978.60                                    |
| ROCE (%)   | 49.17%                                    | 65.58%                                    | 78.60%                                    |
| PAT  | 1,336.60                                  | 1,112.80                                  | 719.63                                    |
| PAT margin (%)   | 12.75%                                    | 11.13%                                    | 9.46%                                     |
| ROE (%)  | 36.98%                                    | 48.85%                                    | 61.76%                                    |
| Net working capital days                               | 53  | 29  | 18  |
| Debt to equity ratio (times)                           | 0.01                                      | 0.01                                      | 0.07                                      |
| Fixed asset turnover ratio (times)                     | 5.59                                      | 7.28                                      | 12.02                                     |

The Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

### Key Performance Indicators of peer companies

| Key Financial Performance | Influx HealthTech Limited |                |                | Sudarshan Pharma Industries Limited |                |                | Quest Laboratories Limited |                |                |
|---------------------------|---------------------------|----------------|----------------|-------------------------------------|----------------|----------------|----------------------------|----------------|----------------|
|                           | March 31, 2025            | March 31, 2024 | March 31, 2023 | March 31, 2025                      | March 31, 2024 | March 31, 2023 | March 31, 2025             | March 31, 2024 | March 31, 2023 |
| Revenue from operations   | 10,485.36                 | 9,996.51       | 7,605.65       | 50,250.66                           | 46,556.23      | 46,133.19      | 10,391.49                  | 8,256.28       | 6,164.06       |
| EBITDA                    | 2,057.14                  | 1,695.56       | 1,072.34       | 3,850.27                            | 2,260.45       | 1,469.16       | 1,598.08                   | 1,556.38       | 784.45         |
| EBITDA Margin             | 19.62%                    | 16.96%         | 14.10%         | 7.66%                               | 4.86%          | 3.18%          | 15.38%                     | 18.85%         | 12.73%         |
| Profit for the year (PAT) | 1,336.60                  | 1,112.80       | 719.63         | 1,587.70                            | 1,135.53       | 703.98         | 1,356.53                   | 1,009.39       | 504.49         |
| Profit Margin             | 12.75%                    | 11.13%         | 9.46%          | 3.16%                               | 2.44%          | 1.53%          | 13.05%                     | 12.23%         | 8.18%          |
| Net Worth                 | 3,614.54                  | 2,277.94       | 1,165.15       | 12,749.20                           | 11,161.50      | 10,098.19      | 8,180.34                   | 2,866.81       | 1,509.95       |
| Capital Employed          | 3,636.46                  | 2,310.43       | 1,245.00       | 30,044.75                           | 21,850.50      | 13,507.57      | 11,205.16                  | 3,375.21       | 1,919.63       |

| Key Financial Performance          | Influx HealthTech Limited |                |                | Sudarshan Pharma Industries Limited |                |                | Quest Laboratories Limited |                |                |
|------------------------------------|---------------------------|----------------|----------------|-------------------------------------|----------------|----------------|----------------------------|----------------|----------------|
|                                    | March 31, 2025            | March 31, 2024 | March 31, 2023 | March 31, 2025                      | March 31, 2024 | March 31, 2023 | March 31, 2025             | March 31, 2024 | March 31, 2023 |
| Return On Equity (ROE)             | 36.98%                    | 48.85%         | 61.76%         | 12.45%                              | 10.17%         | 6.97%          | 16.58%                     | 35.21%         | 33.41%         |
| Return on Capital Employed (ROCE)  | 49.17%                    | 65.58%         | 78.60%         | 13.34%                              | 11.04%         | 11.03%         | 17.48%                     | 45.11%         | 39.17%         |
| Total borrowings                   | 21.92                     | 32.48          | 79.85          | 17,295.55                           | 10,689.00      | 3,409.38       | 3,024.82                   | 508.40         | 409.69         |
| Net Debt                           | Nil                       | Nil            | Nil            | 17,256.69                           | 10,675.88      | 2,238.29       | 3,013.53                   | 494.04         | 397.66         |
| Net Debt - Equity Ratio (in times) | NA                        | NA             | NA             | 1.35                                | 0.96           | 0.22           | 0.37                       | 0.17           | 0.26           |
| Net Debt – EBITDA (in times)       | NA                        | NA             | NA             | 4.48                                | 4.72           | 1.52           | 1.89                       | 0.32           | 0.51           |
| Asset Turnover Ratio (in times)    | 5.59                      | 7.28           | 12.02          | 19.45                               | 20.73          | 23.18          | 8.82                       | 8.06           | 6.26           |
| Net Working Capital Days           | 53                        | 29             | 18             | 56                                  | 65             | 64             | 246                        | 91             | 28             |
| COGS as % of revenue               | 73.17%                    | 75.96%         | 79.64%         | 87.42%                              | 91.19%         | 93.41%         | 77.54%                     | 65.08%         | 69.85%         |

*Notes:*

1. *Revenue from Operations* means the Revenue from Operations as appearing in the Restated Financial Statements.
2. *EBITDA* is calculated as Profit before tax + Depreciation + Finance Cost - Other Income.
3. *EBITDA Margin* is calculated as EBITDA divided by Revenue from Operations.
4. *PAT Margin* is calculated as PAT for the period/year divided by revenue from operations.
5. *Net worth* means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.
6. *Capital Employed* is calculated as Net worth + Long Term Borrowings + Short Term Borrowings + Current maturities of long-term borrowings + Interest accrued but not due.
7. *Return on Equity* is ratio of Profit after Tax and Shareholder's equity
8. *Fixed Asset Turnover Ratio* is calculated as Revenue from Operations divided by Fixed Assets.

## 8) WEIGHTED AVERAGE COST OF ACQUISITION

- a) The price per share of our Company based on the primary/new issue of shares (equity/convertible securities).

The details of issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Red Herring 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-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days is as follows:

*There has been no issuance of Equity Shares which is equal to or more than 5% of the fully diluted paid-up share capital of the Company during the 18 months preceding the date of this Red Herring Prospectus.\**

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

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

The details of secondary sale/acquisition of whether equity shares or 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 Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue 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 are disclosed below:

*There has been no secondary sale/acquisition of Equity Shares 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 Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days*

**c) Price per share based on last five primary or secondary transactions:**

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

| Date of Transfer | Name of Transferor                 | Name of Transferee                     | No of Securities | Face Value (₹) | Nature of Consideration | Transfer Price per Security (₹)* |
|------------------|------------------------------------|--|------------------|----------------|-------------------------|----------------------------------|
| April 21, 2022   | Ms. Shirin Munir Ahmed Chandniwala | Mr. Abdul Ganee Abdul Raul Chandniwala | 1                | 10             | Cash                    | 2.48                             |
| April 21, 2022   | Ms. Shirin Munir Ahmed Chandniwala | Mr. Saeed Abdul Ganee Chandniwala      | 1                | 10             | Cash                    | 2.48                             |

| Date of Transfer   | Name of Transferor                 | Name of Transferee            | No of Securities | Face Value (₹) | Nature of Consideration | Transfer Price per Security (₹)* |
|--|------------------------------------|-------------------------------|------------------|----------------|-------------------------|----------------------------------|
| April 21, 2022   | Ms. Shirin Munir Ahmed Chandniwala | Ms. Nafisa Saeed Chandniwala  | 1                | 10             | Cash                    | 2.48                             |
| April 21, 2022   | Ms. Shirin Munir Ahmed Chandniwala | Mr. Moiz Mahamadi Palgharwala | 1                | 10             | Cash                    | 2.48                             |
| April 21, 2022   | Ms. Shirin Munir Ahmed Chandniwala | Mr. Ashish Ghanshyam Shah     | 1                | 10             | Cash                    | 2.48                             |
| July 29, 2024  | Ms. Shirin Munir Ahmed Chandniwala | Mr. Brijmohan D Goel          | 13               | 10             | Cash                    | 12.60                            |
| July 29, 2024  | Ms. Shirin Munir Ahmed Chandniwala | Ms. Sangeeta Kasliwal         | 19               | 10             | Cash                    | 12.60                            |
| <b>Weighted Average Cost of Acquisition (WACA) (Secondary Transactions) (₹ per equity share)</b> |                                    |                               |                  |                |                         | <b>11.23</b>                     |

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

Further the company has made Bonus allotment of 1,81,25,000 equity shares on 31.07.2004:

| Date of Allotment  | No. of equity shares allotted | Face Value (₹) | Issue Price (₹) | Nature/ Reason of allotment | Nature of Consideration | Total Consideration |
|--|-------------------------------|----------------|-----------------|-----------------------------|-------------------------|---------------------|
| July 31, 2024  | 1,81,25,000                   | 10             | NIL             | Bonus Allotment             | Other than Cash         | Nil                 |
| <b>Weighted Average Cost of Acquisition (WACA) (Primary Transactions) (₹ per equity share)</b> |                               |                |                 |                             |                         | <b>Nil</b>          |

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

| Types of Transactions   | Weighted average cost of acquisition (₹ per Equity Share) | Floor price in ₹ [•] <sup>#</sup> | Cap price in ₹ [•] <sup>#</sup> |
|---|---|-----------------------------------|---------------------------------|
| Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a | -   | [•]                               | [•]                             |

| Types of Transactions  | Weighted average cost of acquisition (₹ per Equity Share) | Floor price in ₹ [•] <sup>#</sup> | Cap price in ₹ [•] <sup>#</sup> |
|--|---|-----------------------------------|---------------------------------|
| single transaction or multiple transactions combined together over a span of rolling 30 days.  |   |                                   |                                 |
| Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | -   | [•]                               | [•]                             |

<sup>#</sup>Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Red Herring Prospectus. To be updated at the Prospectus stage.

**Explanation for Offer Price/Cap Price being [•] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out above) along with our Company's key performance indicators and financial ratios for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023.**

[•]\*

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

**Explanation for Offer Price/Cap Price being [•] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares in view of the external factors which may have influenced the pricing of the Offer.**

[•]\*

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

**The Offer Price is [•] times of the face value of the Equity Shares**

The Offer Price of ₹ [•] has been determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of the demand from investors for the Equity Shares through the Book Building process. Our Company is justified of the Offer Price in view of the above qualitative and quantitative parameters. Bidders should read the above-mentioned information along with '**Risk Factors**', '**Business Overview**', '**Restated Financial Information**' and '**Management Discussion and Analysis of Financial Position and Results of Operations**' beginning on page 38, 163, 258 and 263 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the '**Risk Factors**' beginning on page 38 of this Red Herring Prospectus and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE TAX BENEFITS

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

Dear Sirs/Madam,

We hereby confirm that the enclosed annexure, prepared by Influx HealthTech Limited (Formerly known as Influx HealthTech Private Limited) (the “Company”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income tax Act, 1961 (“Act”) as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

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

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

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



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

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

Sd/-

**(Vikas Goel)**

Partner

Membership No.: 39287

UDIN: 25039287BMIJKO8939

Date: June 10, 2025

Place: Mumbai

## **ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS**

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

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

Special Tax Benefits available to the Company under the Act:

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

Special Tax Benefits available to the shareholders of the Company:

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

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

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

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

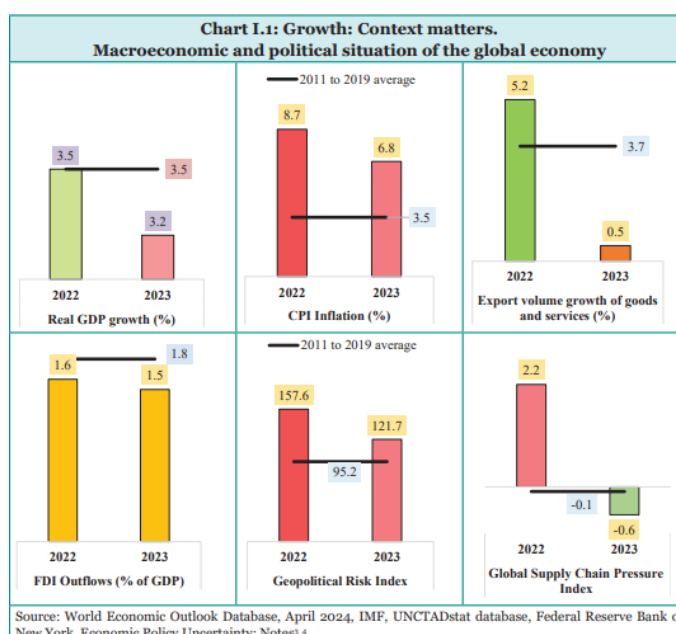
## SECTION V - ABOUT THE COMPANY

### INDUSTRY OVERVIEW

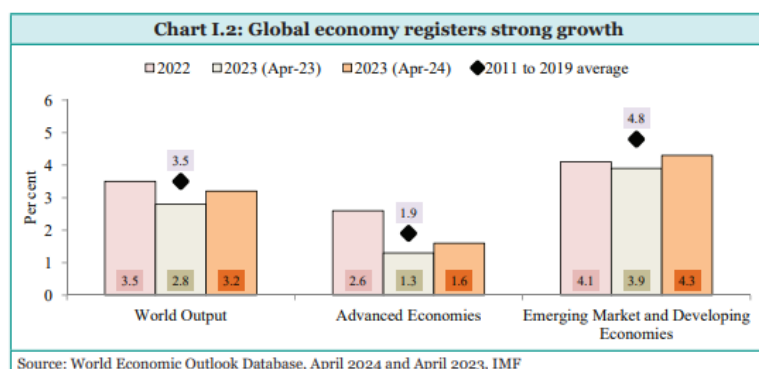
*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified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

### GLOBAL ECONOMIC SCENARIO

After a year marked by global uncertainties and volatilities, the global economy achieved greater stability in 2023. While uncertainty stemming from adverse geopolitical developments remained elevated, global economic growth was surprisingly robust. As per the World Economic Outlook (WEO), April 2024 of the International Monetary Fund (IMF), the global economy registered a growth of 3.2 per cent in 2023, though marginally lower than in 2022 and average for 2011-19 but higher compared to the projection of 2.8 per cent as per the April 2023 WEO5. The context in which the growth of 3.2 per cent in 2023 has been achieved is markedly different compared



to the 2011-19 period. Inflationary pressures have been significantly higher on account of the persistence of core inflation. Global trade moderated due to rising geopolitical tensions, cross-border restrictions and slower growth in advanced economies (AEs). The muted trade growth occurred despite the easing of supply chain pressures. Further, geopolitical developments and monetary policy changes across countries resulted in increased caution among investors, culminating in moderation in foreign



direct investment (FDI) flows.

Both emerging market economies (EMEs) and AEs achieved higher growth in 2023 than projected a year ago. Almost all major economies have surpassed the pre Covid-19 pandemic (hereinafter as pandemic) real gross domestic product (GDP) levels in 2023.

However, growth has been diverse across countries, raising prospects of increasing divergences. Some economies, including India and China, have attained GDP levels 20 per cent higher in 2023 compared to 2019 levels. Among AEs, the US witnessed continued growth momentum. However, economic activity remains subdued in the Euro area, although the magnitude of the downturn

**Chart I.3: All major economies have surpassed pre-pandemic GDP levels**

|                | Year in which crossed pre pandemic GDP (constant prices, national currency) | Ratio of GDP (constant prices, national currency) in 2023 to corresponding level in 2019 |
|----------------|---|--|
| Brazil         | 2021  | 107  |
| China          | 2020  | 120  |
| France         | 2022  | 102  |
| Germany        | 2022  | 101  |
| India          | 2021  | 120  |
| Indonesia      | 2021  | 112  |
| Italy          | 2022  | 103  |
| Japan          | 2023  | 101  |
| Mexico         | 2022  | 104  |
| South Africa   | 2022  | 101  |
| Thailand       | 2023  | 100  |
| United Kingdom | 2022  | 102  |
| United States  | 2021  | 108  |

Source: World Economic Outlook Database, April 2024, IMF, National Accounts Statistics, Ministry of Statistics and Programme implementation; Note: In IMF data, for India 2021 represents 2021-22 (FY22)

has eased. The stark difference in the economic performance of countries has been on account of domestic structural issues, uneven exposure to geopolitical conflicts and the impact of monetary policy tightening. The economic shocks resulting from the Russia-Ukraine conflict had an outsized impact on Europe, leading to subdued growth in large countries like Germany and France. The US also faced high inflationary pressures and consequently raised the policy rates substantially. But, the pass-through to outstanding household mortgages was limited on account of the high share of fixed-rate mortgages and corporate debt being termed out at fixed rates, limiting the impact of higher policy rates on economic activity. India registered a steep decline in economic growth during the pandemic but recovered swiftly, aided by strong private consumption and government impetus to infrastructure investment. China, on the other hand, had only a slight moderation in growth during the pandemic on account of swift policy actions, including a high vaccination rate<sup>8</sup>, but growth has slowed subsequently due to structural issues. Japan, post-pandemic, went through subdued growth but is expected to turn around in 2024, driven by a weak yen and improved consumer spending.

Source: <https://www.indiabudget.gov.in/economicsurvey/>

## FOREIGN DIRECT INVESTMENT (FDI) IN INDIA

Foreign Direct Investment (FDI) stands as a key catalyst for India's economic growth, constituting a substantial non-debt financial reservoir for the nation's developmental endeavours. International corporations strategically invest in India, capitalizing on the country's unique investment incentives, including tax incentives and relatively competitive labour costs. This not only facilitates the acquisition of technological expertise but also fosters job creation and various ancillary advantages. The influx of these investments into India is a direct result of the government's proactive policy framework, a dynamic business environment, improving global competitiveness, and a burgeoning economic influence.

The Indian government has implemented a range of policies and initiatives to enhance Foreign Direct Investment (FDI) in the country. Notable efforts include the "Make in India" campaign, which focuses on simplifying procedures and promoting a favourable investment climate across sectors. Liberalization of FDI policies, particularly in retail, defence, insurance, and single-brand retail trading, has been a key strategy. The Goods and Services Tax (GST) implementation has improved transparency, while Special Economic Zones (SEZs) provide dedicated spaces with tax incentives. India's FDI inflows reached record levels, at US\$ 84.84 billion during 2021-22.

Service sector, Computer software and hardware and Trading were the major receivers of FDI. According to the World Investment Report 2023, India emerged as the FDI powerhouse and secured the third-highest investment for the greenfield projects. The total amount of FDI inflows received during (April 2000-September 2024) was US\$ 708.65 billion. This FDI has come from more than 170 countries that have invested across 33 UTs and States and 63 sectors in the country.

## Market Size

India's FDI inflows have increased ~20 times from 2000-01 to 2023-24. According to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at US\$ 1.03 trillion between April 2000-September 2024, mainly due to the government's efforts to improve the ease of doing business and easing of FDI norms. The total FDI inflow into India from July 2024 to September 2024 stood at US\$ 19.8 billion and FDI equity inflow for the same period stood at US\$ 13.6 billion.



From April 2000-September 2024, India's service sector attracted the highest FDI equity inflow of 16.0 % amounting to US\$ 115.18 billion, followed by the computer software and hardware industry at 15.0%, amounting to US\$ 107.07 billion, trading at 7.0% (US\$ 46.2 billion), telecommunications at 6.0% (US\$ 39.4 billion), and automobile industry at 5.0% (US\$ 37.2 billion).

India also had major FDI inflows during April 2000-September 2024, coming from Mauritius at US\$ 177.18 billion with a total share of 25%, followed by Singapore at 24% (US\$ 167.47 billion), the USA at 10% (US\$ 66.77 billion), the Netherlands at 7% (US\$ 52.26 billion), and Japan at 6% (US\$ 43.11 billion).

The state that received the highest FDI equity inflow during October 2019-September 2024, was Maharashtra (US\$ 82.63 billion) at 31%, followed by Karnataka (US\$ 54.57 billion) at 21%, Gujarat (US\$ 43.15 billion) 16%, Delhi (US\$ 34.92 billion) 13%, and Tamil Nadu (US\$ 12.56 billion) 5%. India was the third largest recipient of greenfield projects with 1,008 greenfield project announcements as per the World Investment Report 2023. The number of international project finance deals in India also increased by 64%, making it the recipient of the second largest number of international project finance deals.

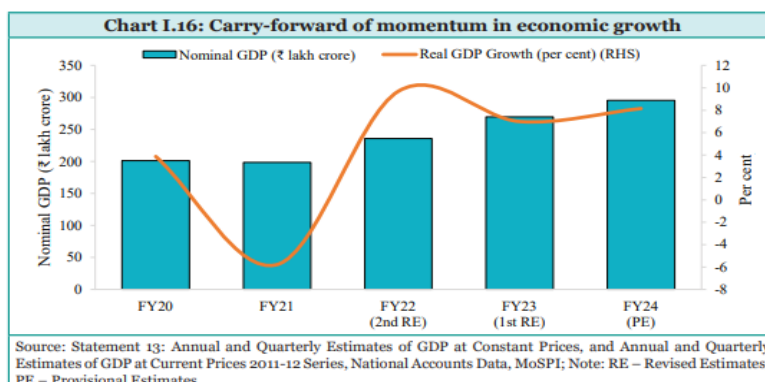
In 2022 (until August 2022) India received 811 Industrial Investment Proposals which were valued at US\$ 42.78 billion (Rs. 352,697 crore). Cumulatively, the total amount of Industrial investment proposals for 2022 increased to US\$ 298 billion (Rs. 23.6 lakh crore) as compared to US\$ 169.5 billion (Rs. 13.8 lakh core) in the previous year.

During FY23, FDI inflow of US\$ 71.35 billion was reported while during FY24, FDI worth US\$ 70.95 billion has been reported on provisional basis.

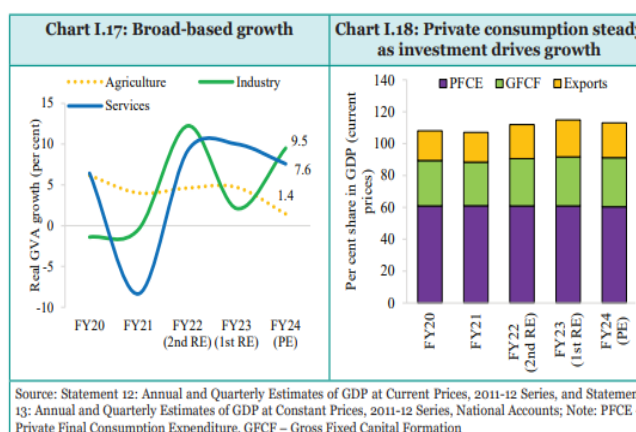
Source: <https://www.ibef.org/economy/foreign-direct-investment>

## A RESILIENT DOMESTIC ECONOMY

India's economy carried forward the momentum it built in FY23 into FY24 despite a gamut of global and external challenges. The focus on maintaining macroeconomic stability ensured that these challenges had minimal impact on India's economy. As a result, India's real GDP grew by 8.2 per cent in FY24, posting growth of over 7 per cent for a third consecutive year, driven by stable consumption demand and steadily improving investment demand. On the supply side, gross value added (GVA) at 2011-12 prices grew by 7.2 per cent in FY24, with growth remaining broad-based. Net taxes at constant (2011-12) prices grew by 19.1 per cent in FY24, aided by reasonably strong tax growth, both at the centre and state levels and rationalisation of subsidy expenditure. This led to the difference between GDP and GVA growth in FY24



The shares of the agriculture, industry and services sector in overall GVA at current prices were 17.7 per cent, 27.6 per cent and 54.7 per cent respectively in FY24. GVA in the agriculture sector continued to grow, albeit at a slower pace. Erratic weather patterns during the year and an uneven spatial distribution of the monsoon in 2023 impacted overall output. This is reflected in the marginal decline in total foodgrain output for FY24 of 0.3 per cent as per the third advanced estimate of foodgrain production released by the Ministry of Agriculture and Farmers' Welfare (MoAFW).



Within the industrial sector, manufacturing GVA shrugged off a disappointing FY23 and grew by 9.9 per cent in FY24. Manufacturing activities benefitted from reduced input prices while catering to stable domestic demand. The input price advantage was reflected in the subdued growth in the Wholesale Price Index (WPI) inflation, which led to a deflator of (-)1.7 per cent for the manufacturing sector during FY24. Manufacturers also passed on the reduction in input prices to consumers, reflected in the sustained decline in the core consumer price inflation. The strength of manufacturing is further corroborated by the strong performance of the HSBC India PMI for manufacturing, which consistently remained well above the threshold value of 50, indicating sustained expansion and stability in India's manufacturing sector. Construction activities displayed increased momentum and registered a growth of 9.9 per cent in FY24 due to the infrastructure buildout and buoyant commercial and residential real estate demand.

Source: <https://www.indiabudget.gov.in/economicsurvey/>

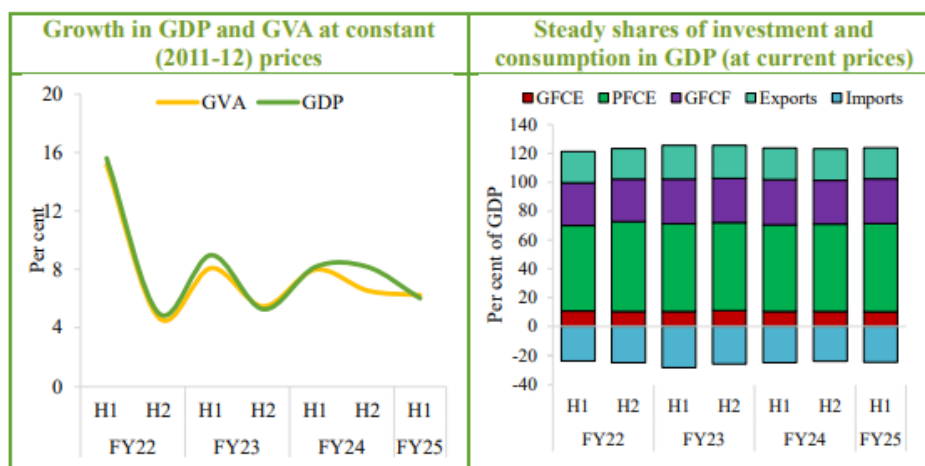


## Domestic economic development

India's real GDP grew 5.4 per cent during Q2 of FY25 and 6 per cent for H1 of FY25. The slowdown was mainly concentrated in some manufacturing sections compared to the previous quarter. On the demand side, private final consumption expenditure (PFCE) at constant (2011-12) prices grew by 6 per cent in Q2 of FY25, resulting in 6.7 per cent growth in H1 of FY25. Consumption remained strong, with its share in GDP (at current prices) rising from 60 per cent in H1 of FY24 to 61.2 per cent in H1 of FY25.

Consumption growth was driven by sustained rural demand, even though urban

demand softened in Q2 of FY25. Indicators of rural demand such as 2-wheeler sales, 3-wheeler sales, and tractor sales grew by 14.0 per cent<sup>1</sup>, 7.6 per cent<sup>2</sup> and 4.33 per cent YoY, respectively, in April-November 2024.



Investment, as represented by gross fixed capital formation (GFCF) at current prices, remained steady at 30.8 per cent of GDP in Q2 of FY25 and 31 per cent of GDP in H1 of FY25. The year-on-year (YoY) growth in GFCF at constant (2011-12) prices was 5.4 per cent in Q2 of FY25 as compared to 7.5 per cent in the previous quarter. The moderation in investment growth in Q2 of FY25 can be traced to two reasons: (a) the softening of capex growth at different levels of the government on account of the general elections and multiple state elections, and (b) private sector capital formation in FY25 so far being affected by the domestic political timetable, global uncertainties, excess capacity and fears of dumping in India, leading to some slowdown in private capex spending. However, there are encouraging signs of capital formation growth rebounding. In July – October 2024, Union Government capital expenditure grew by 6.3 per cent.

The Union Government also eased cash management guidelines<sup>4</sup> in a bid to boost expenditure. Early results of the RBI's Order Books, Inventory, and Capacity Utilisation Survey (OBICUS) show that the seasonally adjusted capacity utilisation in manufacturing firms was 74.7 per cent in Q2 of FY25, above the long-term average of 73.8 per cent.<sup>5</sup> A private sector report's<sup>6</sup> analysis of a sample of capital goods companies indicates that the order books of these companies have registered a sharp increase of 23.6 per cent in FY24 against a CAGR of 4.5 per cent in the preceding four years. Moreover, in H1 of FY25, there has been a growth of 10.3 per cent compared to the end of FY24. The increasing order book trend of the capital goods sector and the recovering trend of the infrastructure sector suggest optimism about further capital spending by businesses in other sectors as well, creating a positive feedback loop.

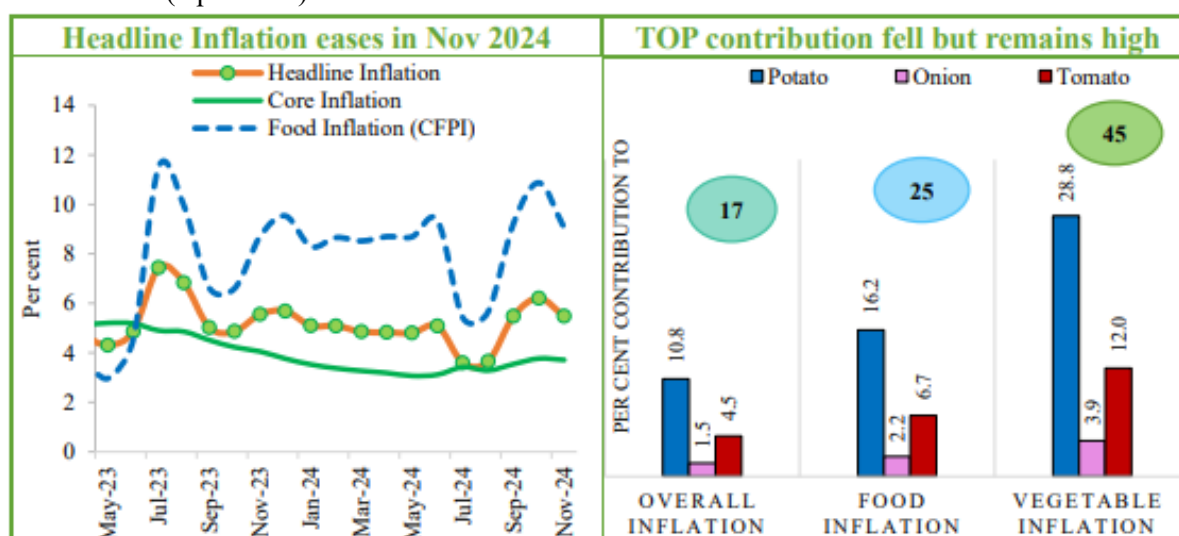
## Inflationary pressures softened in November 2024

Retail inflation softened to 5.5 per cent in November 2024 from 6.2 per cent in October 2024, propelled by lower food and core inflation. Food inflation moderated to 9 per cent in November from 10.9 per cent in October, majorly driven by a fall in vegetable inflation, though it remains in double digits.



Further, government measures to prevent the hoarding of major pulses and subsidised selling of pulses under the Bharat brand have been effective, with pulses inflation easing by 200 basis points to 5.4 per cent in November from October. On the other hand, the inflation rate in ‘oils & fats’ increased from 9.6 per cent in October to 13.3 per cent in November as global inflation in vegetable oils based on the FAO index is in double digits. Inflation in the fuel & light group continued in the deflationary zone for the 15th consecutive month. Core inflation also eased slightly to 3.7 per cent in November 2024.

Overall, headline inflation in FY25 (Apr-Nov) was lower at 4.9 per cent compared to 5.5 per cent in the corresponding period of the previous year. Core inflation stood at 3.4 per cent, 1.4 per cent lower than last year's corresponding period. However, food inflation increased to 8.3 per cent compared to 6.9 per cent in FY24 (April-Nov).



Source:- [https://dea.gov.in/sites/default/files/Monthly%20Economic%20Review\\_November%202024.pdf](https://dea.gov.in/sites/default/files/Monthly%20Economic%20Review_November%202024.pdf)

## NUTRACEUTICALS INDUSTRY

Nutraceuticals are gaining importance owing to the current pandemic situation and increasing focus on overall health. Nutraceuticals include products, which help in maintaining immunity and prevent diseases. It also includes products that support the optimal functioning of the human body. Poor nutrition plays an important role in lifestyle-related disorders as well. Various nutraceuticals have exhibited therapeutic potential, hence gaining popularity. Nutraceuticals are mainly categorized into dietary supplements and functional foods. With multiple factors contributing to the growth of nutraceutical industry in India, we are marching toward global leadership in nutraceuticals. Food Safety and Standards Authority of India (FSSAI) is solely responsible for regulating the approvals, promotions, and labeling standards for health supplements and nutraceuticals. As the understanding of these nutraceuticals is improving, the regulations are becoming stricter and there is a pressing need to monitor the usage of such products regularly and stringently. Nutrivigilance and phytovigilance are relatively new concepts in our country; however, regulatory authorities need to proactively observe the adverse effects and issues related to substandard and counterfeit nutraceutical products. Healthcare professionals including pharmaceutical physicians can play an important role in safeguarding the population by advocating the rational use of nutraceuticals, food supplements, and consumer health products.

The word nutraceuticals contains “nutrition” and “pharmaceuticals.” The term “nutraceutical” was initially devised by Dr. Stephen DeFelice, originator of the Foundation of Innovation Medicine,

Crawford, New Jersey, in 1989. Now, the old proverb “an apple day keeps a doctor away” has become “a nutraceutical a day keeps the doctor away.” The idea of nutraceuticals has evolved in the last three decades. Considering the growing importance of nutraceuticals, we present this narrative review of its usage, rationale, growth potential, regulatory scenario, and future challenges with the ever-increasing use of nutraceuticals in India. We also explored the expanding responsibility of pharmaceutical physicians to regulate the rational use of nutraceuticals, its promotion, and vigilance for adverse events due to such products.

## **Nutraceuticals and rationale for its use**

Dietary components assume critical importance in health and disease pathophysiology. Most of the lifestyle-related disorders are related to diet, for example, obesity, hypertension, and diabetes. Poor nutritional status leads to poor immunity making the individual susceptible to various infections. Nutritional deficiencies are also common in developing countries such as India, which has led to the development of national healthcare programs for diseases such as anemia, goiter, and blindness. Fortification of table salt with iodine and wheat flour with folic acid has been utilized to counter iodine deficiency and iron deficiency for a long time in our country. The results of these healthcare programs highlighted the importance of fortified foods, nutraceuticals, and their role in well-being. With advances in science and innovative technologies, new ways of enriching food have evolved. Now, our understanding of nutraceuticals and their role as preventive and therapeutic treatments has much improved.

The government of India has focused on improving the nutritional status of its citizen. The coronavirus disease 2019 (COVID-19) pandemic situation has highlighted the interdependence of nutritional status and economic status of our country. The lessons from the pandemic are likely to enhance the attention and importance of nutrition in public health programs, healthcare strategies, and schemes than ever before to prevent disease. This pandemic has also led to a shift in consumer behavior with the focus on health and well-being. The focus on enhancing one’s immunity has increased significantly. It augurs well coupled with rich heritage of herbal and Ayurveda medicine that our country has. With agriculture being one of the biggest industries in India, there is abundant availability of raw materials and ingredients for nutraceuticals and food supplements. Furthermore, there are other innovative sources such as marine environment being explored for nutraceuticals and health supplements. There is enough skilled manpower, manufacturing expertise, and excellence, which can fast-track the growth of nutraceutical industry in India.

## **Indian nutraceutical market — A breakthrough success story**

The nutraceutical market in India is evolving and is estimated to reach USD 18 billion by the end of 2025 as compared to USD 4 billion by end of 2020. So it is more than four times growth in a span of five years. The interest of foreign investors in the nutraceutical market has gone up significantly due to the opening of 100% Foreign Direct Investment (FDI) in the nutraceutical and food supplement manufacturing sector, and such companies can also sell their products through wholesale, retail, or e-commerce platform. Thus, the FDI has increased from USD 131.4 million in 2012 to USD 584.7 million in 2019. With such phenomenal growth, India is poised to be a global leader in nutraceuticals.

## **Regulation of nutraceuticals in India**

Currently, the Food Safety and Standards Authority of India (FSSAI) regulates the standards for health supplements and nutraceuticals. The FSSAI defined regulatory guidelines for the approval of

nutraceuticals in India. These guidelines cover eight categories of functional foods. To avoid confusion between categories of nutraceuticals, FSSAI issued a guidance note on August 28, 2020. It clarifies that health supplements are intended to supplement the normal diet of a person with one or more nutrients with known benefits. Foods for special dietary use (FSDU) are specially processed or formulated to satisfy dietary requirements for specific ailments. Foods for special medical purposes (FSMP) are intended for exclusive or partial feed to people with digestive issues.

Nutraceuticals are naturally occurring ingredients that are extracted, isolated, and purified from food or non-food sources, which when consumed provide physiological benefits and maintain the good health of the recipients. Health supplements and nutraceuticals are targeted for the healthy population with age above five years and above two years, respectively. However, the FSDU and FSMP are for people with specific requirements with age above two years.

Source: <https://pmc.ncbi.nlm.nih.gov/articles/PMC10353663/>

## INDIA'S NUTRACEUTICAL INDUSTRY

The global nutraceutical market is currently estimated at around \$400 billion, blending the fields of food, pharmaceuticals, and biotechnology. India stands out as a key player, supported by its rich heritage of traditional knowledge, especially in Ayurveda, and a unique ecosystem that fosters growth in this sector. However, India's share remains under 2% globally, primarily due to a lack of defined industry classification within Indian ministries, limiting targeted sector support.

Recognizing the sector's immense potential, the Council of Scientific and Industrial Research (CSIR) constituted a Nutraceutical Sector Task Force (TF) in November 2021 under the chairmanship of the Principal Scientific Adviser to the Government of India. This Task Force includes representatives from various ministries, including the Department of Commerce, the Department of Pharmaceuticals, the Food Safety and Standards Authority of India (FSSAI), the Ministry of AYUSH, and the Ministry of Food Processing. The TF also includes significant industry representation, ensuring that industry concerns and challenges are directly addressed. The Task Force's mandate includes proposing policy measures to address challenges and drive initiatives toward the "Harmonized System of Nomenclature" and other international standards.

### Key advantages for India in the nutraceutical industry include:

- A longstanding history in health science, especially Ayurveda, offering unique traditional knowledge.
- The presence of 52 agroclimatic zones, making India ideal for cultivating medicinal plants.
- A robust hub of over 1,700 medicinal plants, including globally recognized curcumin, bacopa and ashwagandha, awaiting modern scientific validation.
- Expertise in pharmaceutical formulation, influencing high-quality nutraceutical standards.
- A thriving startup ecosystem and a growing number of successful nutraceutical companies catalysing sectoral growth.

The TF's initiatives have led to significant advancements, including:

- **Introduction of HSN Codes:** Development of the first-ever Harmonized System of Nomenclature codes for streamlined trade.

- **PLI Scheme:** Creation of the first-ever Production-Linked Incentive (PLI) scheme for nutraceuticals.
- **Nutraceutical Industry Panel:** Formation of a dedicated nutraceutical industry panel under SHEFEXIL (Shellac & Forest Products Export Promotion Council) to enhance regulatory and export support.
- **Compliance and Export Initiatives:** SHEFEXIL has recommended nutraceuticals remain classified as food products under FSSAI's jurisdiction. Additionally, nutraceutical exporters are now included in the Remission of Duties and Taxes on Export Products (RoDTEP) Scheme, aligned with the Biodiversity Act 2023, to offset export costs and ensure EU compliance.

India has also prioritized infrastructure support, with nutraceutical incubation hubs and centers of excellence. NIFTEM-Kundli, Centurion University, and AIC-CSIR-CCMB have developed hubs fostering innovation, while the Kerala government inaugurated the first government-backed Nutraceutical Centre of Excellence in 2024.

Through the Department of Commerce, India has showcased its nutraceutical strengths at global trade fairs, enhancing visibility and forging connections with international stakeholders. The collaboration between the Task Force and the Central Board of Indirect Taxes and Customs (CBIC) is working toward a unique HSN code to streamline exports and simplify customs procedures.

With these strategic initiatives, India's nutraceutical sector is set for unprecedented growth. India aims to position itself as a global leader in nutraceuticals, combining traditional knowledge with modern science to attract global partnerships and investments.

Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2071412>

### India's Nutraceutical Market Growth:

- India's nutraceutical market is prepped to be a global leader at USD 4-5 billion. It is expected to grow approximately USD 18 billion by 2025.
- The dietary supplements market in India is valued at USD 3924.44 million in 2020 and reports say that it will reach USD 10,198.57 million by 2026 that is 22% growth rate year on year.
- The ongoing pandemic and the rising importance about preventive healthcare has led to the exponential growth of this sector.
- Indian population has begun to believe in immunity-boosting supplements and has led to a significant shift in buying patterns and market behaviour. Vitamin capsules, chewable tablets and gummies are examples of the open-minded buying behaviour of consumers of healthcare products.

### Rise of Preventative Healthcare

- Preventive healthcare has become an important line of defence during the pandemic proving the nutraceuticals sector to be a strong economic partner to the people.
- Even after the pandemic severity has minimized, nutraceuticals purchases are soaring. The second wave proved that the nutraceutical sector has built and will continue to grow its presence in the market.

- The global market for nutraceuticals is huge at approximately USD 117 billion, the Indian nutraceutical industry can step up to combat health issues in India amidst ongoing pandemic and significantly contribute to India's Gross Domestic Product (GDP).
- The consumption of potential nutrients and micro-nutrients like Vitamin A, Vitamin D, Vitamin C, folate, selenium, zinc, etc. has substantially increased for better immunity.
- According to a study by Nutrition and Dietary Supplements, many ingredients can be included in daily diet to possibly gain immunity or protection against coronavirus. Polyphenols, leguminous seeds containing plant protease inhibitors, as well as proteins, such as whey protein could be incorporated into the daily diet.

Source: <https://www.foodprocessingindia.gov.in>

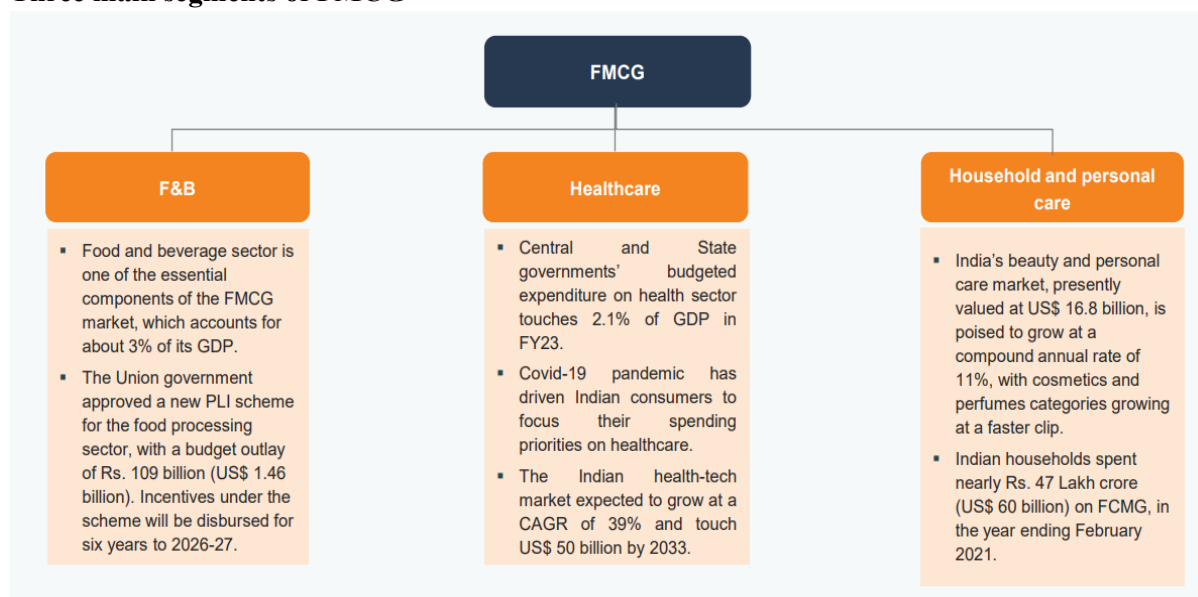
## **COSMETIC AND HOUSEHOLD INDUSTRY**

The FMCG sector in India expanded due to consumer-driven growth and higher product prices, especially for essential goods. FMCG sector provides employment to around 3 million people accounting for approximately 5% of the total factory employment in India. FMCG sales in the country grew 7-9% by revenues in 2022-23. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and growth of e-commerce platforms. Resilience needs to be the key factor in the manufacturing process, daily operations, retail and logistic channels, consumer insights and communication that will help FMCG companies to withstand the test of time and create more value for consumers in the long run. India's Fast-Moving Consumer Goods (FMCG) sector grew 7.5% by volumes in the April-June 2023 quarter, the highest in the last eight quarters, led by a revival in rural India and higher growth in modern trade.

CRISIL forecasts 7-9% revenue growth for the FMCG sector in the current FY25, driven by increased volume and rural demand recovery. Fast-moving Consumer Goods (FMCG) sector is India's fourth-largest sector and has been expanding at a healthy rate over the years because of rising disposable income, a rising youth population, and rising brand awareness among consumers.

Total revenue of FMCG market is expected to grow at a CAGR of 27.9% through 2021-27, reaching nearly US\$ 615.87 billion. In 2022, urban segment contributed 65% whereas rural India contributed more than 35% to the overall annual FMCG sales. Good harvest, government spending expected to aid rural demand recovery in FY24. The sector had grown 8.5% in revenues and 2.5% in volumes last fiscal year. In the January-June period of 2022, the sector witnessed value growth of about 8.4% on account of price hikes due to inflationary pressures. In third quarter of FY23, the FMCG sector clocked a value growth of 9.0% YoY — lower than the 9.2% YoY value growth seen in third quarter of FY22.

## Three main segments of FMCG



***With household and personal care accounting for 50% of FMCG sales in India, the industry is an important contributor to India's GDP.***

Over the last decade, India has seen consistent growth in the personal care and cosmetics market with increasing shelf space in boutiques and retail stores across the country. Many multinational brands have entered the Indian market, primarily aided by dedicated support structure and their respective pricing strategies. The Indian cosmetics industry is majorly categorised into skin care, hair care, oral care, fragrances, and colour cosmetics segments. The overall market share is expected to grow to US\$ 20 billion by 2025 with a Compound Annual Growth Rate (CAGR) of 25%. On the other hand, the global cosmetics industry is growing at 4.3% CAGR and will reach US\$ 450 billion by 2025.

By 2025, along with this growth, India will constitute 5% of the total cosmetics market and reach the top five global markets in terms of revenue. Additionally, the market will continue to rise strongly due to consumers' growing choice of speciality cosmetic products such as organic, herbal, and ayurvedic items. Colour cosmetics, perfumes, specialised skin care, hair care, and makeup cosmetics are the main industries predicted to increase. The market competition for domestic brands is increasing due to a growing number of international companies entering the Indian personal care and cosmetics market. The Indian beauty market continues to be one of the fastest-growing ones in the entire world. India is one of the most attractive countries for multinational corporations aiming to increase their market share, with a population of over a billion people and rising disposable income.

Indian businesses looking to access this market still face difficulties, notwithstanding this development. For instance, the Indian beauty sector has undergone a substantial amount of consolidation in recent years as huge global businesses have tried to tap into the lucrative market. This has led to a more competitive environment where many smaller competitors struggle to stay competitive and maintain business growth.

## Future Growth of the Cosmetic Industry in India

One of the sectors with the highest growth in India is the beauty industry, which is predicted to continue expanding in the years to come. Manufacturing and distributing cosmetics, beauty items, appliances, and services are all included in this industry. As more people use the potential of the beauty industry in



their daily routine for skincare and haircare instead of visiting doctors or taking medications, the beauty sector is no longer just about beauty and make-up; it is also threatening the treatment solution industry. India's beauty, cosmetics and grooming market will reach US\$ 20 billion by 2025. The market share of organised and unorganised will be 44:55 by 2025 from the existing ratio of 25:75.

The beauty industry in India will experience growth in the upcoming years. The passion for skincare and beauty among Generation Z has over time changed this business. With full access to social media to communicate their demands and obtain the goods and services they want; Gen Z is significantly more demanding in terms of goods and services. This is making it more difficult for all the beauty brands to compete and succeed. The COVID era has seen the industry shifting from offline stores to online sites leading to discontinuation of the premium products. Offering customised products could assist businesses in drawing in more clients because consumers are more likely to buy from companies that will meet their needs and supply goods that match their preferences. Customers frequently favour firms that can deliver the same services to them at home or that can create products specifically for them.

Natural and organic cosmetics are the main emphasis of India's cosmetics business going forward. It demonstrates a greater understanding of the negative skin-damaging consequences of cosmetics based on chemicals. India is blessed with natural cosmetics; thus, it is commendable that this age is gravitating towards them. The cosmetics sector in India has changed dramatically in recent years. It is quite amazing how quickly a market can develop into one of the most active cosmetic industries in the world. The Indian cosmetics sector is poised to surpass even more amazing milestones in the future with a compound annual growth rate (CAGR) that constantly exceeds averages for the rest of the world.

The shifting consumer landscape is one of the most compelling forces behind this expansion. More so than ever before, Indians are discriminating and quality-conscious. The market for cosmetics is expanding as disposable incomes grow and urbanisation quickens. Players in the industry, both established and new, will benefit greatly from this growth. The landscape of the cosmetic industry has changed significantly because of the digital revolution. Consumers throughout the country now have easy access to various products thanks to e-commerce platforms. Anyone with an internet connection may now shop for cosmetics with unparalleled ease, from crowded cities to far-flung villages.

Additionally, firms are now able to connect deeply with their target demographic owing to digital marketing methods. Particularly social media has developed into a potent tool for firms to engage and communicate with consumers. As technology develops and the internet becomes more widely used in India, this trend is expected to intensify.

Source:- <https://www.ibef.org/research/case-study/growth-of-the-cosmetic-industry-in-india>

## **AYURVEDIC INDUSTRY**

Ayurveda, an ancient health system originating from India, has a longstanding history. It revolves around using plants and herbs to maintain health and prevent illnesses. Beyond a mere medicinal approach, Ayurveda embodies a lifestyle that enables individuals to nurture themselves by aligning with the natural rhythms of existence.

In today's complicated healthcare world, Ayurveda stands out because it is simple and good for the environment. The remedies and practices of Ayurveda are deeply rooted in Indian homes and have been passed down through generations. They work well for people locally and globally.



Ayurveda transcends historical significance, and it holds contemporary relevance. In our hectic lives marked by stress and a growing emphasis on holistic well-being, Ayurveda serves as a timeless guide to maintaining balance. It delves beyond mere symptoms, addressing the underlying causes of illness by considering the interconnected aspects of the body, mind, and spirit.

In the evolving landscape of preventive and personalized healthcare, Ayurveda assumes heightened relevance. The utilization of plants for medicinal purposes aligns seamlessly with the global inclination toward seeking natural and sustainable healthcare alternatives.

### **Evolution of Ayurveda**

Ayurveda, a timeless gift from ancient India, traces its roots back to thousands of years. It emerges from the sacred texts known as the Vedas, where sages sought profound insights into life's mysteries. The term 'Ayurveda' signifies the knowledge (Veda) of life (Ayur). In these ancient scrolls, holistic principles intertwined with practical wisdom unveil a comprehensive healthcare system. The foundational principles of Ayurveda can be traced back to the Vedas, the oldest sacred texts of Hinduism, which were composed over 5,000 years ago. The major Ayurvedic texts, such as the Charaka Samhita and Sushruta Samhita, were written 2,000–2,500 years ago.

The legendary sage Charaka, often called the 'Father of Ayurveda,' penned the foundational text, the Charaka Samhita. This ancient tome, along with other classics such as the Sushruta Samhita, laid down the principles of Ayurveda—emphasizing balance in bodily elements, personalized healing, and the use of herbs for medicinal purposes.

### **Ayurveda and Its Benefits Over Other Medicines**

Ayurveda stands out among other forms of medicine due to its holistic approach and emphasis on personalized treatments. Unlike modern allopathic medicine, which often focuses on treating symptoms, Ayurveda aims to address the root causes of diseases and imbalances in the body. By considering an individual's unique constitution (dosha), lifestyle, and environment, Ayurveda offers tailored treatments and lifestyle recommendations that promote overall well-being and prevent future ailments.

Another key benefit of Ayurveda is its reliance on natural remedies derived from herbs, plants, and minerals. Ayurvedic medicines are typically prepared using combined ingredients that synergistically restore balance and promote healing. These natural remedies are generally considered safe and have minimal side effects compared to synthetic drugs commonly used in modern medicine. Ayurveda also emphasizes the importance of a healthy lifestyle, including proper nutrition, regular exercise, stress management, and mindful living, contributing to long-term well-being.

Moreover, Ayurveda recognizes the interconnectedness of the mind, body, and spirit and emphasizes the role of mental and emotional health in overall well-being. Ayurvedic treatments often include yoga, meditation, and massage, which promote relaxation, stress reduction, and emotional balance.

Several key benefits and notable statistics highlight Ayurveda's advantages over conventional medicines:

- **Holistic approach:** Ayurveda addresses the root causes of diseases and imbalances in the body rather than merely treating symptoms. It recognizes the interconnectedness of the mind, body, and spirit, emphasizing a holistic approach to health.
- **Customized treatments:** Ayurveda customizes treatments to individual constitutions (dosha),

lifestyle, and environmental factors. This approach contributes to more effective and targeted interventions.

- **Natural remedies:** Ayurvedic medicines predominantly use natural ingredients derived from herbs, plants, and minerals. This reliance on nature's bounty minimizes side effects compared to synthetic drugs commonly used in modern medicine.
- **Long-term well-being:** Ayurveda promotes a healthy lifestyle, including proper nutrition, regular exercise, stress management, and mindfulness. These practices contribute to long-term well-being, preventing ailments, and maintaining balance.
- **Consumer preference for natural products:** Ayurvedic skincare, beauty, and personal care products have witnessed a surge in demand globally due to consumers' preference for natural and sustainable alternatives.
- **Quality assurance for global exports:** Thirty-one Ayurvedic drug manufacturers have been granted World Health Organization-Good Manufacturing Practices (WHO-GMP) Certificates of Pharmaceutical Product (COPP) to ensure adherence to global quality standards and facilitate the export of Ayurveda, Siddha, Unani, and homeopathy drugs.

### **Growing Demand for Ayurvedic Products**

In India, Ayurveda is a part of traditional medicine, followed by ~80% of the population. In recent years, there has been a significant increase in the demand for Ayurvedic products in India and globally. Ayurvedic skincare, beauty, and personal care products have gained popularity due to their natural ingredients and holistic approach to skincare. Consumers are becoming more conscious of the harmful effects of synthetic chemicals in conventional beauty products and seeking safer and more sustainable alternatives. Ayurvedic products, with their use of natural ingredients and traditional formulations, offer a compelling choice for those seeking natural and effective skincare solutions.

Ayurvedic dietary supplements and herbal remedies have also witnessed a surge in demand. With a heightened focus on health consciousness and a proactive approach to well-being, individuals increasingly embrace Ayurvedic supplements to enhance their overall health. Ayurvedic herbs and formulations have been trusted for addressing diverse ailments and fostering vitality for centuries. The surge in interest in Ayurvedic dietary supplements is driven by a growing recognition of the advantages offered by natural remedies, coupled with a preference for personalized and holistic healthcare solutions.

Additionally, Ayurvedic lifestyle products such as incense, essential oils, and Ayurvedic home decor have gained popularity for their ability to create a harmonious and balanced living environment. These products, often infused with Ayurvedic principles and aromas, contribute to a sense of well-being and promote a holistic lifestyle.

Ayurveda is also experiencing a resurgence in popularity driven by a growing interest in self-care. However, recent research by Mintel reveals that despite this resurgence, one in five Indian consumers still perceives Ayurvedic beauty practices as old-fashioned.

Source:- <https://www.ibef.org/research/case-study/the-growth-of-ayurveda-in-india>

### **PET FOOD INDUSTRY**

Research and Markets' latest report, the India Pet Food Market, By Region, Competition, Forecast and Opportunities, values the India pet food market at US\$843.89 million in 2024 and is expected to reach

US\$1.98 billion by 2030, rising at a CAGR of 15.37%.

According to the report, the India pet food market has experienced substantial growth over the past decade, fueled by increasing pet ownership, urbanization and rising disposable incomes. As more families adopt pets, particularly in urban areas, the demand for high-quality pet food products has surged. Pet owners are increasingly aware of the nutritional needs of their animals and are willing to invest in premium and specialized pet food products.

According to the State of Pet Homelessness report updated in May 2024, 69.3 million stray cats and dogs are found across India. The research indicates there are 8 million stray cats and 52.5 million stray dogs. While these figures are significant, they represent a decrease of over 10 million homeless animals compared to 2021.

The market is also seeing a trend toward natural and organic pet food, driven by increasing health consciousness among pet owners. This shift is creating opportunities for new entrants and niche brands focusing on holistic and organic pet food solutions.

### **Rise in demand for natural and organic products**

According to Markets and Research, there is a growing preference among Indian pet owners for natural and organic pet food products. This trend mirrors broader global consumer behavior toward healthier and more sustainable options.

Brands are responding to this demand by introducing product lines that emphasize natural ingredients, such as whole grains, vegetables, and high-quality proteins sourced from organic farms. These products often highlight their environmental sustainability credentials, appealing to pet owners concerned about their pets' well-being and the planet.

### **Premiumization, humanization of pet food**

There is a noticeable trend towards premiumization and humanization of pet food products in India. As pet ownership becomes more integrated into urban lifestyles, pet owners are increasingly willing to invest in higher-quality and specialized diets for their animals.

Humanization of pet food refers to the concept of treating pets as family members and providing them with diets that mirror human food trends. This includes pet foods that mimic popular human dietary trends such as grain-free, gluten-free or paleo diets. Manufacturers are also focusing on enhancing the palatability and sensory appeal of pet foods, with flavors and textures that appeal to both pets and their owners.

### **Functional foods expand**

The report noted functional and therapeutic pet foods are gaining traction in the Indian market, driven by increasing awareness of pet health issues and the desire to address specific nutritional needs. Functional foods often contain added supplements like probiotics, omega fatty acids, glucosamine and antioxidants.

Therapeutic diets cater to pets with specific medical conditions such as allergies, obesity, diabetes or kidney disease. These diets are formulated under veterinary supervision to help manage or alleviate

symptoms and improve overall health outcomes. The availability of such specialized diets is expanding as veterinarians play a more prominent role in recommending nutritionally balanced options for pets with health concerns.

### **E-commerce and digital influence**

The role of e-commerce in shaping the pet food market in India cannot be overstated, noted the report. Online platforms have democratized access to a wide range of pet food products, offering convenience, competitive pricing, and a vast selection that may not be available in local brick-and-mortar stores. This trend has been accelerated by the COVID-19 pandemic, which prompted a shift toward online shopping for pet essentials.

Research and Markets noted manufacturers and retailers are leveraging digital marketing strategies, including social media campaigns and influencer partnerships, to engage directly with consumers and build brand loyalty. The convenience of subscription services for auto-delivery of pet food further enhances customer retention and ensures regular supply.

### **Other notes on India's pet food market**

The dog food segment is experiencing rapid growth. As more families choose to adopt dogs, the demand for specialized and nutritionally balanced dog food products has surged. Manufacturers are responding to this growing demand by introducing a wide range of dog food options tailored to different breeds, sizes and life stages. This includes dry kibble, wet food, treats, and supplements that cater to specific dietary needs and preferences.

Geographically, the North region of India stands out because of its major metropolitan areas with a large population base with significant disposable incomes. These urban centers are hubs of economic activity and cultural diversity, contributing to a higher concentration of pet ownership.

Source:- <https://www.petfoodindustry.com/pet-food-market/news/15708093/india-pet-food-market-will-double-to-reach-198-billion-by-2030>

## BUSINESS OVERVIEW

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. Before deciding to invest in Equity Shares, Shareholders should read this Red Herring Prospectus. An investment in Equity Shares involves a high degree of risk. You should read the chapter titled ‘**Forward Looking Statements**’ beginning on page 28 of this Red Herring Prospectus, ‘**Risk Factors**’ beginning on page 38 of this Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also the section ‘**Financial Information**’ beginning on page 258 of this Red Herring Prospectus for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*Unless otherwise stated, all financial information included herein is based on our “**Restated financial Information**” beginning on page 258 of this Red Herring Prospectus. The following information qualifies in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in the section titled ‘**Risk Factors**’, ‘**Industry Overview**’, ‘**Restated Financial Information**’ and ‘**Management Discussion and Analysis of Financial Condition and Results of Operations**’ beginning on pages 38, 147, 258 and 263 respectively of this Red Herring Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this chapter of this Red Herring Prospectus, all references to “We”, “Us”, “Our” and “Our Company” are to same as the case may be.*

## BUSINESS OVERVIEW

Influx Healthtech Limited is a Mumbai-based, healthcare focused company specialising in contract manufacturing. Since its inception in 2020, the company has established itself as a reliable Contract Development and Manufacturing Organization (CDMO), offering specialized services to a wide range of clients across various industries.

The company operates manufacturing facilities located in Thane, Maharashtra, covering a total area of approximately 9,676 square feet, 13,000 square feet, and 14,000 square feet, respectively. These facilities are certified to international quality standards, including GMP (Good Manufacturing Practice), HACCP (Hazard Analysis & Critical Control Points), ISO 22000, and Halal certifications, ensuring adherence to the highest standards of safety, quality and regulatory compliance.

These certifications reflect our adherence to stringent safety, quality, and regulatory compliance standards. Equipped with advanced machinery, a dedicated quality control department, and a skilled workforce, our facilities are designed to meet diverse customer needs efficiently and effectively.

Our expertise spans the production of Dietary and Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, Homecare Products, Active Pharmaceutical Ingredients (APIs), and finished dosage forms, including tablets, capsules, and injectables.

## **JOURNEY SO FAR**

Influx Healthtech Limited was established in 2020 by Mr. Munir Abdul Ganee Chandniwala, a visionary leader whose dedication and passion laid the foundation for the company's success. Mr. Chandniwala holds a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctor of Philosophy (Ph.D.) from Bharatiya Shiksha Parishad, Uttar Pradesh (2010). Additionally, he is a registered pharmacist with the Maharashtra State Pharmacy Council and completed a Diploma in Nutrition from Fab Academe, a division of Fabulous Body Inc., California, in 2019. With approximately 18 years of experience in the nutraceutical, cosmetics, ayurvedic, and homecare industries, he has developed extensive expertise in third-party manufacturing, contract development, and manufacturing. Since 2005, Mr. Chandniwala has been a successful entrepreneur in these sectors, providing the leadership and expertise needed to guide the Company to its current position in the industry.

Ms. Shirin Munir Ahmed Chandniwala, the Whole-Time Director and co-founder of Influx, brings a wealth of expertise in financial management and business operations. She holds a Bachelor of Commerce and a Master of Commerce degree from Hemchandracharya North Gujarat University. She has over 12 years of experience in the financial management and business operations and oversees financial strategy, data analysis, and budget management. Since the company's inception, she has contributed to the company's financial planning and operations. She has more than 3 (three) years of experience in the nutraceutical, cosmetics, and healthcare industries, manages the company's growth strategies and financial system.

Together, Mr. and Ms. Chandniwala lead Influx Healthtech Limited with expertise in their respective domains.

Our Manufacturing division offers the following products:

### **Dietary/Nutritional Supplement**

Our product portfolio includes dietary and nutritional supplements in various forms:

- Tablets, Capsules, and Powders
- Liquid Orals and Softgels
- Lozenges, Jellies, and Gummies
- Oral Dispersible Films (ODFs)
- Effervescent Tablets and Liquid-Fill Capsules
- Candies and Gym/Sports Supplements

### **Cosmetics**

We manufacture a diverse range of cosmetic products for men and women, including:

- Skin Care and Body Care Products
- Hair Care and Beard Care Solutions
- Face Masks and Soaps

## Ayurvedic / Herbal formulations

We produce ayurvedic and herbal formulations in the following forms:

- Tablets, Capsules, and Powders
- Liquid Orals and External Applications such as Ointments, Creams, and Lotions

## Veterinary Feed Supplements

Our veterinary feed supplements are available in multiple formats, designed for animals such as dogs, cats, horses, birds, cows, chickens, pigs, buffaloes, squirrels, and goats. The product range includes:

- Tablets, Liquid Orals, and Oral Sprays
- Powders, Boluses, and Gels
- Ointments and Creams

## Homecare

We manufacture a variety of homecare solutions, including:

- Bathroom Cleaners
- Floor Cleansers
- Phenyle Liquids and Other Household Cleaning Products

All products manufactured under our contract manufacturing services comply with applicable statutory and regulatory requirements, as well as customer preferences. This approach allows us to incorporate any necessary changes based on specific customer specifications.

Our Company operates a comprehensive business model designed to support Nutraceutical and Cosmetics companies through all stages of product development and manufacturing. The primary aim of our company is to offer end-to-end services encompassing product development, production, and regulatory support, enabling clients to focus on their core competencies such as formulation, discovery and commercialization.

A key component of our business model is the provision of development services including formulation development by creating stable and effective formulations, process development by establishing efficient and scalable manufacturing processes and analytical development by developing testing methods to ensure product quality, safety, and efficacy.

We are proud to be **WHO-GMP compliant**, adhering to the stringent guidelines set by the World Health Organization. Our commitment to quality is further evidenced by our certifications:

- **ISO 22000:2018:** International food safety management system.
- **ISO 14001:2015:** Environmental management system certification.

Both certifications were obtained from a respected Euro-UK certification body. Additionally, we hold **FDA** approval for products from the Food & Drugs Administration, reinforcing our commitment to regulatory compliance.



Since our inception, the company has embarked on a journey of growth and continuous improvement. We initially started as a small manufacturing unit for oral and external formulations. Recognizing the importance of quality and compliance, we transitioned to a **Schedule M GMP-compliant unit**. This shift enhanced our manufacturing capabilities and ensured strict adherence to regulatory standards. This expansion also enabled us to meet critical healthcare needs, such as producing oral rehydration solutions, further diversifying our portfolio to meet customer demands.

**Schedule M**, part of the Drugs and Cosmetics Act of 1940, outlines Good Manufacturing Practices (GMP) for pharmaceuticals that must be followed by pharmaceutical manufacturing units in India.

Our company has an in-house department dedicated to formulation development, quality control, and product stability studies. This department evaluates existing products and their dosages, develops new formulations, and introduces variations in existing products. The department conducts process validations, analytical method validations, and cleaning validations as per standard operating procedures. Upon completion of these processes, new formulations are commercially launched.

#### FINANCIAL KPIs OF OUR COMPANY

| Particulars  | Financial year ended March 31, 2025 | Financial year ended March 31, 2024 | Financial year ended March 31, 2023 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| Revenue from Operations                                | 10,485.36                           | 9,996.51                            | 7,605.65                            |
| Total number of customers served (Nos.)                | 571                                 | 545                                 | 490                                 |
| Foreign currency gain / (loss)                         | (2.22)                              | 0.07                                | -                                   |
| Exports revenue as % of revenue from operations (%)    | 0.58%                               | 0.26%                               | 0.03%                               |
| Cost of goods sold as % of revenue from operations (%) | 73.17%                              | 75.96%                              | 79.64%                              |
| EBITDA   | 2,057.14                            | 1,695.56                            | 1,072.34                            |
| EBITDA margin (%)                                      | 19.62%                              | 16.96%                              | 14.10%                              |
| EBIT   | 1,774.69                            | 1,510.12                            | 978.60                              |
| ROCE (%)   | 49.17%                              | 65.58%                              | 78.60%                              |
| PAT  | 1,336.60                            | 1,112.80                            | 719.63                              |
| PAT margin (%)   | 12.75%                              | 11.13%                              | 9.46%                               |
| ROE (%)  | 36.98%                              | 48.85%                              | 61.76%                              |
| Net working capital days                               | 53                                  | 29                                  | 18                                  |
| Debt to equity ratio (times)                           | 0.01                                | 0.01                                | 0.07                                |
| Fixed asset turnover ratio (times)                     | 5.59                                | 7.28                                | 12.02                               |

<sup>^</sup>Not Annualised

Source: The Figure has been certified by our statutory auditor's M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated June 10, 2025.


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






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

## OUR PRODUCT PORTFOLIO




Our company specializes in third-party manufacturing services across various segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, and Homecare items. We also provide customized products tailored to meet our clients' specific needs. With a strong focus on excellence, we ensure that every product is meticulously crafted according to our customers' specifications.

### A. Dietary/Nutritional Supplements


| Products/Specification   | Usage/Purpose  | Images   |
|--|--|--|
| Tablets, Capsules, Powders, Liquid Orals, Softgel, Lozenges, Jellies etc.                          | Nutritional supplements are used to fill dietary gaps.               |  |
| <b>Gym/Sports Supplements</b> - Whey protein, Creatine Supplement, Muscle Booster, Weight Gainers, | Gym/Sports Supplements are used to enhance performance and recovery. |  |

| Products/Specification   | Usage/Purpose  | Images  |
|--|--|---|
| Weight Loss, Anabolic Supplements, Raspberry Ketones, ZMA Tablets, Omega Soft Gels, Whey Peptides, Whey Caseinates, BCAA'S etc.  |  |   |
| <b>Liquid Fill Capsules</b> - Tablets, Capsules, Liquid Orals, Lotions, Ointments, Creams, Dry syrup.<br><br><b>Gummies &amp; Effervescent Tablets</b> - Multivitamin Jellies, DHA Jellies, Immunity Builders, Herbal Blends, Curcumin Jellies, Digestive Jellies, Nootropics, Antioxidants etc. | <p>Liquid fill capsules deliver liquid formulations effectively and enhance bioavailability along with supply of nutritions on specified intervals in the stomach.</p> <p>Gummies and effervescent tablets provide convenient and enjoyable nutrient delivery.</p> | <br><br> |
| <b>Oral Dispersible Films (ODF)</b> - Films contain drug within an appropriate film forming material, designed to break down immediately upon contact with saliva.   | Oral dispersible films (ODF) provide rapid drug delivery from bucal cavity.  |   |
| <b>Ice Candy</b> - We offer nutritional ice candies in the form of popsicles and freezies, featuring a variety of formulations such as L-Carnitine, collagen, multivitamins, electrolytes, BCAAs, pre-workouts, and many others  | Nutritional ice candies deliver essential nutrients in a fun, enjoyable form.  |    |


## B. Cosmetics

| Products/Specification  | Usage/Purpose  | Images   |
|---|--|--|
| <p><b>Skin and body care product</b> – Body wash, Silicon Sunscreen, Anti-Pollution Mist, Anti Acne Cream, Scrubs etc.</p>                  | <p>Cosmetic products, promote beauty, personal grooming and self-care routines.</p>                                    |    |
| <p><b>Hair Care Products</b> – Hair Styling gel, Keratin, Hair oil, Hair conditioner, Hair mask, shampoo etc.</p>                           | <p>Hair care products are used for multiple purposes such as hairfall control, dandruff control, frizzy hair etc.</p>  |  |
| <p><b>Face Mask Products</b> – Sheet Mask, Clay, Cream Mask, Peel off Mask, Charcoal &amp; sleep mask.</p>                                  | <p>Face mask products and bases are used to cater various issues such as cleansing, acne, detaning, hydration etc.</p> |  |
| <p><b>Bases</b> – Moisturizing Matt Finish Cream, Anti-Ageing base, Moisturizing Cream base, Smart Texture gel cream etc.</p>               |  |  |
| <p><b>Beard care Products</b> – Beard oil, Beard &amp; Face wash, After Shave Cream Gel, Shaving Cream, After shave lotion, Beard serum</p> | <p>Beard care products are used for cleansing, hair growth, astringent, styling etc.</p>                               |  |
| <p><b>Soaps</b> – Aloe vera soap, Honey soap, Goat milk soap, SLS free soap, Charcoal soap.</p>   | <p>Soaps are used for cleansing, moisturising etc.</p>   |  |

### C. Ayurvedic / Herbal


|                               |  |
|-------------------------------|--|
| <b>Products/Specification</b> | Tablets, Capsules, Powder, Liquid Orals and External (Ointments, Creams, Lotions etc), External Oils soaps in herbals and cosmetics. |
| <b>Usage/Purpose</b>          | Ayurvedic / Herbal product are used for livercare, jointcare, digestion and general health.  |
| <b>Images</b>                 |   |

### D. Veterinary Feeds

|                               |  |
|-------------------------------|--|
| <b>Products/Specification</b> | Tablets, Liquid orals, Oral Sprays, Powders, Bolus, Gels, Ointments, Creams.         |
| <b>Usage/Purpose</b>          | Veterinary feeds provide essential nutrition for animal health and growth            |
| <b>Images</b>                 |  |

### E. Homecare

|                               |  |
|-------------------------------|--|
| <b>Products/Specification</b> | Bathroom Cleaner, Floor Cleanser, Phenyle Liquid, Room Freshner, Alcohol based surface, Toilet cleaner, Fruit and vegetable wash, Clinic & office spray, wipes, Car polish Liquid, soap oil Liquid, Tiles & Marbel cleaner, Glass cleaner etc. |
|-------------------------------|--|

|                      |  |
|----------------------|--|
| <b>Usage/Purpose</b> | Homecare products maintain cleanliness and hygiene in households                   |
| <b>Images</b>        |  |

| Sr. No. | Segments            | Number of Products We Offer |
|---------|---------------------|-----------------------------|
| 1.      | Dietary/Nutritional | 3018                        |
| 2.      | Cosmetics           | 371                         |
| 3.      | Ayurvedic / Herbal  | 103                         |
| 4.      | Veterinary Feeds    | 60                          |
| 5.      | Homecare            | 7                           |

The company is actively focused on expanding its portfolio of innovative health and wellness products. Our product lines, including tablets, capsules, powders, syrups, softgelatin, and various nutraceutical offerings such as nutritional gummies and vegan protein bars, reflect our dedication to bringing cutting-edge, science-backed health solutions to consumers. The summary of the products launched by the company on a year-by-year basis:

| Year        | Name of Products  | Year        | Name of Products   |
|-------------|---|-------------|--|
| <b>2021</b> | <ul style="list-style-type: none"> <li>Nutritional Gummies</li> <li>Liquid Fill Capsule</li> <li>Vegan Protein Bars</li> <li>Vegan Powders Range</li> </ul> | <b>2024</b> | <ul style="list-style-type: none"> <li>Ayurvedic Gummies</li> <li>Oral Dissolving Powder</li> <li>Pet Food for Dogs</li> <li>Nutrition Toppers for Pets</li> <li>Popped Chips</li> </ul> |
| <b>2022</b> | <ul style="list-style-type: none"> <li>Effervescent Tablets</li> <li>Waterless Sunscreen</li> <li>Dry Shampoos</li> </ul>                                   | <b>2025</b> | <ul style="list-style-type: none"> <li>Pet Food for Cats</li> <li>Nutritional Oral Gel</li> </ul>  |
| <b>2023</b> | <ul style="list-style-type: none"> <li>Wafer Protein Bars,</li> <li>Peanut Butter Bar</li> <li>Pet Floor Cleanser</li> <li>Face Mask</li> </ul>             |             |  |

**The number of products offered for each segment over the last three FY:**

| Sr. No. | Segments               | No of Products offered |         |         |
|---------|------------------------|------------------------|---------|---------|
|         |                        | 2024-2025              | 2023-24 | 2022-23 |
| 1       | Nutritional Supplement | 3018                   | 2957    | 2683    |
| 2       | Cosmetics              | 371                    | 250     | 208     |
| 3       | Ayurvedic / Herbal     | 103                    | 81      | 71      |
| 4       | Veterinary Feeds       | 60                     | 45      | 73      |
| 5       | Homecare               | 7                      | 30      | 24      |

**Product portfolio wise revenue bifurcation for the last three FY**

| Detailed breakdown of the revenue for each product portfolio |   |                    |               |                 |               |                 |               |
|--|---|--------------------|---------------|-----------------|---------------|-----------------|---------------|
| Nutritional Supplement                                       |   |                    |               |                 |               |                 |               |
| Sr   | No of Products  | Revenue (In lakhs) |               |                 |               |                 |               |
|  |   | 2024-2025          | %age          | 2023-2024       | %age          | 2022-2023       | %age          |
| 1  | Tablets, Capsules, Others<br>Powders, Protein Powder and<br>Nutritional Combo Kits  | 4,415.98           | 42.12         | 4,009.34        | 40.11         | 4,073.82        | 53.56         |
| 2  | Liquid Orals, Softgels, Emulsion,<br>Oral Drops<br>Nutritional Oil and Oral Spray   | 1,055.97           | 10.08         | 998.3           | 9.99          | 961.09          | 12.64         |
| 3  | Lozenges, Jellies, Gummies and<br>Bar   | 532.00             | 5.07          | 645.1           | 6.45          | 64.54           | 0.85          |
| 4  | Effervescent Tablets and Liquid-<br>Fill Capsules                                   | 219.00             | 2.09          | 259.76          | 2.60          | 190.63          | 2.51          |
| 5  | Candies and Gym/Sports<br>Supplements   | 3,125.69           | 29.80         | 3,351.01        | 33.52         | 1,800.3         | 23.67         |
| 6  | Others*   | 55.18              | 0.53          | 83.15           | 0.83          | 70.78           | 0.93          |
|  | <b>Sub- Total (A)</b>   | <b>9,403.82</b>    | <b>89.69</b>  | <b>9,346.66</b> | <b>93.50</b>  | <b>7,161.16</b> | <b>94.14</b>  |
| Cosmetics  |   |                    |               |                 |               |                 |               |
| 1  | Skin Care and Body Care<br>Products   | 412.83             | 3.94          | 185.67          | 1.86          | 74.91           | 0.98          |
| 2  | Hair Care and Beard Care<br>Solutions   | 178.27             | 1.7           | 90.87           | 0.91          | 114.35          | 1.50          |
| 3  | Face Masks and Soaps  | 27.68              | 0.26          | 16.14           | 0.16          | 10.03           | 0.13          |
| 4  | Others#   | 22.26              | 0.21          | 8.00            | 0.08          | 12.65           | 0.17          |
|  | <b>Sub- Total (B)</b>   | <b>641.05</b>      | <b>6.11</b>   | <b>300.68</b>   | <b>3.01</b>   | <b>211.94</b>   | <b>2.79</b>   |
| Ayurvedic / Herbal formulations                              |   |                    |               |                 |               |                 |               |
| 1  | Tablets, Capsules, and Powders  | 132.11             | 1.26          | 113.29          | 1.13          | 108.77          | 1.43          |
| 2  | Liquid Orals and External<br>Applications such as Ointments,<br>Creams, and Lotions | 73.90              | 0.70          | 78.91           | 0.79          | 65.49           | 0.86          |
|  | Gummies   | 112.92             | 1.08          | -               | -             | -               | -             |
| 3  | Others#   | 5.00               | 0.04          | 0.9             | 0.01          | 1.07            | 0.01          |
|  | <b>Sub- Total (C)</b>   | <b>323.95</b>      | <b>3.09</b>   | <b>193.10</b>   | <b>1.93</b>   | <b>175.33</b>   | <b>2.31</b>   |
| Veterinary Feed Supplements                                  |   |                    |               |                 |               |                 |               |
| 1  | Tablets, Liquid Orals, and Oral<br>Sprays   | 52.56              | 0.50          | 62.62           | 0.63          | 31.51           | 0.41          |
| 2  | Powders, Boluses, and Gels  | 56.83              | 0.54          | 25.19           | 0.25          | 9.31            | 0.12          |
| 3  | Others*   | 0.38               | 0.01          | 0               | 0.00          | 0               | 0.00          |
|  | <b>Sub- Total (D)</b>   | <b>109.77</b>      | <b>1.05</b>   | <b>87.81</b>    | <b>0.88</b>   | <b>40.82</b>    | <b>0.54</b>   |
| Homecare   |   |                    |               |                 |               |                 |               |
| 1  | Bathroom Cleaners and others  | 6.77               | 0.06          | 68.26           | 0.68          | 16.40           | 0.22          |
|  | <b>Sub- Total (E)</b>   | <b>6.77</b>        | <b>0.06</b>   | <b>68.26</b>    | <b>0.68</b>   | <b>16.40</b>    | <b>0.22</b>   |
|  |   |                    |               |                 |               |                 |               |
|  | <b>Grand Total (A+B+C+D+E)</b>  | <b>10,485.36</b>   | <b>100.00</b> | <b>9,996.51</b> | <b>100.00</b> | <b>7,605.65</b> | <b>100.00</b> |

\*Others (Nutritional Supplement and Veterinary Feed Supplements) - includes income from scrap sales, transportation charges, design and packing charges, barcodes, and other miscellaneous operational incomes.



#Others (Cosmetics and Ayurvedic / Herbal formulations) - includes income from scrap sales, FDA charges, transportation charges, design and packing charges, barcodes, and other miscellaneous operational incomes.

The details of customers and revenue for the last three financial years:

**A) Number of existing and new customers for last three FY:**

| Particulars        | 2024-2025  |            | 2023-2024  |            | 2022-2023  |            |
|--------------------|------------|------------|------------|------------|------------|------------|
|                    | Numbers    | %age       | Numbers    | %age       | Numbers    | %age       |
| Existing Customers | 424        | 74.26      | 422        | 77.43      | 351        | 71.63      |
| New Customers      | 147        | 25.74      | 123        | 22.57      | 139        | 28.37      |
| <b>Total</b>       | <b>571</b> | <b>100</b> | <b>545</b> | <b>100</b> | <b>490</b> | <b>100</b> |

**B) Revenue from the existing and new customers for the last three FY (In lakhs):**

| Particulars        | 2024-2025        |            | 2023-2024      |            | 2022-2023       |            |
|--------------------|------------------|------------|----------------|------------|-----------------|------------|
|                    | Amount           | %age       | Amount         | %age       | Amount          | %age       |
| Existing Customers | 9,830.40         | 93.75      | 9,434.43       | 94.38      | 5,999.63        | 78.88      |
| New Customers      | 654.96           | 6.25       | 562.07         | 5.62       | 1,606.01        | 21.12      |
| <b>Total</b>       | <b>10,485.36</b> | <b>100</b> | <b>9,996.5</b> | <b>100</b> | <b>7,605.64</b> | <b>100</b> |

**Segment wise revenue breakup**

Distribution of our revenue during the last 3 years are as under:

(₹ in Lakhs)

| Segment        | For the financial year ended |                |                 |                |                 |                |
|----------------|------------------------------|----------------|-----------------|----------------|-----------------|----------------|
|                | March 31, 2025               |                | March 31, 2024  |                | March 31, 2023  |                |
|                | Amount                       | In % terms     | Amount          | In % terms     | Amount          | In % terms     |
| Nutraceuticals | 9,403.82                     | 89.69%         | 9,346.66        | 93.50%         | 7,161.16        | 94.14%         |
| Homecare       | 6.77                         | 0.06%          | 68.26           | 0.68%          | 16.40           | 0.22%          |
| Cosmetics      | 641.05                       | 6.11%          | 300.68          | 3.01%          | 211.94          | 2.79%          |
| Ayurvedic      | 323.95                       | 3.09%          | 193.10          | 1.93%          | 175.33          | 2.31%          |
| Veterinary     | 109.77                       | 1.05%          | 87.81           | 0.88%          | 40.82           | 0.54%          |
| <b>Total</b>   | <b>10,485.36</b>             | <b>100.00%</b> | <b>9,996.51</b> | <b>100.00%</b> | <b>7,605.65</b> | <b>100.00%</b> |

The above figure has been certified by our statutory auditor M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated June 10, 2025.

**OUR CLIENTS**

Our longstanding relationships with clients are built on a foundation of consistency and trust. As of March 31, 2025, key clients in our CDMO business include Bling Brands Private Limited, Evoq Business Ventures LLP, HSHS Nutraceuticals Limited, Bruder Life Science, and Bigflex Lifescience Private Limited. The image below showcases some of our key clients in the CDMO business.



The following table provides information regarding the number of brands in the Domestic Trade Generics for the indicated periods.

| Particulars               | Fiscal |      |      |
|---------------------------|--------|------|------|
|                           | 2025   | 2024 | 2023 |
| Number of customer/Brands | 636    | 559  | 538  |

## OUR COMPETITIVE STRENGTHS

### *Diversified Product Portfolio*

Our company specializes in contract manufacturing a wide and diverse range of products, designed to cater to a broad spectrum of customer needs and preferences. Our comprehensive product portfolio includes multi-nutritional tablets, dietary supplements, various Ayurvedic products, oral dispersible films, gummy candies, ice sticks, and numerous other innovative items. This wide variety not only demonstrates our commitment to meeting diverse consumer demands but also highlights our ability to adapt and innovate across various market segments.

By operating across multiple industries and product categories, we strategically position ourselves to navigate economic fluctuations and shifts in consumer trends. This diversified approach significantly mitigates the potential impact of downturns or slowdowns in any single sector, enhancing our overall stability and resilience. As a result, we consistently deliver high-quality products and solutions to our clients, regardless of external market challenges.

### *Diverse Clientele*

Our diverse client base spans multiple sectors, including cosmetics, pharmaceuticals, and homecare. This broad range of industries provides us with a strategic advantage, reducing our reliance on any single customer or sector and enhancing our financial stability. By serving a wide variety of clients,

we mitigate the risks associated with shifts in customer preferences or changes in buying behavior, ensuring that our operations remain adaptable and resilient.

### ***Stringent Quality Assurance/Quality Control***

Our company is committed to maintaining the highest quality across our product offerings. We ensure the excellence of our products through a rigorous quality control mechanism at every stage of the manufacturing process. This approach is crucial to guarantee that our finished products meet the exact requirements of our customers and pass all necessary validations and quality checks.

Quality assurance (QA) and quality control (QC) are fundamental to our operations. QC involves rigorous testing to ensure products meet predefined quality standards, while QA focuses on implementing systems and processes to maintain these standards throughout development and manufacturing. This dual focus fosters client trust and ensures the delivery of high-quality products.

As further evidence of our commitment to quality, our company has earned ISO 22000:2018 and ISO 14001:2015 certifications from a respected Euro-UK certification body. We also adhere to international food safety standards, which ensure critical points in product preparation are effectively controlled. Additionally, our company holds FDA approval for our products from the Food and Drug Administration. We believe that our unwavering focus on product quality has been instrumental in sustaining and growing our business, ultimately benefiting our customers.

### ***Formulation Development Department***

Influx Healthtech Ltd. specializes in contract manufacturing for nutraceuticals, cosmetics, Ayurvedic products, and veterinary formulations. Our Formulation Development Department is a key driver in creating innovative, market-ready solutions for third-party clients. The team plays a pivotal role in developing a wide range of formulations, ensuring they meet both consumer needs and regulatory standards.

Key aspects of the department include:

1. **Formulation Expertise:** Our team excels in creating stable, palatable formulations for nutraceuticals, cosmetics, and veterinary products. Each formula is meticulously crafted to ensure optimal sensory profiles—considering texture, taste, and appearance—which are essential for consumer acceptance.
2. **Development as per statutory law:** Leveraging scientific knowledge, the team develops formulations that prioritize both safety and efficacy. Every product is thoroughly tested to meet legal and regulatory requirements, ensuring the product's safety before reaching the market.
3. **Product Stability & Sensory Evaluation:** We fine-tune formulations to guarantee stability throughout their lifecycle, from storage to use. In addition, we focus on sensory experiences, which are crucial for consumer acceptance in the nutraceutical, cosmetic, and pet markets.
4. **Market-Ready Formulations:** Our formulation team evaluates product feasibility, estimates costs, and refines formulations to align with client expectations and market trends, ensuring that each product is ready for success in the marketplace.

5. **Contract Manufacturing Collaboration:** We work closely with clients to provide tailor-made solutions, utilizing our expertise in dietary supplements, cosmetics, and more. Our collaborative approach ensures the development of high-quality, custom products that meet specific client needs.

The Formulation Development Department comprises a team of 8 professionals. This team is responsible for the design, development, and optimization of our diverse product formulations, ensuring that all products meet the highest standards of safety, efficacy, and quality.

The team possesses expertise in various fields, including pharmaceutical sciences, nutraceuticals, cosmetics, and commerce. Their diverse educational backgrounds enable the team to approach formulation development from multiple perspectives, ensuring innovative solutions and maintaining the high quality of our products.

#### **Notable Formulation Developed**

- **Unique Liquid Fill Technology:** Concepts like capsule-in-capsule, pellets-in-capsule.
- **Bi-Layer and Center-Filled Gummies:** Introducing innovative gummy designs.
- **Pectin-Free Gummies:** A new formulation approach for gummies.
- **Sugar-Free Fiber-Based Gummies:** A unique formulation focusing on health benefits.
- **Diskettes Formula:** A new product form for easy consumption.
- **Oral Film Strips:** Innovative delivery method for supplements. Oral Film Strip (OFS) is a notable formulation that has gained significant attention in the nutraceutical and pharmaceutical industries due to its convenience, rapid dissolution, and enhanced bioavailability. Oral Film Strips, also known as Oral Dispersible Films (ODFs), are designed to dissolve instantly when they come into contact with saliva, eliminating the need for water and making them ideal for pediatric, geriatric, and dysphagic patients. They ensure faster absorption, improve patient compliance. Additionally, ODFs offer better stability, precise dosing, and the potential for incorporating taste-masking technology, may make them a preferred choice for nutraceuticals like vitamins, minerals, and herbal extracts.
- **Special Flavors for Supplements:** Custom flavors developed for various clients.
- **Ready-to-Drink Concepts:** New formulations for ready-to-consume products.
- **Nutritional Gel Concept:** Developing gels with multiple health benefits.
- **Coating Techniques for Soft Gelatin & Capsules:** Advanced techniques for coating soft gelatin, hard gelatin, and HPMC capsules.
- **Poped Snacks:** A unique range of snacking options.
- **Protein Bars:** Formulas for both whey and vegan clients.
- **Instant Oil-Removing Face Serums:** A unique cosmetic formula.
- **Instant Face Lifting Serum:** A groundbreaking cosmetic solution.
- **Anhydrous Sunscreen:** A water-free sunscreen formula.
- **Soft Gelatin Twist Capsules for Cosmetics:** Innovative single-dose twist capsules.
- **Dog and Cat Food:** Developed both non-veg and veg kibble for pets.

*Note: The company does not hold any patents or exclusive rights for formulation specified under "Notable Formulation Developed".*

## **Experienced and Qualified Promoters and Management team**

### **Promoter**

#### **Mr. Munir Abdul Ganee Chandniwala – Promoter**

Influx Healthtech Ltd. was founded by the visionary Mr. Munir Abdul Ganee Chandniwala, whose dedication and passion laid the strong foundation for our company. With a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctoral Programme in Philosophy from Bharatiya Shiksha Parishad, Uttar Pradesh (2010), Mr. Chandniwala brings nearly 18 years of experience in the nutraceutical, cosmetics, Ayurvedic, and homecare industries. He is also a registered pharmacist with the Maharashtra State Pharmacy Council. In addition to his academic qualifications, he completed a Diploma in Nutrition from Fab Academe, California, USA, in 2019. Mr. Chandniwala is a successful entrepreneur in the field of Third-Party Manufacturing, Contract Development, and Manufacturing since 2006.

Today, Influx continues to be proudly led by Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala, who share a common vision for the company's growth, quality, and patient-centric care. Further strengthening the leadership team, Mr. Abdul Ganee Abdul Rasul Chandniwala has joined the organization, contributing his expertise and knowledge to ensure the continued success of the company.

### **Management team**

#### **Mr. Moiz Mahamadi Palgharwala- Production Manager and COO**

Mr. Moiz Mahamadi Palgharwala is a seasoned professional with a Bachelor of Pharmacy, playing a crucial role in managing the company's production processes. His deep industry knowledge and educational background have equipped him with the skills to drive production efficiency and innovation. As COO, Mr. Palgharwala is heavily involved in strategic planning, helping to shape and execute the company's long-term vision. Leading cross-functional teams, he is committed to improving operational performance and driving the organization's future growth.

## **STRATEGIES**

### ***Grow our Nutraceutical and Veterinary Food Division and purchase machinery for the Homecare and Cosmetic Division***

Our growth strategy is focused on expanding our brand presence and enhancing our capabilities within our Nutraceutical, Homecare, Cosmetic, and Veterinary Food Divisions. We aim to drive growth through key initiatives that include expanding our manufacturing facilities and acquiring advanced machinery to cater to the growing demand in these sectors. The Revenues from nutraceuticals Segment for FY 2022-23 was Rs. 71.61 Crores, which increased to 93.47 Crores in FY 2023-24 and further increased to Rs. 94.04 Crores in FY 2024-25 resulting into an increase by 30.52% and 0.61% respectively.

Further, Revenues from Cosmetics Division for FY 2022-23 was Rs. 2.12 Crores, which increased to 3.01 Crores in FY 2023-24 and further increased to Rs. 6.41 Crores in FY 2024-25 resulting in an increase by 41.87% and 113.20% respectively.

These statistics and upward trend have provided justifiable basis to the management to come to conclusion that expanding and new machinery / production lines will help the company to cater larger orders from existing clients and also increase its product portfolio.

- I. Expansion of Manufacturing Facility for Nutraceutical Division – The increasing demand for our nutraceutical products has driven our revenue growth. In FY 2022-23, our company generated total revenue of ₹7,605.65 lakhs, with a customer base of 430 in the nutraceutical segment. This grew to ₹ 9,996.51 lakhs in FY 2023-24, with an expanded customer base of 473. In FY 2024-25, revenue further increased to ₹ 10,485.36 lakhs, reflecting growth in both the nutraceutical and cosmetics segments.

This expansion was supported by targeted marketing campaigns and active participation in exhibitions, which enhanced our brand visibility and broadened our customer base.

#### **Land Acquisition:**

We have acquired a 3204-square-meter plot located at Plot No. 59, Gut Nos. 242 and 246, Survey No. 49, Kolgaon, Dist. Palghar-Thane, Maharashtra, India. The land was purchased from Mr. Munir Abdul Ganee Chandniwala through a registered conveyance deed. Additionally, we have entered into an agreement to purchase the plot for ₹1.5 crore, with ₹11 lakh paid as token money. This acquisition was conducted on an arm's-length basis.

#### **Civil Work:**

The civil work for the new manufacturing facility includes the construction of the ground floor, first floor, terrace cabins, compound wall, and various other essential structures. The estimated cost for civil works is ₹787.06 lakhs.

#### **Purchase of Machinery:**

To optimize our manufacturing process, we require new machinery for the Nutraceutical Division. We have identified 11 machinery lines, with an estimated total cost of ₹1,323.05 lakhs.

- II. The Homecare and Cosmetic Divisions have shown consistent growth, contributing 0.06% and 6.11% of total revenue in FY 2025, respectively. To meet the increasing demand in these segments, we are acquiring new machinery:

#### **Homecare Division Machinery:**

- Detergent Soap Plant Machinery
- Hydraulic Lifting Vacuum Emulsifying Mixer

Estimated Cost: ₹66.60 lakhs

#### **Cosmetic Division Machinery:**

- Ampoule Fill & Seal Machine
- Sachet Packing Machine
- Automatic Lipstick Production Line Machinery
- Automatic Nail Polish Filling and Capping Machinery
- Packaging Machine

Estimated Cost: ₹209.05 lakhs

- III. Exploring the Veterinary Food Division – In FY 2025, **Veterinary Food Division**, contributing 1.05% of total revenue. We are expanding into pet food production, initially focusing on dog food (kibbles), followed by cat food in the coming months. This expansion involves acquiring land, constructing a new facility, and purchasing specialized machinery:

#### **Land Acquisition:**

We have identified a 1350-square-meter plot located at Plot No. 28, Gut 243 (pt), 244, 295 (pt), Survey No. 27 (pt), Kolgaon, Dist. Palghar-Thane, within the Genesis Industrial Estate. The land is leased for 90 years from Mr. Munir Abdul Ganee Chandniwala, at a total consideration of ₹69 lakh, with ₹10 lakh paid as token money.

#### **Civil Work:**

The construction of the Veterinary Food manufacturing facility will include a multi-story structure, including ground, first, and second floors, terrace cabins, and external work. The estimated cost for civil works is ₹679.23 lakhs.

#### **Purchase of Machinery:**

We require specialized machinery for pet food processing. The total estimated cost for machinery is ₹410.35 lakhs.

## **OUR BUSINESS MODEL**

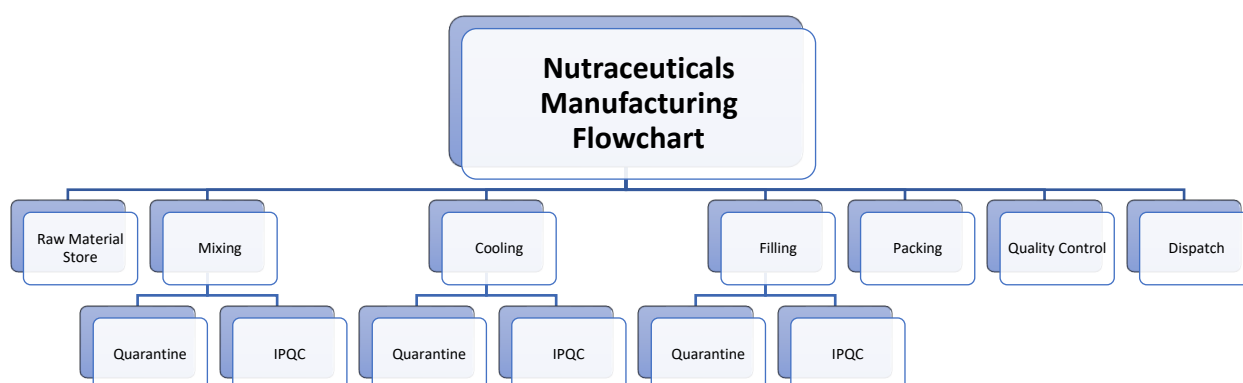
At Influx, we specialize in contract manufacturing a wide range of products across various sectors, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, and Homecare Products, solely serving B2B clients.

Our process begins when a customer approaches us with an idea for a new product. The Influx team collaborates closely with the customer through brainstorming sessions to refine the concept, discussing everything from formulation to product specifications. Together, we finalize the pricing and establish a clear contract to ensure alignment on both sides.

Following contract finalization, we move on to sample preparation, where we develop a prototype for the customer's review. Once the customer approves the sample, they proceed with selecting packaging and label designs. After receiving approval on the final product, we shift to commercial-scale production, overseeing the manufacturing process from start to finish. The final step is the timely dispatch of the finished product to the client, ensuring high-quality standards are met at every stage.

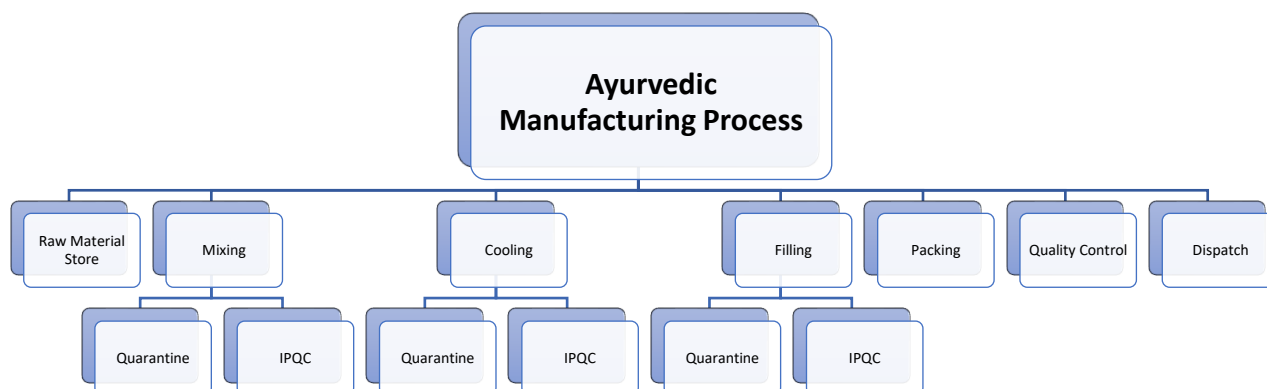


### Flow Chart of Nutraceuticals Manufacturing Process:



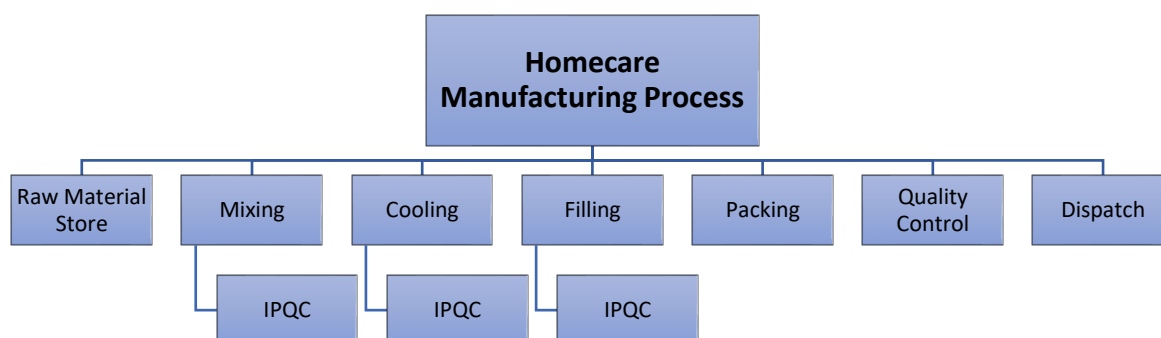
1. **Raw Material Store:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **Mixing:** All dispensed & sifted raw material mixed in a clean mass mixer in manufacturing area. The active pharmaceutical ingredient required to be blended with other excipients.
3. **IPQC Check:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **Filling:** After the manufacturing completed, bottle filling process will be performed for product as per product specific BMR/BPR.
5. **Packing:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
6. **Analysis of Product by Quality Control:** After coating, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
7. **Dispatch:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

### Flowchart of Ayurvedic Manufacturing Process :



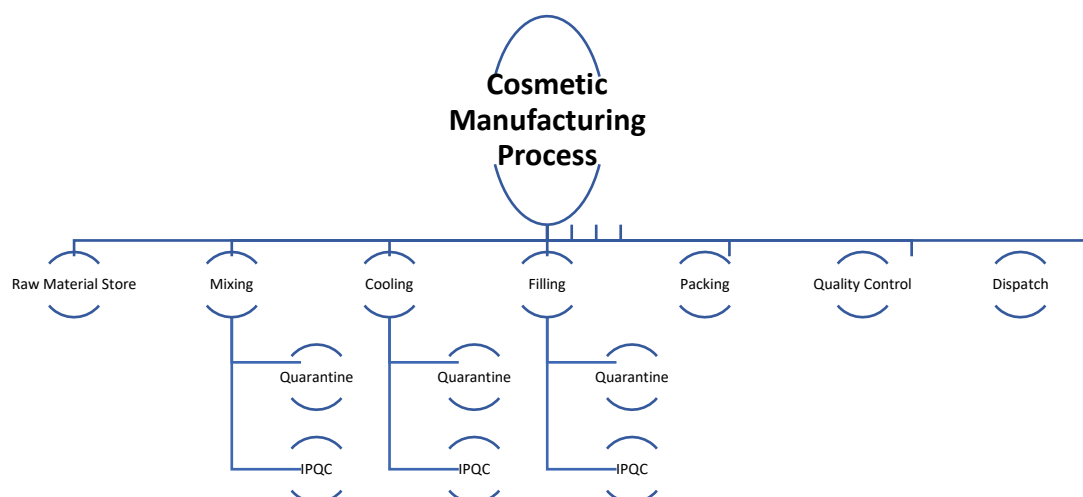
1. **Raw Material Store:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **Hot Mixing:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC Check:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **Cooling:** After the mixing completed, transfer the batch in another vessel for cooling.
5. **Filling:** After cooling completed, transfer the batch for tube or bottle filling.
6. **Packing:** After filling, transfer the filling tube for final packing.
7. **Analysis of Product by Quality Control:** After coating, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **Dispatch:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

#### Flowchart of Homecare Manufacturing Process:



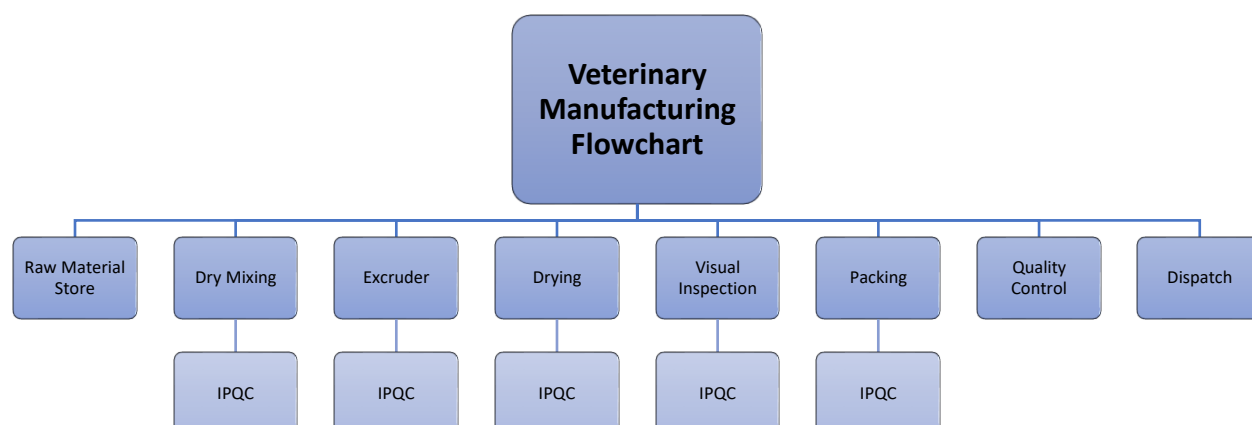
1. **Raw Material Store:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **Mixing:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC Check:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **Bottle Filling:** After the manufacturing completed, bottle filling process will be performed for product as per product specific BMR/BPR.
5. **Analysis of Product by Quality Control:** After filling, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
6. **Packing:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
7. **Dispatch:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

### Flowchart of Cosmetic Manufacturing Process :



1. **Raw Material Store:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **Hot Mixing:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC Check:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **Cooling:** After the mixing completed, transfer the batch in another vessel for cooling.
5. **Filling:** After cooling completed, transfer the batch for tube or bottle filling.
6. **Packing:** After filling, transfer the filling tube for final packing.
7. **Analysis of Product by Quality Control:** After coating, sampling done by QC person & testing is performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **Dispatch:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

### Flowchart of Veterinary Manufacturing Process:



1. **Raw Material Store:** Dispensing are performed by stores department in presence of Production & QA personal, by weighing / measuring and transferring specific amounts of materials required as per bill of material.
2. **Dry Mixing:** All dispensed & sifted raw material mixed in a clean vessel in manufacturing area. The active pharmaceutical ingredient required to be mixed with other excipients.
3. **IPQC Check:** All the activities dispensing/manufacturing and packing performed during different production stages to be monitor by QA personal for all the parameter per product specific BMR/BPR.
4. **Excruding:** After dry mixing, pass the material through excruder for proper shape & size.
5. **Drying:** After excruding, dry the material properly.
6. **Filling:** After the manufacturing completed, filling process will be performed for product as per product specific BMR/BPR.
7. **Analysis Of Product By Quality Control:** After filling, sampling done by QC person & testing performed by QC person as per product specification and after QC release, product can be release for dispatch by QA.
8. **Packing:** After the bulk release from QC and line clearance done by QA person further filling and packing process to be done of by Production.
9. **Dispatch:** After final packing of product and Finished product released by QC, authorized by QA, dispatch person will generate Invoice for product dispatching.

## MANUFACTURING UNITS

We currently operate three manufacturing units located near Thane, Maharashtra, each strategically designed to meet the growing demands of our diverse product portfolio.

### Unit – 1

Established in 2021, Unit I specializes in the manufacture of nutraceutical products, including tablets, capsules, powders, liquid orals, softgels, lozenges, and jellies. This unit, leased by the company, spans an area of approximately 9,676 square feet, with a current installed capacity of 10,000 kg per day.

### Unit – 2

Our Unit II focuses on the production of cosmetics and Ayurvedic products, including washes, silicone sunscreens, anti-pollution mists, and more. The unit is also leased, covering an area of 13,000 square feet, and has an installed capacity of 2,000 kg per day.

### Unit – 3

At Unit III, we manufacture pet supplements and homecare products such as bathroom cleaners, floor cleansers, phenyl liquids, room fresheners, alcohol-based surface cleaners, oral sprays, powders, boluses, gels, ointments, and creams. This unit is leased by us and spans an area of 14,000 square feet, with a daily production capacity of 1,800 kg.







### Unit - 3

*[This space has been left blank intentionally.]*

## CAPACITY AND CAPACITY UTILIZATION

Below are the details of the installed and the utilized capacity of all three units.

### Factory Unit 1 (Nutraceuticals)

Location: Plot No 9, 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2025 | 10,000                          | 9,300                          | 93%                      |
| 2024 | 10,000                          | 7,300                          | 73%                      |
| 2023 | 7,000                           | 5,800                          | 83%                      |

### Factory Unit 2 (Cosmetics and Ayurvedic)

Location: Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2025 | 2,000                           | 1,790                          | 90%                      |
| 2024 | 2,000                           | 1,700                          | 85%                      |
| 2023 | 1,500                           | 1,400                          | 93%                      |

### Factory Unit 3 (Pet Supplement and Homecare)

Location: Plot No-1, Phase-1, Genesis Ind, Township, Kologaon, Palghar, H.O, Thane, Maharashtra-400601

| Year | Installed capacity per day (Kg) | Actual production per day (Kg) | Capacity utilisation (%) |
|------|---------------------------------|--------------------------------|--------------------------|
| 2025 | 1,800                           | 1,190                          | 66%                      |
| 2024 | 1,800                           | 1,100                          | 61%                      |
| 2023 | 1,500                           | 800                            | 53%                      |

*The above figures are certified by Garg & Associates, Chartered Valuer, Membership No M-1707846, Category - Plant Machinery and Vehicles, Dated June 04, 2025.*

Over the last three years, the Company has significantly increased its installed capacity. To address the future demand, the Company is planning to expand its installed capacity. Achieving 100% utilization is not operationally feasible due to space requirements, the need for efficient man-material movement, and the setup needed for linear production flow.

## PLANT & MACHINERY

We manufacture products using the machinery installed at our facility. Our plants are equipped with the latest machinery and equipment, which helps us to maintain quality standards. Below are the details of the plant and machinery we own as of March 31, 2025.

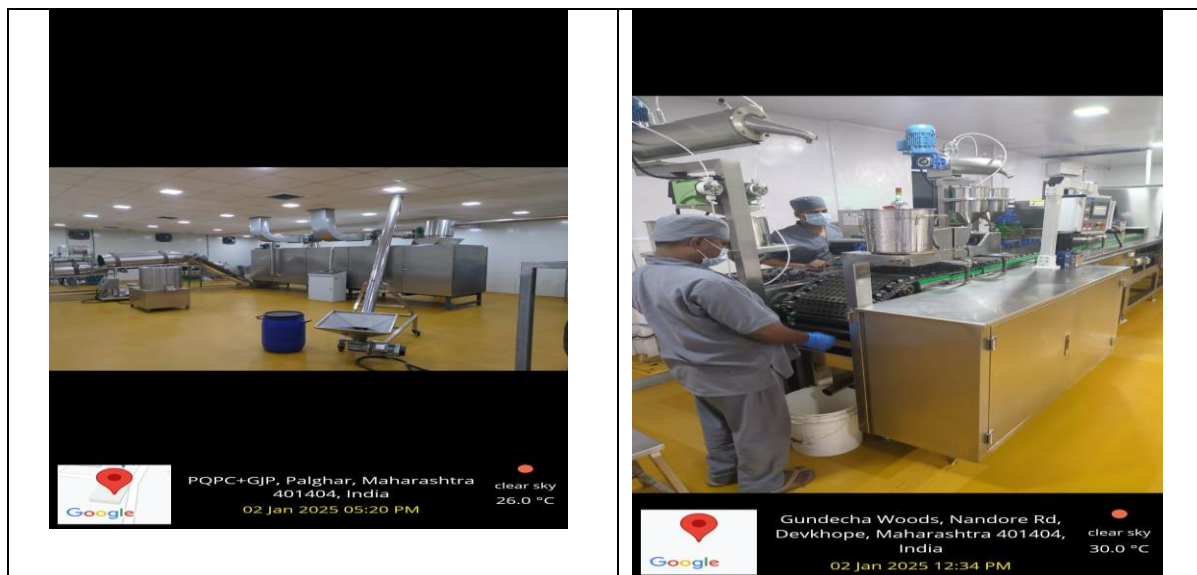


| S. No | Segments       | Usage                | Name of Machinery                                       | Quantity |
|-------|----------------|----------------------|---|----------|
| 1.    | Nutraceuticals | Tablets              | Fluid Bed Dryer   | 3        |
|       |                |                      | Mass Mixer  | 5        |
|       |                |                      | Multi-Mill  | 3        |
|       |                |                      | Vibro Softer Machines                                   | 2        |
|       |                |                      | Homogenizer   | 1        |
|       |                |                      | Gelatin Melt Vessel                                     | 2        |
|       |                |                      | Electronic Balance                                      | 3        |
|       |                |                      | Compression Machines                                    | 6        |
|       |                |                      | Coating Pans with Blower                                | 6        |
|       |                | Powder               | Octagonal Cone Blender                                  | 2        |
|       |                |                      | FBD   | 1        |
|       |                | Capsule              | Semi-Automatic Capsule Filling Machine                  | 2        |
|       |                |                      | Automatic Liquid Filling Capsule Machine                | 1        |
|       |                |                      | Encapsulation Machine                                   | 1        |
|       |                | Syrup (Liquid Oral)  | S.S Tank with Stirrer                                   | 3        |
|       |                | Bar & Cookies        | Planetary Mixer   | 1        |
|       |                |                      | Extruder  | 2        |
|       |                | Jelly/Gummies        | Gummy Candy Manufacturing Machine                       | 2        |
|       |                |                      | Gummies Counting and Filling Machine                    | 1        |
|       |                | Effervescent Tablet  | Rotar Rack Oven   | 1        |
|       |                |                      | Compression Machines                                    | 2        |
|       |                | Packing              | Liquid Filling, Printing, Sealing and Labelling Machine | 2        |
|       |                |                      | Blister Packing Machines                                | 8        |
|       |                |                      | Powder Filling Machine                                  | 2        |
|       |                |                      | FFS Machines (Vertical                                  | 4        |
|       |                |                      | Auto Double Side Packing Machine                        | 1        |
|       |                | Other Than Packing   | Compressor  | 15       |
|       |                |                      | Metal Detector  | 2        |
|       |                | Quality Control (QC) | H.P.L.C   | 1        |
|       |                |                      | UV-Visible Spectrophotometer                            | 1        |
|       |                |                      | Kjeltron Nitrogen/Protein Analyzer                      | 1        |
|       |                |                      | Gas Chromatography                                      | 1        |
|       |                | Microbiology Dept    | Laminar Air Flow  | 1        |
|       |                |                      | BOD Incubator   | 1        |
|       |                |                      | Microscope  | 1        |
|       |                |                      | Autoclave   | 2        |
| 2.    | Cosmetic       | Production           | Cream / Manufacturing Vessel Plant                      | 3        |
|       |                |                      | Cream/Lotion Filling machine                            | 3        |

| S. No | Segments  | Usage      | Name of Machinery             | Quantity |
|-------|-----------|------------|-------------------------------|----------|
|       |           |            | Tube Sealing Machine          | 1        |
|       |           |            | Automatic soap punch machine  | 1        |
|       |           |            | Plastic Tube Filling Machine  | 1        |
|       |           |            | Schinder Ved for the Liq Band | 1        |
| 3.    | Ayurvedic | Production | Mass Mixer                    | 1        |
|       |           |            | Cream Manufacturing vessel    | 1        |
|       |           |            | Compression M/C               | 1        |
|       |           |            | Coating Pan                   | 1        |
|       |           |            | Liquid Filling & Sealing      | 1        |
|       |           |            | liquid Filling machine        | 1        |
| 4.    | Pet Care  | Production | Mass Mixture                  | 1        |
|       |           |            | Single Punch Machine          | 1        |
|       |           |            | Liquid Mixing Tank            | 1        |
|       |           |            | Pet Food Extruder Plant       | 1        |
|       |           |            | FBD                           | 1        |
| 5.    | Home Care | Production | Liquid Mixing Tank            | 1        |
|       |           |            | Liquid Filling Machine        | 1        |
|       |           |            | Pouch Filling Machine         | 1        |

*\*The details of the machinery above are certified by the management of the company.*

**Pictures of our factories are provided below:**





## PROCUREMENT AND RAW MATERIAL

Our company procures a wide range of raw materials, including active pharmaceutical ingredients (APIs) and specialized extracts such as Acerola Extract, Amalaki Extract, BCAA Instant, Beta Alanine, Calcium Citrate Malate, Citric Acid Anhydrous, Capsule CT/CT Size, and Coenzyme Q10 from reputable third-party suppliers within India.

While we do not have long-term contracts with our suppliers, we maintain flexible relationships and negotiate prices for each purchase order. We collaborate with multiple suppliers for each raw material, ensuring competitive pricing and consistent supply. Our purchase orders outline all terms and conditions, including the return policy. We strive to source materials from trusted suppliers and typically seek quotations from several sources to ensure the best quality and price.

Our raw materials are sourced from various states across India, including Gujarat, Maharashtra, Haryana, Delhi, Rajasthan, Madhya Pradesh, Karnataka, Tamil Nadu, Puducherry, West Bengal, and Telangana.

The raw materials required for the production of the end-use products are generally provided by the company. However, in certain cases where the client insists on supplying the raw materials, the company is open to accommodating the client's request. Nevertheless, the company handles the procurement and provision of all necessary materials for the manufacturing process.

## QUALITY CONTROL

Quality assurance (QA) and quality control (QC) are fundamental to our operations. QC involves rigorous testing to ensure products meet predefined quality standards, while QA focuses on implementing systems and processes to maintain these standards throughout development and manufacturing. This dual focus fosters client trust and ensures the delivery of high-quality products.

Throughout the manufacturing process, we meticulously monitor quality at each stage. We adhere to specific **Batch Manufacturing Records (BMR)** and **Batch Packing Records (BPR)** for each product, ensuring that all parameters are checked and validated. After production, our quality control team conducts thorough sampling and testing according to predefined product specifications.

Our commitment to excellence is underscored by the certifications we have earned, including:

- **ISO 22000:2018** and **ISO 14001:2015** certified by a respected Euro-UK certification body
- Compliance with international **food safety standards**
- **FDA Registration** with the U.S. Food and Drug Administration
- **Good Manufacturing Practice (GMP)** certification by the World Health Organization
- **Hazard Analysis and Critical Control Points (HACCP)** certification by RBS Cert
- **Halal Certification**

These certifications affirm our unwavering commitment to maintaining the highest standards in manufacturing, food safety, and product quality.



## AWARDS & RECOGNITION

|   |   |
|---|---|
|    |        |
| <p>Rotary Vocation Excellence Award 2017-18: In 2018, Dr. Munir Abdul Ganee Chandniwala was awarded in recognition of outstanding services rendered to community.</p> | <p>Best Third-Party Manufacturing company sports and Nutrition 14<sup>th</sup> Feb 2017</p> |

|  |   |
|--|---|
|   |   |
| Best Nutaceutical Manufacturer to Dr. Munir Chandniwala                            | Most Promising Nutraceutical and Herbal Products Manufacture of the year 2018       |
|  |  |
| Most Promising Nutraceutical and Herbal Product Manufacturer of the year           | Best Rotarian of the year 22-23   |

## GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 years are as under:

(₹ in Lakhs)

| Sr. No.        | State/Country  | For the financial year ended |            |                |            |                |            |
|----------------|----------------|------------------------------|------------|----------------|------------|----------------|------------|
|                |                | March 31, 2025               |            | March 31, 2024 |            | March 31, 2023 |            |
|                |                | Revenue                      | In % terms | Revenue        | In % terms | Revenue        | In % terms |
| Domestic Sales |                |                              |            |                |            |                |            |
| 1              | Maharashtra    | 6,577.14                     | 62.71%     | 6,688.54       | 66.90%     | 4,581.94       | 60.25%     |
| 2              | Gujarat        | 2,096.87                     | 20.00%     | 1,822.50       | 18.23%     | 1,992.72       | 26.20%     |
| 3              | Karnataka      | 587.19                       | 5.60%      | 517.02         | 5.17%      | 254.45         | 3.35%      |
| 4              | Delhi          | 274.16                       | 2.61%      | 285.98         | 2.86%      | 146.95         | 1.93%      |
| 5              | Haryana        | 376.21                       | 3.58%      | 195.28         | 1.95%      | 204.61         | 2.69%      |
| 6              | Madhya Pradesh | 123.55                       | 1.18%      | 106.63         | 1.07%      | 174.60         | 2.30%      |



| Sr. No.          | State/Country   | For the financial year ended |               |                 |               |                 |               |
|------------------|-----------------|------------------------------|---------------|-----------------|---------------|-----------------|---------------|
|                  |                 | March 31, 2025               |               | March 31, 2024  |               | March 31, 2023  |               |
|                  |                 | Revenue                      | In % terms    | Revenue         | In % terms    | Revenue         | In % terms    |
| 7                | Punjab          | 99.63                        | 0.95%         | 99.93           | 1.00%         | 130.21          | 1.71%         |
| 8                | Uttar Pradesh   | 61.92                        | 0.59%         | 67.57           | 0.68%         | 22.90           | 0.30%         |
| 9                | Telangana       | 54.03                        | 0.52%         | 39.57           | 0.40%         | 4.48            | 0.06%         |
| 10               | West Bengal     | 87.03                        | 0.83%         | 32.30           | 0.32%         | 28.93           | 0.38%         |
| 11               | Rajasthan       | 17.92                        | 0.17%         | 27.97           | 0.28%         | 14.38           | 0.19%         |
| 12               | Tamil Nadu      | 16.49                        | 0.16%         | 44.56           | 0.45%         | 9.41            | 0.12%         |
| 13               | Kerala          | 26.75                        | 0.26%         | 13.37           | 0.13%         | 19.33           | 0.25%         |
| 14               | Assam           | 5.52                         | 0.05%         | 7.75            | 0.08%         | 7.06            | 0.09%         |
| 15               | Jammu & Kashmir | 0.36                         | 0.01%         | 5.81            | 0.06%         | 1.00            | 0.01%         |
| 16               | Odisha          | 5.20                         | 0.05%         | 6.12            | 0.06%         | 4.42            | 0.06%         |
| 17               | Chhattisgarh    | 3.98                         | 0.04%         | 5.50            | 0.05%         | 0.68            | 0.01%         |
| 18               | Andhra Pradesh  | 3.02                         | 0.03%         | 3.82            | 0.04%         | 4.60            | 0.06%         |
| 19               | Goa             | 2.11                         | 0.02%         | -               | -             | -               | -             |
| 20               | Bihar           | 5.47                         | 0.05%         | 0.71            | 0.01%         | -               | -             |
| 21               | Chandigarh      | (0.22)                       | (0.01%)       | -               | 0.00%         | 0.53            | 0.01%         |
| 22               | Jharkhand       | -                            | -             | -               | -             | -               | -             |
| 23               | Uttarakhand     | -                            | -             | -               | -             | -               | -             |
| <b>Total (I)</b> |                 | <b>10,424.33</b>             | <b>99.42%</b> | <b>9,970.93</b> | <b>99.74%</b> | <b>7,603.20</b> | <b>99.97%</b> |

#### Export Sales

|                   |        |              |              |              |              |             |              |
|-------------------|--------|--------------|--------------|--------------|--------------|-------------|--------------|
| 1                 | Export | 61.03        | 0.58%        | 25.58        | 0.26%        | 2.45        | 0.03%        |
| <b>Total (II)</b> |        | <b>61.03</b> | <b>0.58%</b> | <b>25.58</b> | <b>0.26%</b> | <b>2.45</b> | <b>0.03%</b> |

**Total (I + II)**      **10,485.36**    **100.00%**      **9,996.51**    **100.00%**      **7,605.65**    **100.00%**

The above figure has been certified by our statutory auditor M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated June 10, 2025.

Note- The Exports made by the Company in the Past three financial year are made to the Nepal, Iraq & Dubai.

#### TOP TEN CUSTOMERS:

(₹ in Lakhs)

| Particulars             | March 31, 2025 |                 | March 31, 2024 |                 | March 31, 2023 |                 |
|-------------------------|----------------|-----------------|----------------|-----------------|----------------|-----------------|
|                         | Amount.        | % of Revenue    | Amount         | % of Revenue    | Amount         | % of Revenue    |
|                         |                | from Operations |                | from Operations |                | from Operations |
| <b>Top 10 Customers</b> | 5,020.11       | 47.89%          | 5,009.10       | 50.10%          | 3,522.78       | 46.29%          |

The above figure has been certified by our statutory auditor M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated June 10, 2025.

## TOP TEN SUPPLIER:

(₹ in Lakhs)

| Particulars   | March 31, 2025 |                     | March 31, 2024 |                     | March 31, 2023 |                     |
|---------------|----------------|---------------------|----------------|---------------------|----------------|---------------------|
|               | Amount.        | % of Total Supplies | Amount         | % of Total Supplies | Amount         | % of Total Supplies |
| <b>Top 10</b> | 2,590.03       | 36.38%              | 2,698.44       | 39.44%              | 2,055.57       | 38.84%              |

*The above figure has been certified by our statutory auditor M/s V.B. Goel & Co. Chartered Accountants vide their certificate dated June 10, 2025.*

## COLLABORATIONS/TIE UPS/JOINT VENTURES

As on the date of this Red Herring Prospectus, we do not have any collaborations/tie ups/joint ventures.

## MARKETING

Our CDMO business operates primarily in the business-to-business (B2B) segment, focusing on building and maintaining direct relationships with our customers. This direct engagement enables us to thoroughly understand their technical needs, specifications, and future requirements, ensuring we deliver tailored and effective solutions. Our senior management actively participates in the sales and marketing process, fostering strategic relationships and enhancing the overall customer experience.

As of the date of this RHP, our sales and marketing team for the CDMO business consists of 05 employees. This team plays a crucial role in generating new business opportunities, identifying potential customers, and nurturing long-term relationships with existing clients to drive sustained revenue growth.

Our sales and marketing efforts are closely aligned with our R&D team, enabling seamless collaboration with customers to design products that meet their unique specifications and market needs. This integrated approach ensures we remain responsive to evolving demands and deliver solutions that are highly valued by our clients.

We believe the key drivers of our sales and marketing success in the CDMO business are the positive word-of-mouth recommendations from satisfied clients and the strong credibility we've built over the years through consistent quality and performance.

In line with our marketing strategy, we have actively participated in industry events where we showcased our products and capabilities. We also implemented digital marketing initiatives, leveraging social media platforms like LinkedIn, Facebook, Instagram, and YouTube to increase brand visibility and engagement. Furthermore, we collaborated with sales partners who provided valuable leads in exchange for a commission on successful sales, thereby expanding our reach and maximizing our promotional efforts during key events.

The tables set forth below provides our selling & Marketing Expenses for the years and period indicated.



(₹ in Lakhs)

| Particulars              | For the financial year ended |                    |                |                    |                |                    |
|--------------------------|------------------------------|--------------------|----------------|--------------------|----------------|--------------------|
|                          | March 31, 2025               |                    | March 31, 2024 |                    | March 31, 2023 |                    |
|                          | Amount                       | % of total expense | Amount         | % of total expense | Amount         | % of total expense |
| Exhibition Expenses      | 68.59                        | 0.79%              | 71.35          | 0.84%              | 65.38          | 0.99%              |
| Commission               | 31.61                        | 0.36%              | 42.65          | 0.50%              | 34.25          | 0.52%              |
| Website Expenses         | 3.05                         | 0.03%              | 4.11           | 0.05%              | 8.02           | 0.12%              |
| Sales Promotion Expenses | 1.34                         | 0.02%              | 1.73           | 0.02%              | 9.92           | 0.15%              |
| <b>Total</b>             | <b>104.60</b>                | <b>1.20%</b>       | <b>119.84</b>  | <b>1.41%</b>       | <b>117.56</b>  | <b>1.78%</b>       |

## LOGISTICS

Our products are primarily transported by road through local transport partners. Raw materials are delivered directly to our stores by our suppliers based on the agreed order terms. Currently, we do not maintain long-term contractual relationships with our local transporters.

## HUMAN RESOURCE:

We believe that our employees are among our most important assets and are critical to maintaining our competitive position in the industry. As of today, we have a total workforce of 163 permanent employees on a payroll basis. Additionally, the company employs contract workers as needed, depending on demand.

For contract Labor, we have entered into agreements with two vendors:

Agreement 1 – M/s Mangalmurti Enterprise

Agreement 2 – M/s Bhumika Enterprise

The breakup of the employees: -

| Sr. No | Particular               | Nutraceuticals | Homecare /Cosmetic | Aurvedic | Pet |
|--------|--------------------------|----------------|--------------------|----------|-----|
| 1      | Permanent employees      | 141            | 10                 | 8        | 4   |
| 2      | Labor on Contract Basis* | 78             | 0                  | 0        | 0   |

*\*As for the quality check process, the Company has implemented a robust system to monitor and ensure the quality of work done by the contract labor. This includes regular inspections, supervision by site managers to maintain high standards and compliance with the Company's specifications.*

The Company has entered into agreements with two vendors for contract labors. The number of contractual laborers associated with the Company for the last three financial years is as follows:

| Year    | No of Contractual Laborers |
|---------|----------------------------|
| 2024-25 | 78                         |
| 2023-24 | 78                         |
| 2022-23 | 78                         |

The breakup of the Permanent employees: -

| Sr. No       | Department | Nutraceuticals | Homecare /Cosmetic | Ayurvedic | Pet      |
|--------------|------------|----------------|--------------------|-----------|----------|
| 1            | Production | 111            | 6                  | 5         | 2        |
| 2            | Accounts   | 4              | 0                  | 0         | 1        |
| 3            | Qc/ R&D    | 3              | 1                  | 0         | 0        |
| 4            | Management | 15             | 1                  | 1         | 1        |
| 5            | Store      | 8              | 2                  | 2         | 0        |
| <b>Total</b> |            | <b>141</b>     | <b>10</b>          | <b>8</b>  | <b>4</b> |

None of our employees are represented by a labor union or covered under any collective bargaining agreement. We have not experienced any work stoppages, and we consider our employee relations to be strong and positive. We place significant emphasis on the training and development of our workforce. Mr. Munir Abdul Ganee Chandniwala, our Promoter and Managing Director, plays a key role in overseeing training programs designed to enhance technical, managerial, and leadership skills. These programs aim to ensure our employees are well-equipped to excel in their respective roles. The details of employees associated with the Company and the attrition rate over the past three financial years are as follows:

| Financial Year | Employees at beginning of FY | Employees at Closing of FY | Employees Left | Employees Joined | Attrition Rate (%) |
|----------------|------------------------------|----------------------------|----------------|------------------|--------------------|
| FY 2024-25     | 170                          | 179                        | 5              | 14               | 2.79               |
| FY 2023-24     | 166                          | 170                        | 9              | 13               | 5.29               |
| FY 2022-23     | 150                          | 166                        | 7              | 23               | 4.22               |

## IT and IT Systems

Our corporate office is equipped with modern computer systems, advanced software, uninterrupted power supply, high-speed internet connectivity, security infrastructure, and other essential facilities required to ensure the seamless functioning of our business operations. The IT systems and infrastructure used by the Company are owned by the Company and are not taken on a right-to-use basis. The servers are maintained at a registered office of the company, and the Company ensures the protection of its IT infrastructure. In terms of cybersecurity, the Company has implemented necessary measures in line with industry best practices to safeguard its systems, including regular security audits and updates to prevent unauthorized access and data breaches. The primary software utilized by our company includes Tally - A comprehensive system for business accounting and inventory management.

## CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate entity, we are committed to undertaking developmental projects aimed at improving the quality of life for underprivileged sections of society and other stakeholders. Our CSR strategies align with national priorities, focusing on addressing the basic needs of local communities. Our CSR Policy provides a framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013, and its associated rules. A dedicated CSR Committee has been formed in accordance with the relevant regulations to oversee these activities.

We demonstrate our commitment to social development by dedicating resources and efforts to meaningful CSR programs. Our initiatives are aligned with Indian legal requirements and focus on the fields of education and healthcare, executed through our implementing agencies:

- Uchat Shikshan Sanstha
- Hasaniya Healthcare Sarvajanik Trust
- Womb Foundation

The table below provides a summary of expenses incurred on our CSR initiatives during Financial Years 2025, 2024 and 2023:

**(₹ in Lakhs)**





| Particulars                             | For the financial year ended |                    |                |                    |                |                    |
|---|------------------------------|--------------------|----------------|--------------------|----------------|--------------------|
|   | March 31, 2025               |                    | March 31, 2024 |                    | March 31, 2023 |                    |
|   | Amount                       | % of total expense | Amount         | % of total expense | Amount         | % of total expense |
| Corporate Social Responsibility Expense | 21.72                        | 0.25%              | 11.46          | 0.13%              | 6.75           | 0.10%              |
| <b>Total</b>                            | <b>21.72</b>                 | <b>0.25%</b>       | <b>11.46</b>   | <b>0.13%</b>       | <b>6.75</b>    | <b>0.10%</b>       |

#### COLLABORATIONS:

We have not entered into any technical or other collaboration.

#### INTELLECTUAL PROPERTY

All Intellectual Property Rights (IPR) are currently registered in the name of the Promoter, Mr. Munir Abdul Ganee Chandniwala. He has assigned all his Intellectual Property Rights (IPR) to the Company for a token consideration of Rs. 1/- An agreement was executed between the Promoter and the Company on 9th August 2024, formalizing this assignment. The Company currently does not own any trademark or Copyright. However, the Company uses following Trademark:

| S.NO | Original Trademark Name   | Application No. | Class     | Current Status | Registration Date | Valid Upto     |
|------|---|-----------------|-----------|----------------|-------------------|----------------|
| 1.   |  | 3257103         | CLASS: 5  | Registered     | May 12, 2016      | May 12, 2026   |
| 2.   |  | 3257102         | CLASS: 29 | Registered     | May 12, 2016      | May 12, 2026   |
| 3.   |  | 3799320         | CLASS: 5  | Registered     | April 07, 2018    | April 07, 2028 |
| 4.   |  | 1448950         | CLASS: 5  | Registered     | May 05, 2006      | May 05, 2026   |

*Note- The given Intellectual Property details belong to the Copyright*

## INSURANCE

The Company has maintained adequate insurance coverage over the past three years. There have been no instances where losses exceeded the insurance cover, nor have there been any claims that surpassed the liability insurance coverage. The Company ensures that its insurance policies provide sufficient coverage to address potential risks, and we have not experienced any situations where this coverage was inadequate.

| S r. N o. | Insurer  | Description of Property Insured  | Policy No.             | Expiry date | Insured Amount (₹ In Lakhs) | Amount of premium |
|-----------|--|--|------------------------|-------------|-----------------------------|-------------------|
| 1.        | The Oriental Insurance Company Limited             | Mahindra Bolero Pickup FBPS 1.7 TXL  | 131200/31/2025/456     | 03/09/2025  | 4.32                        | ₹16,874/-         |
| 2.        | SBI General Insurance Company Limited              | Factory unit at Plot No - 09. Phase-2, Genesis Ind. Township, Kolgoan, Palghar, H. O., Thane, Maharashtra-401 404                        | MIB/1248 937           | 17/07/2025  | 10.67                       | ₹28,366/-         |
| 3.        | Cholamandalam MS General Insurance Company Limited | Mahindra Bolero Pickup FBPS 1.7 TXL  | 3379/0420 3734/000/0 0 | 04/01/2026  | 5.20                        | ₹19,534.00        |
| 4.        | The Oriental Insurance Company Limited             | Eicher Pro 2059 XP   | 131200/31/2025/668     | 06/11/2025  | 12.97                       | ₹24,696/-         |
| 5.        | Cholamandalam MS General Insurance Company Limited | UNIT NO-109-110-111. GHANSHYA, ENCLAVE, B/H LALJI PADA POLICE COWKI, KANDIWALI LINK ROAD, KANDIWALI WEST S.O, MUMBAI, MAHARASHTRA-400067 | 2150/0021 5993/000/0 0 | 20/12/2025  | 133                         | ₹11,241/-         |
| 6.        | Cholamandalam MS                                   | A-13 BUILDING  | 2162/0172 7305/000/0   | 17/12/2025  | 50                          | ₹3,540/-          |

| S<br>r.<br>N<br>o. | Insurer  | Description of<br>Property<br>Insured  | Policy No.                   | Expiry<br>date | Insured<br>Amount<br>(₹ In<br>Lakhs) | Amount of<br>premium |
|--------------------|--|--|------------------------------|----------------|--------------------------------------|----------------------|
|                    | General<br>Insurance<br>Company<br>Limited                         | NAME GAT<br>NO-248/250/56<br>SECTOR<br>KOLGAON<br>PALGHAR<br>ROAD CITY<br>KOLGAON,,P<br>ALGHAR<br>H.O,THANE,<br>MAHARASHT<br>RA-401404   | 0                            |                |                                      |                      |
| 4.                 | Cholamandal<br>am MS<br>General<br>Insurance<br>Company<br>Limited | PLOT NO -<br>9/10. PHASE-<br>2, GENESIS<br>IND.<br>TOWNSHIP,<br>KOLGOAN,P<br>ALGHAR<br>H.O,THANE,<br>MAHARASHT<br>RA,,PALGHA<br>R<br>H.O,THANE,<br>MAHARASHT<br>RA-401404<br><br>And<br><br>Factory unit at<br>Plot No-1,<br>Phase-1,<br>Genesis Ind,<br>Township,<br>Kologaoon,<br>Palghar, Thane<br>H. O, Thane,<br>Maharashtra-<br>400 601<br><br>And<br><br>Factory unit at<br>Plot No-57,<br>Phase-1,<br>Genesis Ind,<br>Township,<br>Kologaoon,<br>Palghar, Thane<br>H. O, Thane,<br>Maharashtra-<br>400 601 | 2150/0021<br>5989/000/0<br>0 | 17/12/2025     | 1936                                 | ₹2,08,736/-          |

## FINANCIAL SNAPSHOT:

Financial Snapshot of our Company as per Restated Financial Information is as under:

| Particulars                          | For the financial year ended |                |                |
|--------------------------------------|------------------------------|----------------|----------------|
|                                      | March 31, 2025               | March 31, 2024 | March 31, 2023 |
| Revenue from Operations (₹ in Lakhs) | 10,485.36                    | 9,996.51       | 7,605.65       |
| Total Revenue (₹ in Lakhs)           | 10,498.67                    | 10,001.60      | 7,605.65       |
| EBITDA (₹ in Lakhs)                  | 2,057.14                     | 1,695.56       | 1,072.34       |
| EBITDA Margin (%)                    | 19.62%                       | 16.96%         | 14.10%         |
| PAT (₹ in Lakhs)                     | 1,336.60                     | 1,112.80       | 719.63         |
| PAT Margin (%)                       | 12.75%                       | 11.13%         | 9.46%          |

## ENVIRONMENTAL, HEALTH AND SAFETY MATTERS

We prioritize the safety and well-being of our employees and the environment by adhering strictly to Environmental, Health, and Safety (EHS) guidelines. Our commitment to safety is demonstrated through regular risk assessments, the implementation of safe manufacturing processes, and effective waste management and recycling initiatives.

Our facilities are designed to comply with and exceed safety standards, reflecting our dedication to sustainable practices and reducing our environmental footprint. We continuously invest in advanced technologies to promote sustainability, protect our workforce, and maintain the highest product quality. Furthermore, we ensure full compliance with all relevant environmental regulations, fostering a safer and more sustainable business environment while contributing positively to the communities we serve.

## REGISTERED OFFICE:

109, Ghanshyam Enclave, New Link Road,  
Behind Laljipada Police Chowky,  
Kandivali (W), Mumbai,  
Maharashtra, India – 400067

Our registered office is equipped with state-of-the-art computer systems, servers, essential software, and advanced communication equipment to support seamless business operations. The office is backed by an uninterrupted power supply (UPS) system, reliable internet connectivity, and comprehensive security measures to ensure operational efficiency and safety. These robust facilities enable us to maintain smooth, secure, and uninterrupted operations, ensuring we meet our business objectives effectively.

## SWOT ANALYSIS

### Strengths:

1. **Comprehensive Product Portfolio:** The Company offers a wide range of products across various categories, including dietary/nutritional products, cosmetics, Ayurvedic/herbal products, veterinary feeds, and homecare solutions. As of the latest fiscal year, the Company offers over 3000 products, contributing to a diverse and resilient portfolio.

2. **Commitment to Quality and Innovation:** The Company has consistently invested in R&D to improve product formulations and introduce innovative solutions. Our R&D efforts span various product categories including pharmaceuticals, cosmeceuticals, nutraceuticals and ayurvedic products, among others, within and outside India. As of March 31, 2024, we operate one dedicated R&D units and engaged Eight R&D person across our businesses.
3. **Competitive Advantage in Quality and Pricing:** The Company maintains a strong reputation for quality, with certifications from major industry standards. It also leverages economies of scale to offer competitive pricing, which allows it to cater to both premium and value-conscious consumers.
4. **Robust Marketing and Distribution Network:** The Company has established a strong marketing and distribution network that allows it to effectively reach a wide and diverse consumer base, supporting its growth and market presence.
5. **Experienced Leadership:** The Company's leadership team consists of industry veterans with decades of experience, contributing to effective strategic planning and execution. The Managing director has over 20 years of experience in the industry, ensuring a steady and knowledgeable leadership approach.

#### **Weaknesses:**

1. **Dependence on Nutraceutical Growth:** A significant portion of the Company's revenue is derived from the nutraceutical segment, which accounted more than 90% of the total revenue in FY 2023-24. This dependency exposes the Company to market fluctuations in this sector.
2. **Need for Additional Financial Resources:** The Company is in the process of securing additional capital to fund expansion plans, especially in emerging markets. The requirement for external financing is expected to increase as the Company scales operations.
3. **Limited Market Reach:** While the Company has a strong presence in Maharashtra and Gujrat, its Domestic reach is still limited.
4. **Reliance on Existing Customer Base:** A significant portion of the Company's revenue comes from a core group of long-standing customers. While customer loyalty is strong, this dependence may hinder growth if the customer base is not sufficiently expanded.
5. **Competitive Pressure:** The Company faces growing competition from both established and new market players. This is particularly evident in the growing dietary/nutritional segment, where new entrants are constantly emerging with innovative products and competitive pricing strategies.

#### **Opportunities:**

1. **Growing Consumer Demand for Innovation:** Consumer demand for new, innovative products continues to grow, particularly in the dietary/nutritional and cosmetics segments. The Company is well-positioned to capitalize on this trend by focusing on R&D and product innovation.
2. **Rising Demand in Emerging Markets:** The Company has identified emerging markets, particularly covered all Indian market and then in Asia and Africa, as areas for significant growth. These markets are experiencing an increase in disposable income and consumer demand for health-related and wellness products.
3. **Geographic and Market Expansion:** The Company plans to expand its footprint in international markets. As part of its strategy, it is exploring entry into additional countries, where demand for the Company's products is expected to rise.
4. **Innovation and New Product Development:** Continuous innovation and new product launches represent a major growth opportunity. The Company has a robust pipeline of products slated for release in the coming fiscal years, which are gaining traction.



## Threats:

1. **Low Consumer Awareness:** In certain markets, especially emerging economies, consumer awareness of the Company's products is still developing. This could pose a challenge to sales growth, especially in new geographic regions.
2. **Government Scheme Delays:** The Company's business in certain segments, such as veterinary feeds, may be impacted by delays in the implementation of government schemes and regulations, which could affect the timely release of new products.
3. **Professional Skill Shortage:** The Company's ability to innovate and maintain high operational standards is challenged by the shortage of skilled professionals in certain markets. This can potentially slow down product development and impact growth.

## EXPORTS & EXPORTS OBLIGATIONS

As on date of this Red Herring Prospectus, our Company does not have any export obligations.

## POWER AND ELECTRICITY

The Company's power requirements at its registered office are met by Adani Electricity Mumbai Limited, which provides a reliable and sufficient supply to support day-to-day operations. Additionally, the Company's factory fulfils its power needs through Maharashtra State Electricity Distribution Co. Limited, ensuring that production activities run smoothly without interruption.

We maintain a strong relationship with both electricity providers and closely monitor our consumption to ensure operational efficiency. Moreover, we actively explore opportunities to improve energy management and integrate sustainable practices in accordance with industry standards.

## WATER

Our operational premises are fully supported by the municipal water supply, which satisfies the required daily consumption for all office activities. The water provided is sufficient to ensure the smooth functioning of the office, catering to both employee hydration needs and other essential operations.

We are committed to the responsible use of water and adhere to all relevant regulations and guidelines concerning water consumption. In line with our sustainability initiatives, we continuously monitor water usage and strive for enhanced operational efficiency.

## PROPERTIES

We operate from our registered office and manufacturing units. Further, all transactions related to the leasing of properties by the Company from the Promoter, Promoter Group, and the subsidiary company of the Company are conducted on an arm's length basis. The details are provided below: -

| Sr. No.                  | Address of Premises                            | Name of the Lessor                | Tenure                   | Consideration       | Area            | Purpose           |
|--------------------------|--|-----------------------------------|--------------------------|---------------------|-----------------|-------------------|
| <b>Registered office</b> |  |                                   |                          |                     |                 |                   |
| 1.                       | 109, Ghanshyam Enclave Premises Co-op Soc Plot | Mr. Munir Abdul Ganee Chandniwala | 01/04/2024 to 31/03/2027 | ₹1,50,000 per month | 650 Square Feet | Registered Office |

| Sr. No.          | Address of Premises   | Name of the Lessor  | Tenure                   | Consideration       | Area                                      | Purpose      |
|------------------|---|---|--------------------------|---------------------|---|--------------|
|                  | No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067                           | and Ms. Shirin Munir Ahmed Chandniwala.                                   |                          |                     |   |              |
| <b>Factories</b> |   |   |                          |                     |   |              |
| 2.               | Plot No 9, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404  | Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala. | 01/01/2025 to 31/12/2027 | ₹2,00,000 per month | 899 Square Meter (Appx. 9676 Square Feet) | Factory Unit |
| 3.               | Plot No 10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India – 401404 | Mr. Munir Abdul Ganee Chandniwala   | 01/04/2024 to 31/03/2027 | ₹1,50,000 per month | 13,000 Square Feet                        | Factory Unit |
| 4.               | Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404  | Mr. Munir Abdul Ganee Chandniwala and Ms. Shirin Munir Ahmed Chandniwala. | 01/04/2024 to 31/03/2027 | ₹2,10,000 per month | 14,000 Square Feet                        | Factory Unit |
| 5.               | Plot No 01, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane, Maharashtra, India - 401404  | Mr. Munir Abdul Ganee Chandniwala   | 01/04/2024 to 31/03/2027 | ₹1,40,000 per month | 14,000 Square Feet                        | Factory Unit |
| 6.               | Shop No. A-13, GAT NO - 248/250/56, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India                 | Kiran Electricals   | 10/09/2024 to 09/08/2025 | Rs. 48000 per month | 3368 Square Feet                          | Godown       |

*\*The lease agreement is duly registered and stamped.*

#### **RESEARCH AND DEVELOPMENT:**

Our in-house research & development (R&D) team focuses on creating new formulations based on current health trends, global product approvals, and opportunities in the pharmaceutical, wellness, and nutraceutical sectors. During the product development process, each potential product goes through thorough clinical and stability studies, scale-up procedures, and a careful regulatory approval process before it is launched.

Our R&D efforts span various product categories including pharmaceuticals, cosmeceuticals, nutraceuticals and ayurvedic products, among others, within and outside India. As of March 31, 2024, we operate one dedicated R&D units and engaged Eight R&D person across our businesses. The team members within the R&D have a diverse set of qualifications.

### **COMPETITION:**

The Company operates in a dynamic and competitive environment. It faces competition from various domestic entities across its business segments. The competitive factors include, but are not limited to, market demand, product differentiation, pricing strategies, and the ability to adapt to evolving consumer preferences and market conditions. The Company continuously evaluates its competitive position and strives to maintain and improve its market standing.

In addition, market conditions, economic factors, and shifts in consumer preferences may impact the competitive landscape. The Company continuously monitors the competitive environment and takes strategic actions to enhance its product offerings, improve operational efficiency, and strengthen customer relationships. However, the Company cannot guarantee that such efforts will be sufficient to protect or improve its competitive position in the future.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.*

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the section titled ‘Government and Other Statutory Approval’ beginning on page 282 of this Red Herring Prospectus.*

*Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:*

### INDUSTRY SPECIFIC LAWS

#### **The Drugs and Cosmetics Act, 1940 (“Drugs and Cosmetics Act”), Drugs and Cosmetics Rules, 1945 (“Drugs and Cosmetics Rules”)**

Drugs and Cosmetics Act regulates the import, manufacture, distribution and sale of drugs and cosmetics in India including labelling, packing, and testing as well as matters pertaining to drug formulations and its active ingredients. It prohibits the manufacture and sale of certain drugs and cosmetics which are misbranded, adulterated or spurious. Drugs and Cosmetics Act empowers the Central government to prescribe rules for testing and licensing new drugs. The procedures under the Drugs and Cosmetics Act and the Drugs and Cosmetics Rules provide for obtaining a series of approvals at different stages of testing drugs before the Drugs Controller, India and / or respective state licensing authority which grants the final license to allow the drug to be manufactured and marketed.

The Drugs and Cosmetics Rules mandate that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authority.

#### **Drugs (Control) Act, 1950 (the “Drugs Control Act”)**

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

#### **The New Drugs and Clinical Trial Rules, 2019 (the “NDC Rules”)**

The clinical trials in India are controlled by the Directorate General (“DG”) of health services under the Ministry of Health and Family Welfare, Government of India. The NDC Rules lay down the process mechanics and guidelines for clinical trials, including procedure for approval for clinical trials. Clinical trials require obtaining free, informed, and written consent from each study subject. The NDC Rules also provide for compensation in case of injury or death caused during the clinical trials. The Central

Drugs Standard Control Organization has issued the guidance for industry for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the NDC Rules. Further, under the NDC Rules, the ethics committee constituted thereunder is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The NDC Rules further provide for the composition and functions of the ethics committee and its period of validity. The NDC Rules further mandate the maintenance of records for a period of five years after completion of the clinical trial, bioavailability study or bioequivalence study, as the case may be.

### **Legal Entity Identifier (LEI) for Large Value Transactions in Centralised Payment Systems**

The Legal Entity Identifier (LEI) is a 20-character alpha-numeric code used to uniquely identify parties to financial transactions worldwide. It has been implemented to improve the quality and accuracy of financial data reporting systems for better risk management. It is used to create a global reference data system that uniquely identifies every legal entity in any jurisdiction that is party to a financial transaction.

### **Cosmetics Rules, 2020 (the “Cosmetic Rules”)**

Under the Cosmetic Rules, no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

### **National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)**

The 2012 Policy replaces the drug policy of 1994 and presently seeks to lay down the principles for pricing of essential drugs specified in the National List of Essential Medicines –2011 (“NLEM”) declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, so as to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices would be regulated based on the essential nature of the drugs rather than the economic criteria / market share principle adopted in the drug policy of 1994. Further, the 2012 Policy will regulate the price of formulations only, through market-based pricing which is different from the earlier principle of cost-based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

### **The Pharmacy Act, 1948 (“Pharmacy Act”)**

The Pharmacy Act governs the regulation of the profession, practice of pharmacy and pharmacy councils. The function of pharmacy council which inter-alia, includes minimum standard of education laid down by Pharmacy Council of India known as the Education Regulation, minimum qualification

for admission and condition to be fulfilled by university, approval of institute providing course and examination for the pharmacists and withdrawal of approval. The State Pharmacy Council maintains up-to-date register of pharmacists after collection of requisite fees. Under Section 42 of the Pharmacy Act, no person other than a registered pharmacist shall compound, prepare, mix, or dispense any medicine on the prescription of a medical practitioner.

### **Drugs (Prices Control) Order, 2013 (the “DPCO”)**

The DPCO has been notified under the ECA. The first schedule to the DPCO consists of a list of essential medicines or formulations. In relation to these scheduled formulations, the DPCO inter alia prescribes the method for calculating the ceiling price and provides that the Government shall fix and notify the ceiling prices. The DPCO also prescribes the method for calculating the retail price of a new drug in the domestic market for existing manufacturers of scheduled formulations. Further, under the DPCO, the Government has been assigned the task to monitor the production and availability of scheduled formulations and the active pharmaceutical ingredients contained in the scheduled formulation.

### **Drugs, Medical Devices and Cosmetics Bill, 2022 (the “Drugs Bill, 2022”)**

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

### **The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the “DMRA”)**

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document and any announcement made orally or by any means of producing or transmitting light, sound or smoke. It also specifies the ailments for which no advertisement is allowed. DMRA prohibits advertisements that give false impression regarding the true character of a drug, make false claims for a drug, or are otherwise false or misleading in any material particular. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

### **The National List of Essential Medicines, 2022**

The National List of Essential Medicines (NLEM), 2022 is a comprehensive list issued by the Ministry of Health and Family Welfare, Government of India, identifying medicines that are essential for public healthcare. The list is periodically updated based on efficacy, safety, and cost-effectiveness, aiming to strengthen India's healthcare system by promoting rational drug use and reducing treatment costs

### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

### **Food Safety and Standards Act, 2006**

The Food Safety and Standards Act, 2006, is an Indian legislation aimed at consolidating various laws related to food safety and regulation. It established the Food Safety and Standards Authority of India (FSSAI) to oversee the implementation and enforcement of food safety standards across the country. The Act mandates scientific risk assessment, regulation of food manufacturing, storage, distribution, sale, and import to ensure the availability of safe and wholesome food for human consumption. It also specifies the responsibilities of food business operators and provides guidelines for food safety audits and inspections. The Act emphasizes consumer protection and includes provisions for penalties and punishments for non-compliance. The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Packaging) Regulations, 2018
- Food Safety and Standards (Labelling and Display) Regulations, 2020

### **Food Safety and Standards (Health Supplements, Nutraceuticals, Food for Special Dietary Use, Food for Special Medical Purpose, Functional Food, and Novel Food) Regulations, 2016**

The Food Safety and Standards (Health Supplements, Nutraceuticals, Food for Special Dietary Use, Food for Special Medical Purpose, Functional Food, and Novel Food) Regulations, 2016, were established by the Food Safety and Standards Authority of India (FSSAI). These regulations set guidelines for the manufacturing, packaging, labelling, and distribution of various health-related food products. They mandate specific safety, quality, and efficacy standards for products like health supplements, nutraceuticals, and functional foods to ensure consumer safety. The regulations also outline permissible ingredients, usage limits, and labelling requirements, including health claims. This framework aims to protect public health while promoting the development of safe and effective health-oriented food products.

### **Insecticides Act, 1968**

The Insecticides Act, 1968 is an Indian legislation aimed at regulating the import, manufacture, sale, transport, distribution, and use of insecticides to prevent risk to human beings or animals. The Act establishes a Central Insecticides Board to advise the central and state governments on technical matters and a Registration Committee to scrutinize and approve insecticide registration applications. It also mandates the licensing of insecticide manufacturers, distributors, and retailers. The Act includes provisions for the inspection and testing of insecticides to ensure quality and safety, and it prescribes penalties for violations to ensure compliance with the regulatory framework.



### **Insecticides Rules, 1971**

The Insecticides Rules, 1971, were established under the Insecticides Act, 1968, in India to regulate the import, manufacture, sale, transport, distribution, and use of insecticides. These rules mandate the registration of insecticides, ensuring that they meet prescribed standards for efficacy and safety. They set guidelines for packaging, labeling, and advertisement of insecticides to ensure they are not misleading and are safe for users. Additionally, the rules prescribe the qualifications and duties of licensing officers and inspectors to enforce compliance. The objective is to prevent risks to humans and animals and protect the environment.

### **The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

### **Good Manufacturing Practice Guidelines (GMP)**

These guidelines are provided under 'Schedule T' of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP) are the practices required in order to confirm the guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

### **Bureau of Indian Standards: Animal feed and pet care**

The Bureau of Indian Standards (BIS) regulates animal feed, which sets guidelines for the quality and safety of feed materials. This standard ensures that animal feeds meet specific nutritional and safety requirements to promote animal health and prevent contamination. It covers the composition, labeling, and permissible limits of various nutrients and additives. By enforcing these standards, the BIS aims to enhance the quality of animal feed, safeguard animal welfare, and ensure the integrity of food products derived from animals. Compliance with these standards is crucial for manufacturers and suppliers in the animal feed industry.

### **The Legal Metrology Act, 2009 (“Legal Metrology Act”)**

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Central Government is empowered to appoint a director to exercise the powers and to discharge duties. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

### **The Legal Metrology (Packaged Commodities) Rules, 2011 (“Legal Metrology Rules”)**

The Legal Metrology Rules are ancillary to the Legal Metrology Act, and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out.

### **Information Technology Act, 2000 (“Information Technology Act”)**

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records and creating a mechanism for the authentication of electronic documentation through digital signatures, it also provides for civil and criminal liability including fines and imprisonment for various computer related offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and inter-alia gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability.

## **TAX RELATED LAWS**

### **The Income Tax Act, 1961**

The Income-tax Act, 1961 (IT Act) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its Residential Status and Type of Income involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

### **The Goods and Services Tax (“GST”)**

The GST is applicable on the supply of goods or services as against the present concept of tax on the manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base.

The GST to be levied by the Centre on intra-State supply of goods and/or services is called the Central GST (CGST) as provided by the CGST Act and that to be levied by the States is called the State GST (SGST) as given under the SGST Acts. An Integrated GST (IGST) under the IGST Act is to be levied and collected by the Centre on inter-State supply of goods and services. The CGST and SGST is to be levied at rates to be jointly decided by the Centre and States.

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

### **The Customs Act, 1962**

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

### **The Maharashtra State Tax on Professions, Trades, Callings and Employments Acts, 1975**

Profession tax is the tax levied and collected by the state governments in India. It is a direct tax. A person earning an income from salary or anyone practicing a profession such as chartered accountant, company secretary, lawyer, doctor etc. are required to pay this professional tax. Different states have different rates and methods of collection. In India, profession tax is imposed every month. However, not all states impose this tax. Profession tax is levied and collected by the Commercial Taxes Department of State Governments, in some states by particular Municipal Corporations and majority of the Indian states are collecting this tax. It is a source of revenue for the government. The maximum amount payable per year is INR 2,500 and in line with tax payer's salary, there are predetermined slabs. It is also payable by members of staff employed in private companies. It is deducted by the employer from their employee every month and remitted to state exchequer and in some states sent to the Municipal Corporation. It is mandatory to pay professional tax. The tax payer is eligible for income tax deduction for this payment

## **INTELLECTUAL PROPERTY RELATED LAWS**

### **Copyright Act, 1957 (Copyright Act)**

The Copyright Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years from the beginning of the next calendar year, following the year in which the work is first published.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies including imprisonment of the accused and the imposition of fines and seizure of infringing copies.

### **The Trade Marks Act, 1999 (“Trademark Act”)**

The Trademark Act provides for the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Applications for a trade mark registration may be made for in one or more classes. Once granted, trade mark registration is valid for ten years unless cancelled.

The Trade Mark (Amendment) Act, 2010 has been enacted by the Government of India to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trade mark in other countries.

### **The Designs Act, 2000**

The Designs Act, 2000, regulates the protection of industrial designs in India, aiming to safeguard the unique visual appearance of products. It provides legal rights to creators of new and original designs, allowing them to prevent others from using, copying, or reproducing their designs without permission. The Act outlines the process for design registration, which includes examination and approval, and stipulates the duration of protection, typically ten years, renewable for an additional five years. It also details remedies for infringement and promotes innovation by ensuring designers can secure exclusive rights to their creative works and designs.

### **The Patent Act, 1970**

The Patent Act, 1970, establishes the legal framework for patent protection in India. It defines the criteria for patentability, including novelty, inventive step, and industrial applicability. The Act outlines the patent application process, including examination, granting, and maintenance of patents. It also specifies the rights of patent holders, such as the exclusive right to manufacture, use, and sell their inventions. Additionally, the Act addresses patent term limits, which generally last 20 years from the filing date, and provides mechanisms for resolving disputes and addressing infringements. The Act aims to promote innovation and protect intellectual property in India.

## **CORPORATE LAWS**

### **The Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as Companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors.

In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **FOREIGN REGULATIONS**

### **The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999**

When a business enterprise imports goods from other countries, exports its products to them or makes investments abroad, it deals in foreign exchange. Foreign Exchange Management Act, 1999 (FEMA) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Factories Act, 1948**

The Factories Act, 1948, is an Indian law enacted to regulate labor conditions in factories. It aims to ensure the safety, health, and welfare of workers within the workplace. The Act defines a factory as any premises employing ten or more workers with the use of power, or twenty or more without it. Key provisions include working hours, minimum age for employment, hygiene standards, ventilation, lighting, and provisions for clean drinking water. The Act also mandates measures for handling hazardous processes and machinery, and requires employers to maintain health records and ensure medical examinations of workers. It is enforced by state governments through their respective factory inspectorates.

### **The Payment of Wages Act of 1936**

The Payment of Wages Act of 1936 is an Indian labor law enacted to regulate the payment of wages to certain classes of workers. The primary objective of the Act is to ensure that wages are disbursed timely and without any unauthorized deductions. It applies to workers earning below a specified wage threshold in industries and establishments specified by the government. The Act mandates that wages must be paid on time, and no deductions can be made except those authorized under the Act, such as fines, deductions for absence from duty, and certain services provided by the employer. It also sets forth the procedure for the redressal of grievances related to wage payments.

### **The Employees' Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (EPF Act), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities.

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

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning.

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Equal Remuneration Act, 1976**

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

### **Payment of Gratuity Act, 1972**

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.



The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) on his/her superannuation;
- (b) on his/her retirement or resignation;
- (c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply)

A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 is applicable to every factory and every other establishment employing twenty (20) or more persons. Every employee shall be entitled to be paid by his employer in an accounting year, bonus, in accordance with the provisions of this Act, provided he has worked in the establishment for not less than thirty working days in that year.

### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWW Act) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

### **The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957**

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labor legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs,



closures, lay-offs and retrenchment.

### **Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 is a key piece of legislation in India that consolidates and amends laws relating to trade unions, conditions of employment in industrial establishments, and the investigation and settlement of industrial disputes. The code simplifies and rationalizes previous laws, merging three major labor laws: the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947. It introduces provisions for easier resolution of disputes, enhances the ease of doing business, and ensures greater flexibility in hiring and retrenchment for employers. The code also mandates the formation of a grievance redressal committee in establishments with 20 or more workers and introduces a threshold for the requirement of standing orders at 300 workers. This legislation aims to balance the rights of workers with the need to promote industrial growth and productivity.

### **Code on Social Security, 2020**

The Code on Social Security, 2020 is a comprehensive legislation enacted by the Indian government to consolidate and simplify various labor laws related to social security. It aims to provide a uniform framework for social security benefits such as provident fund, employee state insurance, maternity benefits, gratuity, and unemployment insurance for workers in both organized and unorganized sectors. The Code seeks to expand the coverage of social security to more workers, including gig and platform workers, by setting up a universal social security system. It also introduces mechanisms for the registration of workers, the creation of a social security fund, and the establishment of a central authority to oversee the implementation of social security schemes. The Code is part of the government's broader labor reforms aimed at improving ease of doing business and ensuring workers' welfare.

## **GENERAL LEGISLATIONS**

### **The Indian Contract Act, 1872**

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

### **Sale of Goods Act, 1930**

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

### **Consumer Protection Act, 2019 (“CPA”)**

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of

consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of “consumer” has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by teleshopping, or direct-selling or multi-level marketing.

### **The Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the CCI) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **Transfer of Property Act, 1882 (“TP Act”)**

The Transfer of Property Act, 1882 (the TP Act) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

### **The Registration Act, 1908**

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

### **Negotiable Instruments Act, 1881**

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

### **Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code (IBC) of 2016 is a comprehensive legal framework enacted in India to consolidate and amend laws relating to the reorganization and insolvency resolution of corporate entities, partnerships, and individuals. The Code aims to ensure a time-bound resolution process, maximizing the value of assets, and promoting entrepreneurship while balancing the interests of all stakeholders, including creditors and debtors. It introduced the concept of a "corporate insolvency resolution process" (CIRP), where financially distressed companies can be revived or liquidated under the supervision of an insolvency professional. The IBC also established the Insolvency and Bankruptcy Board of India (IBBI) to oversee its implementation and introduced specialized tribunals - National Company Law Tribunal (NCLT) and Debt Recovery Tribunal (DRT) to handle cases. This legislation has significantly improved the ease of doing business in India by providing a clear and predictable legal process for resolving insolvencies.

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

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

### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

### **The Maharashtra Rent Control Act, 1999**

The Maharashtra Rent Control Act, 1999, regulates rental agreements and landlord-tenant relations in Maharashtra. It aims to balance the interests of landlords and tenants by providing fair terms for rent, security deposits, and eviction procedures. The Act specifies grounds for eviction, including non-payment of rent or misuse of property, while offering tenants protection against arbitrary eviction. It also addresses rent control, ensuring that increases in rent are reasonable and justified. Additionally, the Act mandates the maintenance of rental properties and outlines dispute resolution mechanisms, promoting transparency and fairness in the rental housing sector.

## **ENVIRONMENTAL LEGISLATIONS:**

### **The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms, and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

### **National Environmental Policy, 2006**

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

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

### **National Green Tribunal Act, 2010**

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavour for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

### **The Water (Prevention and Control of Pollution) Act, 1974**

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose, for conferring on and assigning to such boards powers and functions relating thereto. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board.

### **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016**

The objective of the Hazardous Waste Rules is to control the collection, reception, treatment, storage, reuse, recycling, recovery, pre-processing, utilisation including co-processing and disposal of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in, collection, storage, packaging, transportation, use, treatment, processing, recycling, recovery, pre-processing, co-processing, utilisation, offering for sale, transfer or disposal of the hazardous and other wastes to obtain an authorisation from the relevant state pollution control board.

### **The Noise Pollution (Regulation and Control) Rules, 2000**

The Noise Pollution (Regulation and Control) Rules, 2000 were enacted under the Environment (Protection) Act, 1986 to regulate noise levels and protect public health. These rules categorize areas into industrial, commercial, residential, and silence zones, each with specific noise limits. The rules aim to maintain ambient air quality standards concerning noise and ensure a peaceful environment.

## HISTORY AND CORPORATE STRUCTURE

### BRIEF HISTORY AND BACKGROUND OF OUR COMPANY

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

Presently, we carry out our operations from our Registered Office and 3 plants and 1 Warehouse/Godown for business purpose as per the below details:

| Particulars          | Address  |
|----------------------|--|
| Registered Office    | 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai 400 067, Maharashtra, India |
| Factory Unit -1      | Plot No 1, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India                         |
| Factory Unit -2      | Plot No 9 &10, Phase II, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India                    |
| Factory Unit -3      | Plot No 57, Phase I, Genesis Industrial Township, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India                        |
| Warehouse/<br>Godown | Shop No. A-13, GAT NO -248/250/56, Kolgoan, Palghar, Dist. Thane 401 404, Maharashtra, India                                       |

### CHANGES IN OUR REGISTERED OFFICE

Our Registered Office is presently situated at 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai 400 067, Maharashtra, India.

There has been no change in the registered office of the company since incorporation.

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as per the Object Clause of Memorandum of Association of the Company are as under:

*To carry on the business as to manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, beauty and cosmetics products, personal care and disinfectant products, medicinal preparations, vaccines and related chemicals & amp; chemical products, dry, salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments.*

## AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since incorporation, there has been the following amendment made to the MoA of our Company:

| Date of Amendment | Particulars of Amendment   |
|-------------------|--|
| June 17, 2021     | Change in the main objects of the Company.<br><br><i>Previous Clause:</i><br>To carry on the business as to manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines and related chemicals & chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments.<br><br><i>Amended Clause:</i><br>To carry on the business as to manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, <b>beauty and cosmetics products, personal care and disinfectant products</b> , medicinal preparations, vaccines and related chemicals & chemical products, dry, salters, mineral waters, cordials, and also to deal in medicinal goods and products, instruments, medicines including veterinary medicines, hospital requisites and equipments. |
| May 09, 2022      | Change in the name of the Company from “Influx Healthtech Private Limited” to “Influx Healthtech Limited”  |
| March 18, 2024    | Increase in Authorised Capital of Company from ₹5 Lakhs to ₹10 Crores.   |
| April 04, 2024    | Increase in Authorised Capital of Company from ₹10 Crores to ₹25 Crores.   |

## KEY EVENTS AND MILESTONES

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

| Year | Particulars   |
|------|---|
| 2020 | Incorporation of our Company as a Private Limited Company with the name of “Influx Healthtech Private Limited”.             |
| 2021 | Addition in Main Object of a new segment of <b>beauty and cosmetics products, personal care and disinfectant products</b> . |
| 2022 | Converted to Public Limited Company – consequently the name of the company was changed to “Influx Healthtech Limited”.      |



## AWARDS AND RECOGNITION

| Year | Awards and Recognition  |
|------|---|
| 2017 | Rotary Vocation Excellence Award 2017-18  |
| 2017 | Best Third-Party Manufacturing company sports and Nutrition                               |
| 2018 | Most Promising Nutraceutical and Herbal Products Manufacture                              |
| 2018 | Most Promising Nutraceutical and Herbal Product Manufacturer of the year                  |
| 2019 | Best Nutaceutical Manufacturer to Dr. Munir Chandniwala, Managing Director of our Company |
| 2023 | Best Rotarian of the year 22-23   |

## DETAILS OF BUSINESS OF OUR COMPANY

Influx Healthtech Limited is a Mumbai-based, healthcare focused company specialising in contract manufacturing. Since its inception in 2020, the company has established itself as a reliable Contract Development and Manufacturing Organization (CDMO), offering specialized services to a wide range of clients across various industries.

The company operates manufacturing facilities located in Thane, Maharashtra, covering a total area of approximately 9,676 square feet, 13,000 square feet, and 14,000 square feet, respectively. These facilities are certified to international quality standards, including GMP (Good Manufacturing Practice), HACCP (Hazard Analysis & Critical Control Points), ISO 22000, and Halal certifications, ensuring adherence to the highest standards of safety, quality and regulatory compliance.

These certifications reflect our adherence to stringent safety, quality, and regulatory compliance standards. Equipped with advanced machinery, a dedicated quality control department, and a skilled workforce, our facilities are designed to meet diverse customer needs efficiently and effectively.

Our expertise spans the production of Dietary and Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, Homecare Products, Active Pharmaceutical Ingredients (APIs), and finished dosage forms, including tablets, capsules, and injectables.

Influx Healthtech Limited was established in 2020 by Mr. Munir Abdul Ganee Chandniwala, a visionary leader whose dedication and passion laid the foundation for the company's success. Mr. Chandniwala holds a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), a Bachelor of Pharmacy from the University of Pune (2002), and a Doctor of Philosophy (Ph.D.) from Bharatiya Shiksha Parishad, Uttar Pradesh (2010). Additionally, he is a registered pharmacist with the Maharashtra State Pharmacy Council and completed a Diploma in Nutrition from Fab Academe, a division of Fabulous Body Inc., California, in 2019. With approximately 18 years of experience in the nutraceutical, cosmetics, ayurvedic, and homecare industries, he has developed extensive expertise in third-party manufacturing, contract development, and manufacturing. Since 2005, Mr. Chandniwala has been a successful entrepreneur in these sectors, providing the leadership and expertise needed to guide the Company to its current position in the industry.

Ms. Shirin Munir Ahmed Chandniwala, the Whole-Time Director and co-founder of Influx, brings a wealth of expertise in financial management and business operations. She holds a Bachelor of

Commerce and a Master of Commerce degree from Hemchandracharya North Gujarat University. She has over 12 years of experience in the financial management and business operations and oversees financial strategy, data analysis, and budget management. Since the company's inception, she has contributed to the company's financial planning and operations. She has more than 3 (three) years of experience in the nutraceutical, cosmetics, and healthcare industries, manages the company's growth strategies and financial system.

For details on the description of Our Company's activity, business model, marketing strategy, strength, completion of business, please see '*Basis for Offer Price*', '*Business Overview*' and '*Management Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page 134, 163 and 263 of this Red Herring Prospectus respectively.

## **HOLDING COMPANY OF OUR COMPANY**

Our company does not have any Holding Company as on the date of the filing of this Red Herring Prospectus.

## **SUBSIDIARY COMPANY OF OUR COMPANY**

Our Company has no Subsidiary Company as on the date of filing of this Red Herring Prospectus.

## **ASSOCIATE AND JOINT VENTURES OF OUR COMPANY**

Our Company does not have any Associate Company or Joint Ventures as on the date of this Red Herring Prospectus.

## **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION AND LOCATION OF PLANTS**

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, please see the section titled '*Business Overview*' on page 163 of this Red Herring Prospectus.

## **CAPITAL RAISING (DEBT/EQUITY)**

For details in relation to our capital raising activities through equity, please refer to the section titled '*Capital Structure*' beginning on page 94 of this Red Herring Prospectus. For a description of our Company's debt facilities, see '*Financial Indebtedness*' on page 262 of this Red Herring Prospectus.

## **REVALUATION OF ASSETS**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves since its incorporation

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this Red Herring Prospectus, there has been no change in the activities carried out by our Company during the preceding five years from the date of this Red Herring Prospectus which

may have a material effect on the profits/loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks in last 3 financial years from the date of this Red Herring Prospectus.

## **STRIKES AND LOCK-OUTS**

Our company has, since incorporation has not been involved in any labor disputes or disturbances including strikes and lockouts.

## **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

On the date of this Red Herring Prospectus, there has been no time and cost overrun in any of the projects undertaken by our Company.

## **SHAREHOLDER'S AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Red Herring Prospectus.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

As on the date of this Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## **COLLABORATION AGREEMENT**

As on the date of this Red Herring Prospectus, our Company is not party to any collaboration agreement.

## **STRATEGIC OR FINANCIAL PARTNERS**

Our Company does not have any strategic or financial partner(s) as on the date of this Red Herring Prospectus.

## **DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, ETC. IF ANY, IN THE LAST TEN YEARS**

Our Company has not undertaken a material acquisition or divestment of any business/undertaking in the ten years preceding the date of this Red Herring Prospectus.

## **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has **9 (Nine)** shareholders as on date of this Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Section titled '**Capital Structure**' beginning on page 94 of this Red Herring Prospectus.

## **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled '**Financial Information**' beginning on page 258 of this Red Herring Prospectus.

## **GUARANTEES GIVEN BY PROMOTER OFFERING ITS SHARES IN THE OFFER FOR SALE**

As on the date of this Red Herring Prospectus, no guarantee has been issued by Promoters except as disclosed in the '**Financial Indebtedness**' beginning on page 262 of this Red Herring Prospectus.

## **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity, and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received notice for striking off its name from the relevant Registrar of Companies.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

*As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consists of Five (5) Directors, out of which Two (2) are Executive Directors and Three (3) are Non-Executive Directors out of which (2) are Independent Directors.*

| Name of Directors                       | DIN      | Category       | Designation                  |
|---|----------|----------------|------------------------------|
| Mr. Munir Abdul Ganee Chandniwala       | 08459582 | Executive      | Chairman & Managing Director |
| Mrs. Shirin Munir Ahmed Chandniwala     | 08459623 | Executive      | Whole-time Director          |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | 09573672 | Non- Executive | Director                     |
| Mr. Vipul Balubhai Patel                | 08091260 | Non- Executive | Independent Director         |
| Mr. Ashok Kumar Jain                    | 00251096 | Non- Executive | Independent Director         |

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Red Herring Prospectus:

| Sr. No. | Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term  | Other Directorship  |
|---------|--|---|
| 1.      | <p><b>Mr. Munir Abdul Ganee Chandniwala</b><br/> <i>Designation:</i> Managing Director<br/> <i>DIN:</i> 08459582<br/> <br/> <i>Date of Birth:</i> June 02, 1980<br/> <i>Age:</i> 45 years<br/> <i>Nationality:</i> Indian<br/> <br/> <i>Qualification:</i> Postgraduate in Management and Business Administration, Bachelor of Pharmacy and Doctor of Philosophy Programme.<br/> <i>Occupation:</i> Business<br/> <br/> <i>Address:</i> 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai - 400064, Maharashtra, India.<br/> <br/> <i>Term:</i> 5 years w.e.f. July 30, 2024<br/> <i>Date of First Appointment:</i> September 28, 2020<br/> <i>Date of appointment as Managing Director:</i> July 30, 2024</p> | <ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• ESLP Digital LLP</li> <li>• Influx Foundation (Not-for-Profit Organisation)</li> </ul> |
| 2.      | <p><b>Mrs. Shirin Munir Ahmed Chandniwala</b><br/> <i>Designation:</i> Whole Time Director<br/> <i>DIN:</i> 08459623</p>   | <ul style="list-style-type: none"> <li>• ESLP Digital LLP</li> <li>• Influx Foundation (Not-for-Profit Organisation)</li> </ul>   |

| Sr. No. | Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term  | Other Directorship   |
|---------|--|--|
|         | <p><i>Date of Birth:</i> July 29, 1984<br/> <i>Age:</i> 40 years<br/> <i>Nationality:</i> Indian</p> <p><i>Qualification:</i> Bachelor and Master of Commerce from Hemchandracharya North Gujarat University<br/> <i>Occupation:</i> Business</p> <p><i>Address:</i> 301 A/1, Spring Field, Sunder Lane, Orlem Malad West, Mumbai – 400 064, Maharashtra, India</p> <p><i>Term:</i> 5 Years w.e.f. July 30, 2024<br/> <i>Date of First Appointment:</i> September 28, 2020<br/> <i>Date of appointment as Whole time Director:</i> July 30, 2020</p>   |  |
| 3.      | <p><b>Mr. Abdul Ganee Abdul Rasul Chandniwala</b><br/> <i>Designation:</i> Non-Executive Director<br/> <i>DIN:</i> 09573672</p> <p><i>Date of Birth:</i> September 03, 1951<br/> <i>Age:</i> 73 years<br/> <i>Nationality:</i> Indian</p> <p><i>Qualification:</i> Diploma of licentiate of Court of examiners of Homoeopathic and Biochemic system of Medicine and Certificate Course in modern Pharmacology, Maharashtra University of Health Science, Nashik.<br/> <i>Occupation:</i> Business</p> <p><i>Address:</i> 301 A/1, Spring Field, Sunder Lane, Orlem Malad West, Mumbai – 400 064, Maharashtra, India</p> <p><i>Term:</i> Liable to retire by rotation<br/> <i>Date of First Appointment:</i> April 18, 2022<br/> <i>Date of appointment as Non-Executive Director:</i> September 27, 2022</p> | Nil  |
| 4.      | <p><b>Mr. Vipul Balubhai Patel</b><br/> <i>Designation:</i> Non-Executive Independent Director<br/> <i>DIN:</i> 08091260</p> <p><i>Date of Birth:</i> September 21, 1970<br/> <i>Age:</i> 54 years<br/> <i>Nationality:</i> Indian</p> <p><i>Qualification:</i> M.D (Pathology), Maharashtra medical council and M.B.B.S, Maharashtra medical council.<br/> <i>Occupation:</i> Professional</p>  | <ul style="list-style-type: none"> <li>Malad Gymkhana Limited</li> <li>Sunflower Laboratory Private Limited</li> </ul> |

| Sr. No. | Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term   | Other Directorship  |
|---------|---|---|
|         | <p><i>Address:</i> 701, Keshav Kunj, Marve Road, Malad West, Suburban, Mumbai - 400 064, Maharashtra, India</p> <p><i>Term:</i> 5 Years w.e.f. June 11, 2024</p> <p><i>Date of appointment as Additional Non-Executive Independent Director:</i> June 11, 2024</p> <p><i>Date of appointment as Non-Executive Independent Director:</i> July 13, 2024</p>   |   |
| 5.      | <p><b>Mr. Ashok Kumar Jain</b></p> <p><i>Designation:</i> Non-Executive Independent Director</p> <p><i>DIN:</i> 00251096</p> <p><i>Date of Birth:</i> May 06, 1965</p> <p><i>Age:</i> 60 years</p> <p><i>Nationality:</i> Indian</p> <p><i>Qualification:</i> Chartered Accountant</p> <p><i>Occupation:</i> Professional</p> <p><i>Address:</i> B-203, D B Woods, Krishna Vatika Marg, Gokuldham, Goregaon (East), Mumbai - 400063 Maharashtra, India</p> <p><i>Term:</i> 5 Years w.e.f. July, 26, 2024</p> <p><i>Date of appointment as Additional Non-Executive Independent Director:</i> July 26, 2024</p> <p><i>Date of appointment as Non-Executive Independent Director:</i> July 30, 2024</p> | <ul style="list-style-type: none"> <li>• Silicon Rentals Solutions Limited</li> </ul> |

## BRIEF PROFILE OF THE DIRECTORS AND KMPs OF OUR COMPANY

**Mr. Munir Abdul Ganee Chandniwala**, aged 45 years, is the Founder & Managing Director of the Company. With a Post Graduate degree in Management and Business Administration from Atharva School of Business, Mumbai (2004-2006), Bachelor of Pharmacy from University of Pune (2002) and Doctor of Philosophy Programme from Bharatiya Shiksha Parishad, Uttar Pradesh (2010) he has experience of approx. 22 years in the industry of Nutraceutical, Cosmetics, Ayurvedic and Homecare. He is also registered with Maharashtra State Pharmacy Council as a registered pharmacist. He has also completed Diploma in Nutrition from Fab Academe, Division of Fabulous Body Inc, California, United States in the year 2019. He has managed and controlled the affairs of Influx Healthcare, a sole proprietorship engaged in Third Party Manufacturing in Nutraceuticals, Cosmetics and Ayurvedic Products, since 2002. He has been a successful entrepreneur in the field of Third-Party Manufacturing, Contract Development and Manufacturing since 2002.

**Mrs. Shirin Munir Ahmed Chandniwala**, aged 40 years, is the founder and Whole-Time Director of the Company. She holds the Degree of Bachelor of Commerce from Hemchandracharya North Gujrat University. Mrs. Shirin Chandniwala is well versed with financial management data analysis and budget oversight. With more than 12 years of experience in the field of trading of packaging materials; Mrs.



Shirin Chandniwala has been an integral part of the Company since inception. She is well qualified to supervise the overall financial Development at influx. She has the experience of third-party manufacturing solutions in the fields of Nutraceuticals, Cosmetics, Ayurveda, Petcare and Homecare. Her practical knowledge and hands-on experience have been vital in managing complex business situations and contributing to the company's growth. Since 2012, she is the partner of Shinaf Enterprise, a partnership firm engaged in the trading of packaging materials.

**Mr. Abdul Ganee Abdul Rasul Chandniwala**, aged 73 years, is the Non-executive Director of the company. He is having Diploma of Licentiate of the Court of Examiners of Homeopathic and Biochemic Systems of Medicine from the Court of Examiners of Homeopathic and Biochemic Systems of Medicine, Bombay and Certificate course in Modern Pharmacology. Mr. Abdul Ganee Abdul Rasul Chandniwala has been an integral part of Influx with his approximately 21 years of experience in the pharmaceutical industry. In these 18 years of Experience, Mr. Chandniwala has been actively involved in assisting his son for the promotion of Influx Healthcare, which is involved on third-party manufacturing of nutraceuticals, cosmetics, and Ayurvedic products, where he has assisted his son in its growth and development.

The Company does not possess sufficient supporting documentation to verify Mr. Abdul Ganee Abdul Rasul Chandniwala's professional experience for the 29-year period from 1977 to 2006. Therefore, this portion of his experience is not included in the profile above. For further details, refer to '**Risk Factor - Insufficient Verifiable Documentation for Key Directors' Experience may Pose Governance Risks.**' on page 51 of this Red Herring Prospectus.

**Mr. Vipul Balubhai Patel**, aged 54 years, is the Non- Executive Independent Director on the Board of Influx Healthtech Limited. He has completed his M.D in pathology and has also done his M.B.B.S being a part of Maharashtra medical council. He is the Founder Director of Sunflower Laboratory & Diagnostic Center in Mumbai since 1998. He has 26 years of experience in the healthcare industry. Under his direction, the company achieves consistent growth, driven by a professional team dedicated to excellence.

**Mr. Ashok Kumar Jain**, aged 60, is the Non- Executive Independent Director on the Board of Influx Healthtech Limited. He is a member of the Institute of Chartered Accountant of India and being a professional he has an experience of over 30 years in the field of financial management, strategic planning and market analysis. He has a strong understanding of market dynamics and trends, allowing him to guide organizations in achieving and surpassing their market value objectives. He brings a wealth of experience to the board of directors of the Company. He actively contributes to shaping the company's financial strategies and long-term planning.

**Mr. Ashish Ghanshyam Shah**, aged 46 years, is the Chief Financial Officer of the Company. He has completed Bachelor of Commerce from University of Mumbai in the year 2001. He was appointed as Chief Financial Officer of the Company on the Board of Influx Healthtech Limited on May 02, 2024. He has worked as Accountant with Bathla Aluminium Private Limited as an Accountant from August 2002 to July 2003. He has also worked with Konark Synthetic Limited in the year 2005. Overall, he has an experience of more than 20 years in the field of accounts and finance industry & he contributes towards managing administration and accounting work as well as does the liaisoning work with banks for various activities of the bank.

**Mr. Atul Kumar Ashok Kumar Shukla**, aged 36 years, is the Company Secretary & Compliance Officer of our Company. He was appointed as the Company Secretary & Compliance Officer of our

Company at the meeting of the Board of Directors with effect from May 02, 2024. He holds a degree of Company Secretary from the Institute of Company Secretaries of India. He has worked as practicing Company secretary and consultant in individual capacity from June 2016 to May 2019. He has also worked as Assistant Company Secretary for a period of June 2019 to March 2022 at M/s. Amikasha Bhatiwara, Practicing Company Secretary. He has experience of more than 6 years in the field of legal and Compliance

*Note:*

- 1) *None of the above-mentioned Directors are on the RBI List of willful defaulters as on the date of this Red Herring Prospectus.*
- 2) *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- 3) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

## **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors of the Company are related to each other as per Section 2 (77) of the Companies Act, 2013:

| <b>Name of the Director</b>             | <b>Other Director</b>                   | <b>Relationship with another Director</b> |
|---|---|---|
| Mr. Munir Abdul Ganee Chandniwala       | Mr. Abdul Ganee Abdul Rasul Chandniwala | Son-Father                                |
| Mr. Munir Abdul Ganee Chandniwala       | Mrs. Shirin Munir Ahmed Chandniwala     | Spouse                                    |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | Mrs. Shirin Munir Ahmed Chandniwala     | Father-in-law - Daughter in Law           |

## **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON THE STOCK EXCHANGES AND REASONS FOR SUSPENSION**

None of our Directors is/was a director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been/were suspended from being traded on the any stock exchange.

## **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S) AND REASONS FOR DELISTING**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

## **DETAILS OF ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH OF THE DIRECTORS WERE SELECTED AS A DIRECTOR OR MEMBER OF SENIOR MANAGEMENT**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

## TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

### *Executive Directors*

|  |   |
|--|---|
| <b>Name</b>                            | <b>Mr. Munir Abdul Ganee Chandniwala</b>  |
| <b>Designation</b>                     | Managing Director   |
| <b>Period</b>                          | 5 years w.e.f. July 30, 2024  |
| <b>Date of approval of shareholder</b> | July 30, 2024   |
| <b>Remuneration for F.Y. 2024-25</b>   | ₹84.00 Lakhs  |
| <b>Perquisites</b>                     | <p>In addition to the salary received, the Chairman and Managing Director of our Company is entitled to the following perquisites and allowance:</p> <ul style="list-style-type: none"> <li>• <i>Medical Reimbursement</i>: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.</li> <li>• <i>Leave Travel Concession</i>: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.</li> <li>• <i>Explanation</i>: Family means, the Spouse, the dependent children and dependent parents.</li> <li>• <i>Club Fees</i>: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.</li> <li>• <i>Personal Accident Insurance</i>: Personal accident insurance of an amount, the annual premium of which does not exceed ₹5,00,000/- annum.</li> <li>• <i>Gratuity as per the rules of the Company</i>: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</li> <li>• <i>Earned Leave</i>: On full pay and allowance and perquisites as per the rules of the company but not exceeding one-month salary for eleven months' service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.</li> <li>• Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.</li> </ul> |

|                         |  |
|-------------------------|--|
| <b>Name</b>             | <b>Mrs. Shirin Munir Ahmed Chandniwala</b> |
| <b>Designation</b>      | Whole-Time Director                        |
| <b>Period</b>           | 5 years w.e.f. July 30, 2024               |
| <b>Date of approval</b> | July 30, 2024                              |

|                                      |   |
|--------------------------------------|---|
| <b>of shareholder</b>                |   |
| <b>Remuneration for F.Y. 2024-25</b> | ₹16.00 Lakhs  |
| <b>Perquisites</b>                   | <p>In addition to the salary received, a Whole-time Director of our Company is entitled to the following perquisites and allowances:</p> <ul style="list-style-type: none"> <li>• <i>Medical Reimbursement</i>: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.</li> <li>• <i>Leave Travel Concession</i>: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.</li> <li>• <i>Explanation</i>: Family means, the Spouse, the dependent children and dependent parents.</li> <li>• <i>Club Fees</i>: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.</li> <li>• <i>Personal Accident Insurance</i>: Personal accident insurance of an amount, the annual premium of which does not exceed ₹5,00,000/- annum.</li> <li>• <i>Gratuity as per the rules of the Company</i>: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</li> <li>• <i>Earned Leave</i>: On full pay and allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months' service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.</li> <li>• Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.</li> </ul> |

### ***Non-Executive Directors***

Non-Executive Directors including Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

***Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.***

### **SHAREHOLDING OF DIRECTORS IN OUR COMPANY**

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Red Herring Prospectus:

| Name of the Directors                   | No. of Equity Shares held | % of pre-offer paid-up Equity Share capital in our Company |
|---|---------------------------|--|
| Mr. Munir Abdul Ganee Chandniwala       | 1,72,42,500               | 95.00  |
| Mrs. Shirin Munir Ahmed Chandniwala     | 8,80,638                  | 4.85   |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | 726                       | ^  |

^negligible

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present offer and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Offer. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### *Interest in promotion of Our Company*

Except Promoters, none of our non-promoter Directors have any interest in the promotion of our Company.

### *Interest in the property of Our Company*

Our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring Prospectus. Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### ***Interest in the business of Our Company***

Save and except as stated otherwise in Related Party Transaction in the section titled '**Financial Information**' beginning on page 258 of this Red Herring Prospectus, Our Directors do not have any other interests in our Company as on the date of this Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Offer or any such intermediaries registered with SEBI.

### ***Details of Service Contracts***

None of our directors have entered into any service contracts with our Company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company.

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

### **Bonus or Profit-Sharing Plan for the Directors**

There is no bonus or profit-sharing plan for the Directors of our Company.

### **Contingent and Deferred Compensation Payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation.

### **Other Indirect Interest**

Except as stated in section titled '**Financial Information**' beginning on page 258 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

### **Borrowing Power**

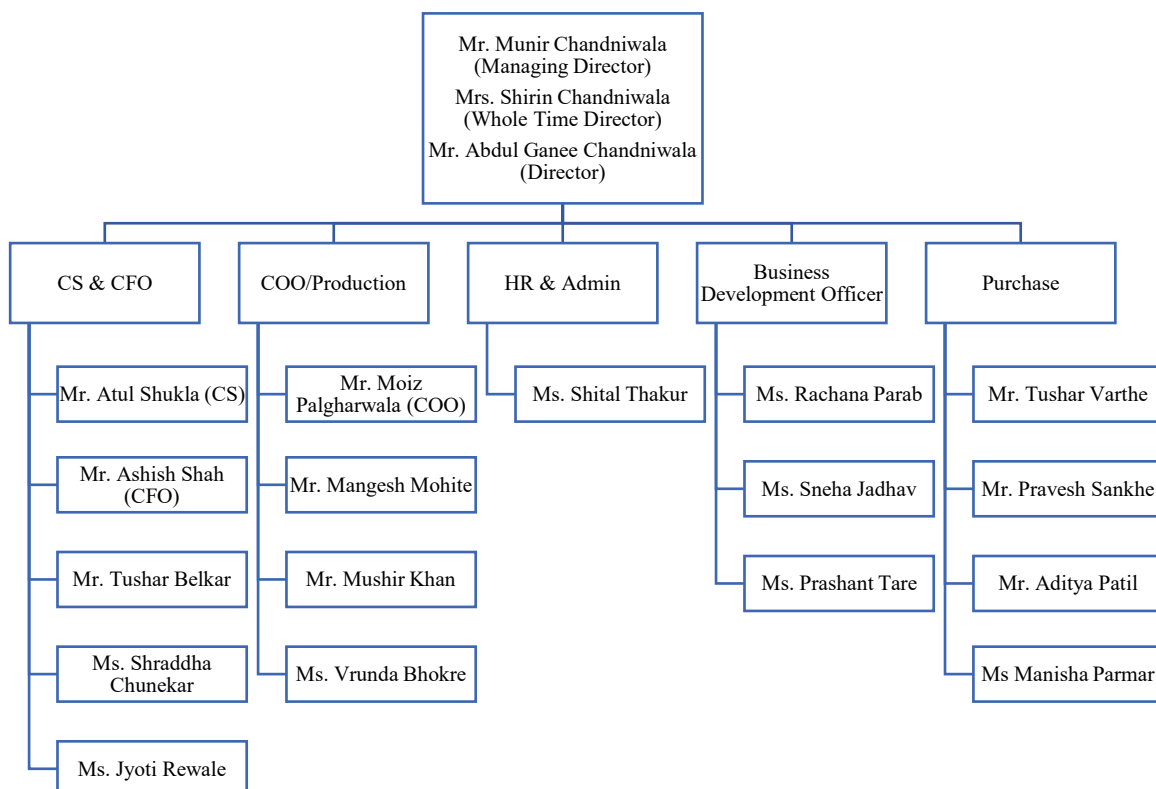
The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company, free reserve & security premium, the approval of shareholders by way of Special Resolution will be required. The company has passed a special resolution dated September 30, 2023 for approval of borrowing limits not exceeding ₹100 Crores only.

### **Changes in the Board for the Last Three Years**

Save and except as mentioned below, there has been no change in the Directorship during the last three (3) years:

| Name of Director                        | Date of Event (M/D/Y) | Reason for Change   |
|---|-----------------------|---|
| Mr. Abdul Ganee Abdul Rasul Chandniwala | April 18, 2022        | Appointed as Additional Non-Executive Director                        |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | September 27, 2022    | Appointed as Non-Executive Director                                   |
| Mr. Mohmad Saleh Mutvalli               | June 11, 2024         | Appointed as Additional Independent Director                          |
| Mr. Vipul Balubhai Patel                | June 11, 2024         | Appointed as Additional Independent Director                          |
| Mr. Mohmad Saleh Mutvalli               | July 13, 2024         | Change in designation to Independent Director                         |
| Mr. Vipul Balubhai Patel                | July 13, 2024         | Change in designation to Independent Director                         |
| Mr. Ashok Kumar Jain                    | July 26, 2024         | Appointed as Additional Independent Director                          |
| Mrs. Shirin Munir Ahmed Chandniwala     | July 26, 2024         | Change in designation to Executive Director                           |
| Mr. Munir Abdul Ganee Chandniwala       | July 30, 2024         | Change in designation to Managing Director and Chairman               |
| Mrs. Shirin Munir Ahmed Chandniwala     | July 30, 2024         | Change in designation to Whole Time Director                          |
| Mr. Ashok Kumar Jain                    | July 30, 2024         | Change in designation to Independent Director                         |
| Mr. Mohmad Saleh Mutvalli               | August 07, 2024       | Resignation as Independent Director due to his other pre-occupations. |

## Management Organization Structure





## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges. As on date of this Red Herring Prospectus, as our Company is coming with an Offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors, woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility

Details of each of these committees are as follows:

### AUDIT COMMITTEE

The Audit Committee was re-constituted *vide* Board resolution dated August 09, 2024 pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

| Name of the Director                | Designation in the Committee | Nature of Directorship |
|-------------------------------------|------------------------------|------------------------|
| Mr. Ashok Kumar Jain                | Chairman                     | Independent Director   |
| Mr. Vipul Balubhai Patel            | Member                       | Independent Director   |
| Mrs. Shirin Munir Ahmed Chandniwala | Member                       | Whole Time Director    |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval;

5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
  - a. Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of any transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors on any significant findings and follow up thereon;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;
16. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(1) of Companies Act 2013 or referred to it by the Board;
17. 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;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
20. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
22. Audit committee shall oversee the vigil mechanism;
23. Audit Committee will facilitate KMP /auditor(s) of the Company to be heard in its meetings;
24. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
6. Statement of Deviations;
7. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on August 09, 2024 as on the date of this Red Herring Prospectus, the Nomination and Remuneration Committee comprises of:

| Name of the Director                    | Designation in the Committee | Nature of Directorship |
|---|------------------------------|------------------------|
| Mr. Ashok Kumar Jain                    | Chairman                     | Independent Director   |
| Mr. Vipul Balubhai Patel                | Member                       | Independent Director   |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | Member                       | Non-Executive Director |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and

- other employees
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
  4. Devising a policy on diversity of Board of Directors.
  5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
  6. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
  7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
  8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
  9. Decide the amount of Commission payable to the Whole time Directors.
  10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
  11. To formulate and administer the Employee Stock Option Scheme.
  12. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on August 09, 2024 as on the date of this Red Herring Prospectus, the Stakeholders Relationship Committee comprises of:

| Name of the Director                | Designation in the Committee | Nature of Directorship         |
|-------------------------------------|------------------------------|--------------------------------|
| Mr. Vipul Balubhai Patel            | Chairman                     | Independent Director           |
| Mr. Munir Abdul Ganee Chandniwala   | Member                       | Chairman and Managing Director |
| Mrs. Shirin Munir Ahmed Chandniwala | Member                       | Whole Time Director            |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Stakeholders Relationship Committee includes, but not restricted to, the following:

1. Redressal of Shareholder's and investors' complaints, including and in respect of:
  - a. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.

- b. Issue of duplicate certificates and new certificates on split/consolidation /renewal, etc.; and
- c. Review the process and mechanism of redressal of Shareholders /Investor grievance and suggest measures of improving the system of redressal of Shareholders / Investors grievances.
- d. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any of their grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- e. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- f. Oversee the implementation and compliance of code of conduct adopted by the company for the prevention of Insider Trading for Listed Companies as specified in SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time;
- g. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on August 09, 2024 as on the date of this Red Herring Prospectus, the Corporate Social Responsibility Committee comprises of:

| <b>Name of the Director</b>         | <b>Designation in the Committee</b> | <b>Nature of Directorship</b>  |
|-------------------------------------|-------------------------------------|--------------------------------|
| Mr. Munir Abdul Ganee Chandniwala   | Chairman                            | Chairman and Managing Director |
| Mr. Ashok Kumar Jain                | Member                              | Independent Director           |
| Mrs. Shirin Munir Ahmed Chandniwala | Member                              | Whole Time Director            |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act 2013. The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
3. To institute a transparent monitoring mechanism for the implementation of CSR Projects, Programs, and Activities undertaken the company from time to time;
4. To monitor the CSR policy of the Company from time to time;
5. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one- third be rounded off as one) or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## COMPLIANCE WITH SME LISTING REGULATIONS

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and senior management of our Company:

| <b>Mr. Munir Abdul Ganee Chandniwala</b>          |   |
|---|---|
| <b>Designation</b>                                | : Managing Director   |
| <b>Date of Appointment at current Designation</b> | : July 30, 2024   |
| <b>Qualification</b>                              | : Post Graduate in Management and Business Administration, Bachelor of Pharmacy and Doctor of Philosophy programme. |
| <b>Previous Employment</b>                        | : NA  |
| <b>Overall Experience</b>                         | : Approx. 22 years of experience in the field Nutraceutical, Cosmetics, Ayurvedic, Homecare.                        |
| <b>Remuneration paid in F.Y. (2024-25)</b>        | : ₹84.00 Lakhs p.a.   |
| <b>Mrs. Shirin Munir Ahmed Chandniwala</b>        |   |
| <b>Designation</b>                                | : Whole Time Director   |
| <b>Date of Appointment at current Designation</b> | : July 30, 2024   |
| <b>Qualification</b>                              | : Bachelor of Commerce from Hemchandracharya North Gujarat University   |
| <b>Previous Employment</b>                        | : NA  |
| <b>Overall Experience</b>                         | : More than 12 years of experience in the field of trading of packaging materials.                                  |
| <b>Remuneration paid in F.Y. (2024-25)</b>        | : ₹16.00 Lakhs p.a.   |
| <b>Mr. Ashish Ghanshyam Shah</b>                  |   |
| <b>Designation</b>                                | : Chief Financial Officer (CFO)   |
| <b>Date of Appointment at current Designation</b> | : May 02, 2024  |

|  |  |
|--|--|
| <b>Qualification</b>                       | : Bachelor of Commerce, University of Mumbai                                     |
| <b>Previous Employment</b>                 | : Konark Synthetic Limited   |
| <b>Overall Experience</b>                  | : More than 20 years of experience in the field of Finance and Accounts industry |
| <b>Remuneration paid in F.Y. (2024-25)</b> | : ₹10.03 Lakhs p.a.  |

#### **Mr. Atul Kumar Ashok Kumar Shukla**

|   |  |
|---|--|
| <b>Designation</b>                                | : Company Secretary & Compliance Officer                           |
| <b>Date of Appointment at current Designation</b> | : May 02, 2024   |
| <b>Qualification</b>                              | : Company Secretary  |
| <b>Previous Employment</b>                        | : M/s. Amiksha Bhatiwara, Practising Company Secretary             |
| <b>Overall Experience</b>                         | : Overall Experience of 6 years in the field of Legal & Compliance |
| <b>Remuneration paid in F.Y. (2024-25)</b>        | : ₹4.60 lacs /- p.a.   |

### **BRIEF PROFILE OF SENIOR MANAGEMENT**

**Shraddha Vighnesh Chunekar**, aged 40 years, serves as an Accounts Executive in our Company since June 01, 2021. She holds a degree of Bachelor of Commerce from the University of Mumbai and brings over 17 years of experience in the field of accounting. Her professional journey includes roles as an Account Executive at Gurukrupa Constructions from March 2006 to March 2007, at Star Stainless Steel from April 2007 to May 2014 and at Influx Healthcare from September 2015 to May 2021.

**Tushar Vijay Belkar**, aged 31 years, serves as an Accounts Executive in our Company since June 01, 2021. He holds a degree of Bachelor of Commerce degree from the University of Mumbai and brings over 8 years of experience in the field of accounting. He has served as an Account Executive in Influx Healthcare from 2016 to 2021.

**Jyoti Nilesh Rewale**, aged 31 years, serves as an Accounts Executive in our Company since June 01, 2021. She holds a degree of Bachelor of Commerce from Shreemati Nathibai Damodar Thackersey Women's University and brings over 9 years of experience in the field of accounting. She has served as Account Executive in Influx Healthcare from June 2015 to May 2021.

**Prashant Hemant Tare**, aged 48 years, serves as a Business Development Officer in our Company since February 1, 2023. He holds a degree of Bachelor of Commerce from Mumbai University. He brings over 27 years of Experience and his professional journey includes roles as an Export Assistant and Warehouse Incharge at Sapphire Life Sciences Pvt. Ltd. From January 1998 to March 2004, as a Production Coordinator at P.S.M. Pharma from May 2004 to March 2006, as a Production Coordinator & Depot Manager at Mac Remedies Pvt. Ltd. from March 2006 to February 2017, as a Business Development Manager at Sunrich Life Sciences from February 2017 to January 2021.

**Sneha Anil Jadhav**, aged 37 years, serves as a Business Development Officer in our Company since June 01, 2021. She holds a degree of Bachelor of Commerce from Mumbai University and brings over 16 years of experience in the field of Business Development. Her professional journey includes roles as a Sales Co-ordinator at PSB Sign System, as a Merchandiser in Retail Operation at Naagal Garments



Industriez Pvt. Ltd., as an Admin Assistant at Metalo Mondo Company and at Tele Mall Company, as a Sales coordinator at Shreeji Woodcraft Pvt. Ltd. and as a Business Development Officer at Influx Healthcare.

**Rachana Ramesh Parab**, aged 32 years, serves as a Business Development Officer in our Company since June 01, 2021. She holds a degree of Bachelor of Commerce from Mumbai University and brings over 11 years of experience in the field of Business Development. She has served as Business Development Office in Influx Healthcare from February 2014 to May 2021.

**Manisha Ganesh Parmar**, aged 28 years, serves as a Purchase Executive in our Company since February 01, 2023. She holds a degree of Bachelor of Commerce from Mumbai University and brings over 8 years of experience in the field of Procurement. Her journey includes roles as a Purchase Executive at Influx Healthcare from June 2016 to May 2021.

**Tushar Madhukar Varthe**, aged 28 years, serves as a Purchase Executive in our Company since June 01, 2021. He holds a degree of Master of Commerce from Mumbai University and brings over 4 years of experience in the field of Procurement Field.

**Pravesh Hareshwar Sankhe**, aged 27 years, serves as a Purchase Executive in our Company since December 01, 2021. He holds a degree of Master of Commerce from Mumbai University and brings over 4 years of experience in the field of Procurement. His professional journey includes roles as an Accountant at Shree Sai Metal Finishing from December 2019 to November 2020.

**Aditya Mahendra Patil**, aged 26 years, serves as a Packing Material Store Executive in our Company since June 01, 2021. He holds a degree of Bachelor of Arts from Mumbai University and brings over 8 years of experience. He has served as Store Incharge & purchase Executive in Influx Healthcare from March 2017 to June 2021.

**Mangesh Madhavrao Mohite**, aged 50 years, serves as an Assistant Production Manager in our Company since July 01, 2023. He holds a degree of Bachelor of Science from Pune University and brings over 20 years of experience in Production. His journey includes roles as a Production Chemist at M/s. Maneesh Pharmaceuticals, M/s. Vardhaman Remedies Pvt. Ltd. and Goldwin Medicare Ltd.

**Mushir Istiyak Khan**, aged 42 years, serves as a Senior Production Chemist in our Company since February 09, 2022. He holds a degree of Bachelor of Science from Mumbai University and brings over 20 years of experience in Production Field. His professional journey includes roles as a Production Chemist at Fredun Pharma Ltd. from August 2004 to March 2006, Aurochem Pharma Pvt. Ltd. from March 2006 to October 2009, Mva Pharma Pvt. Ltd. from December 2009 to June 2010, Densa Pharma Limited from April 2011 to May 2013, Mancare Pharma Pvt Ltd. from June 2013 to April 2014, Prashi Pharma Pvt Ltd. from April 2014 to December 2019 and at McCoy Pharma Pvt Ltd.

**Palgharwala Moiz M**, aged 36 years, serves as a Chief Operating Officer in our Company since June 01, 2021. He holds a degree of Bachelor of Pharmacy from Mumbai University and brings over 12 years of experience in Production. He has served as Production Manager in Influx Healthcare.

**Vrunda Atul Bhokare**, aged 45 years, serves as an Assistant Production Manager in our Company since January 09, 2021. She holds a Higher Secondary Certificate from the Mumbai State Board and brings over 20 years of experience in the Production Field. Her professional journey includes roles as Accounts Executive and Supervisor at Pooja Drugs Pvt.Ltd. from August 2004 to September 2019.

**Shital Vishal Thakur**, aged 30 years, serves as a HR and Admin Executive in our Company since January 09, 2021. She holds a degree of Bachelor of Commerce from Mumbai University and brings over 8 years of experience in the HR Field. Her journey includes roles as HR & Office Assistant at Laxmi Mould Pvt. Ltd. from August 2016 to March 2020.

**Notes:**

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.*

**FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

Except as disclosed under the heading '**Relationship between our Directors**' herein above, none of the key managerial personnel and Senior Management are related to each other or to our Promoters or to any of our directors.

**BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

**CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

Except as discussed below, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Red Herring Prospectus.

| Name of Key Managerial Personnel    | No. of Equity Shares Held | % of pre-offer paid-up Equity Share capital in our Company |
|-------------------------------------|---------------------------|--|
| Mr. Munir Abdul Ganee Chandniwala   | 1,72,42,500               | 95   |
| Mrs. Shirin Munir Ahmed Chandniwala | 8,80,638                  | 4.85   |
| Mr. Ashish Ghanshyam Shah           | 726                       | ^  |

^negligible

**INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment

and reimbursement of expenses incurred by them during the ordinary course of business.

### **Changes in Our Company's Key Managerial Personnel during the Last three Years**

Following have been the changes in the Key Managerial Personnel during the last three years:

| <b>Name of KMP</b>                  | <b>Date of Change</b> | <b>Reason</b>   |
|-------------------------------------|-----------------------|---|
| Mr. Ashish Ghanshyam Shah           | May 02, 2024          | Appointment as Chief Financial Officer                |
| Mr. Atul Kumar Ashok Kumar Shukla   | May 02, 2024          | Appointment as Company Secretary & Compliance Officer |
| Mr. Munir Abdul Ganee Chandniwala   | July 30, 2024         | Change in designation as Chairman & Managing Director |
| Mrs. Shirin Munir Ahmed Chandniwala | July 30, 2024         | Change in designation as Whole Time Director          |

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

### **SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

### **LOANS TO KEY MANAGERIAL PERSONNEL**

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the section '**Restated Financial Information**' beginning on page 258 of this Red Herring Prospectus.

### **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the section titled '**Financial Information**' and the section titled '**Business Overview**' beginning on pages 258 and 163 of this Red Herring Prospectus. We have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Red Herring Prospectus.

### **RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

### **OTHER CONFIRMATIONS**

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Red Herring Prospectus.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in in this Red Herring Prospectus.

There are no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors.

There are no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company), the company, Promoter, Promoter Group, Key Managerial Personnel and Directors.

No material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.

## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Red Herring Prospectus, Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala are the Promoters of our Company. Their shareholding in the company is as follows:

| Name of Individual Promoters            | Number of Equity Shares Held | % of Pre-Equity Share Capital |
|---|------------------------------|-------------------------------|
| Mr. Munir Abdul Ganee Chandniwala       | 1,72,42,500                  | 95.00%                        |
| Mrs. Shirin Munir Ahmed Chandniwala     | 8,80,638                     | 4.85%                         |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | 726                          | ^                             |
| <b>Total</b>                            | <b>1,81,23,864</b>           | <b>99.85%</b>                 |

^negligible

## DETAILS OF OUR INDIVIDUAL PROMOTERS

### Our Promoters



**Mr. Munir Abdul Ganee Chandniwala**, aged 45 years, is one of the Promoter of our Company.

**Date of Birth:** June 02, 1980

**Permanent Account Number:** AECPC0439D

**Residential Address:** 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai - 400064, Maharashtra, India.

For complete profile of Mr. Munir Abdul Ganee Chandniwala, along with details of educational qualifications, professional experience, position /posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled **‘Our Management’** on page 226 of this Red Herring Prospectus.



**Mrs. Shirin Munir Ahmed Chandniwala**, aged 40 years, is one of the Promoter of our Company.

**Date of Birth:** July 29, 1984

**Permanent Account Number:** AJHPC3357N

**Residential Address:** 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai - 400064, Maharashtra, India

For complete profile of Mrs. Shirin Munir Ahmed Chandniwala, along with details of educational qualifications, professional experience, position /posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled **‘Our Management’** on page 226 of this Red Herring Prospectus.

**Mr. Abdul Ganee Abdul Rasul Chandniwala**, aged 73 years, is one of the Promoter of our Company.

**Date of Birth:** September 03, 1951

**Permanent Account Number:** AAAPC7792H

**Residential Address:** 301-A/1, Spring Field, Sunder Lane, Orlem, Malad (West), Mumbai - 400064, Maharashtra, India



For complete profile of Mr. Abdul Ganee Abdul Rasul Chandniwala, along with details of educational qualifications, professional experience, position /posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled '**Our Management**' on page 226 of this Red Herring Prospectus.

*Our Company confirms that the Permanent Account Number, Bank Account Number, Passport Number, Driving License and Aadhar Card of our promoter, shall be submitted to the NSE at the time of filing this Red Herring Prospectus.*

## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

### Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

| Relationship | Mr. Munir Abdul Ganee Chandniwala                                  | Mrs. Shirin Munir Ahmed Chandniwala                                | Mr. Abdul Ganee Abdul Rasul Chandniwala  |
|--------------|--|--|--|
| Father       | Mr. Abdul Ganee Abdul Rasul Chandniwala                            | Mr. Abdulrauf Ahemadjibhai Sheth                                   | Late Abdul Rasul Chandniwala   |
| Mother       | Late Tahera Abdul Ganee Chandniwala                                | Mrs. Suffiyabibi A. Rauf Sheth                                     | Late Ayesha Rasul Chandniwala  |
| Spouse       | Mrs. Shirin Munir Ahmed Chandniwala                                | Mr. Munir Abdul Ganee Chandniwala                                  | Late. Tahera Abdul Ganee Chandniwala   |
| Brother      | Late. Saeed Abdul Ganee Chandniwala                                | Mr. Shakil Ahemad A. Rauf Sheth                                    | 1) Ahmedhusan Hajiaabdul Rasul Chandniwala<br>2) Late. Gulamnabi Abdul Rasul Chandniwala<br>3) Late. Abdul Hakim Abdul Rasul Chandniwala |
| Sister       | --   | Ms. Shabanabegum Zahoorahmed Doi                                   | 1) Late. Zubedabibi Vadalivala<br>2) Tahera Abdul Aziz Maza.   |
| Son          | 1) Mr. Ziyaan Munir Chandniwala<br>2) Mr. Shifaa Munir Chandniwala | 1) Mr. Ziyaan Munir Chandniwala<br>2) Mr. Shifaa Munir Chandniwala | 1) Mr. Munir Abdul Ganee Chandniwala<br>2) Late. Saeed Abdul Ganee Chandniwala   |

| Relationship  | Mr. Munir Abdul Ganee Chandniwala | Mrs. Shirin Munir Ahmed Chandniwala | Mr. Abdul Ganee Abdul Rasul Chandniwala |
|---------------|-----------------------------------|-------------------------------------|---|
| Daughter      | --                                | --                                  | --                                      |
| Spouse        | Mr. Abdulrauf                     | Mr. Abdul Ganee Abdul               | Late. Abdul Nabi Abdul                  |
| Father        | Ahemadjibhai Sheth                | Rasul Chandniwala                   | Rasul Sabugar                           |
| Spouse        | Mrs. Suffiyabibi A. Rauf          | Late Tahera Abdul Ganee             | Late. Ayesha Abdul Nabi                 |
| Mother        | Sheth                             | Chandniwala                         | Sabugar                                 |
| Spouse        | Mr. Shakil Ahemad A.              | Late. Saeed Abdul Ganee             | Mr. Mohamadjamal                        |
| Brother       | Rauf Sheth                        | Chandniwala                         | Abdul Nabi Sabugar                      |
| Spouse Sister | Ms. Shabanabegum Zahoorahmed Doi  | NA                                  | Haradwala Sufaiyabibi Shabbirahmad      |

***Companies and proprietorship firms forming part of our Promoter Group are as follows:***

As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

| Relationship with Promoter  | Individual Promoter   |   |   |
|---|---|---|---|
|   | Mr. Munir Abdul Ganee Chandniwala   | Mrs. Shirin Munir Ahmed Chandniwala   | Mr. Abdul Ganee Chandniwala   |
| Any company in which 20% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relatives is a member | <ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>   | <ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>   | <ul style="list-style-type: none"> <li>• Trusan Printpack Private Limited</li> <li>• Influx Foundation</li> <li>• ESLP Digital LLP</li> </ul>   |
| Any company in which a company (mentioned above) holds 20% of the total holding   | -   | -   | -   |
| Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 20% of the total holding  | <ul style="list-style-type: none"> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> <li>• Shinaf Enterprises (Partnership firm)</li> <li>• Sheth Trading Company</li> </ul> | <ul style="list-style-type: none"> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> <li>• Shinaf Enterprises (Partnership firm)</li> <li>• Sheth Trading Company</li> </ul> | <ul style="list-style-type: none"> <li>• Chandniwala Clinic</li> <li>• Nutrapharm (India) (Partnership Firm)</li> <li>• Shinaf Enterprises (Partnership firm)</li> <li>• Sheth Trading Company</li> </ul> |

**CHANGE IN CONTROL OF OUR COMPANY**

There has been no change in control of our Company in the last five years immediately preceding the date of this Red Herring Prospectus.



## OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Driving License, Aadhar and Passport Number of the Promoters will be submitted to the Emerge Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Red Herring Prospectus. Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## COMMON PURSUITS OF OUR PROMOTERS

None of our Promoter Group Entity is having business objects similar to our business as mentioned in the Section '**Our Group Companies**' beginning on page 252 of the Red Herring Prospectus.

## INTEREST OF THE PROMOTERS

### *Interest in the promotion of Our Company*

Our Promoters Mr. Munir Abdul Ganee Chandniwala, Mrs. Shirin Munir Ahmed Chandniwala and Mr. Abdul Ganee Abdul Rasul Chandniwala may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

### *Interest in the property of Our Company*

Our Promoters do not have any interest in any property acquired by Our Company in last three years or proposed to be acquired by our Company.

### *Interest as Member of our Company*

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group together hold **1,81,23,864 (99.86%)** Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company, our Promoters does not hold any other interest in our Company.

### *Payment Amounts or Benefit to Our Promoters during the Last Two Years*

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Red Herring Prospectus or intended to be paid or given except as mentioned / referred to in this chapter and in the section titled '**Capital Structure**', '**Our Management**' and '**Financial Information**' and on page 94, 226 and 258 respectively of this Red Herring Prospectus. Further as on the date of this Red

Herring Prospectus, there is no bonus or profit-sharing plan for our Promoters.

## **MATERIAL GUARANTEE**

Except as stated in the ***‘Financial Information’*** beginning on page 258 of this Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus. Our Promoters have not given any guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

## **CONFIRMATIONS**

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled ***‘Outstanding Litigation and Material Developments’*** on page 277 of this Red Herring Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

## **COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

| <b>Name of Promoter</b> | <b>Name of the Disassociating Entity</b> | <b>Date of Disassociation</b> | <b>Reason for Disassociation</b> |
|-------------------------|--|-------------------------------|----------------------------------|
| NIL                     |  |                               |                                  |

## OUR GROUP COMPANIES

The definition of group companies as per Regulation 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 shall include (i) the companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Fiscals in respect of which the Restated Financial Information is included in this Red Herring Prospectus; and (ii) such other companies as are considered material by the Board. Our Board considered the below mentioned companies as material, pursuant to which the following entities are identified as Group Entities of our Company-

Except mentioned below, there is no company which is considered material by the Board of Directors of our Company to be identified as Group Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

1. **Trusan Printpack Private Limited**
2. **Influx Foundation**

### 1. **TRUSAN PRINTPACK PRIVATE LIMITED**

#### **Corporate Information**

Trusan Printpack Private Limited was incorporated on April 11, 2023 under Companies Act, 2013. The registered office of the company is situated at 109 Ghanshyam Enclave Premises Co Soc Ltd, Plot No 856 Lalji Pada New Link Road, Kandivali (West) Mumbai - 400 067 Maharashtra, India,. The Corporate Identification Number is U82191MH2023PTC400577.

#### **Brief Profile of the Company**

Trusan Printpack Private Limited is professionally managed working in the manufacturing sector from more than a year. Trusan Printpack Private Limited is founded in 2023 in Mumbai to carry on the business as printers, publishers, proofreaders, binders, cutter, perforators, laminators, designers, authors, writers, to undertake or arrange for the writing, printing and publication of books, magazines, journals, newspapers or pamphlets, to act as manufacturers, processors, dealers, distributors, importers, exporters, agents, suppliers in graphic art, operations, processing of films, colour separation, colour scanning, printing and printing materials, flexible packaging and publicity material, decoration, gifts and presentation articles and products, commercial designing, block making, plate processing and photo gravure and laminations, Offset & Digital Printing.

#### **Board of Director**

The Directors of Trusan Printpack Private Limited as on date of this Red Herring Prospectus are as follows:

| <b>Name</b>                   | <b>Designation</b> | <b>Date of Appointment</b> |
|-------------------------------|--------------------|----------------------------|
| Munir Abdul Ganee Chandniwala | Director           | April 11, 2023             |
| Ayaan Saeed Chandniwala       | Director           | April 11, 2023             |

## **Capital Structure and Shareholding Pattern**

As on date of this Red Herring Prospectus, the authorized share capital of the Company is ₹1,00,000/- (10,000 Equity shares of Rs.10/- each). The paid-up share capital ₹1,00,000 /- (10,000 Equity shares of Rs.10/- each).

As on date of this Red Herring Prospectus the shareholding pattern of Trusan Printpack Private Limited is as follows:

| <b>Name of shareholder</b>    | <b>No. of Equity Shares Held</b> | <b>% Shareholding</b> |
|-------------------------------|----------------------------------|-----------------------|
| Munir Abdul Ganee Chandniwala | 5,000                            | 50.00%                |
| Ayaan Saeed Chandniwala       | 5,000                            | 50.00%                |
| <b>Total</b>                  | <b>10,000</b>                    | <b>100.00%</b>        |

## **Financial Information**

*(Amount in ₹ lakhs unless otherwise specified)*

| <b>Particular</b>   | <b>Financial year<br/>ended March<br/>31, 2025</b> | <b>Financial year<br/>ended March<br/>31, 2024</b> |
|---|--|--|
|   | <b>Unaudited</b>                                   | <b>Audited</b>                                     |
| Equity Share Capital  | 1.00   | 1.00   |
| Reserve and surplus (excluding Revaluation reserve, if any) | 1.51   | 1.51   |
| Net Worth   | 2.51   | 2.51   |
| Sales/Turnover including Other Income                       | 235.20   | 39.89  |
| Profit/(Loss) after Tax                                     | 43.88  | 1.51   |
| Earnings Per Share (₹)                                      | 438.80   | 15.09  |
| Net Asset Value per Share (₹)                               | 25.09  | 25.09  |

## **2. INFLUX FOUNDATION**

### **Corporate Information**

Influx Foundation was incorporated on September 18, 2023 under Companies Act, 2013. The registered office of the company is situated at 109 Ghanshyam Enclave Premises Co Soc Ltd, Plot No 856 Lalji Pada New Link Road, Kandivali (West) Mumbai - 400 067 Maharashtra, India,. The Corporate Identification Number is U85500MH2023NPL410777.

### **Brief Profile of the Company**

Influx Foundation is a Section 8 – Non-Profit Organisation and incorporated in 2023 at Mumbai to carry on the business to Promote, establish, facilitate, promotion, improvement of educational, social, cultural and medical relief to the poor and downtrodden and advancement of any other charitable objects of general public utility and community welfare.

## **Board of Director**

The Directors of Influx Foundation as on date of this Red Herring Prospectus are as follows:

| <b>Name</b>                    | <b>Designation</b> | <b>Date of Appointment</b> |
|--------------------------------|--------------------|----------------------------|
| Munir Abdul Ganee Chandniwala  | Director           | September 18, 2023         |
| Shirin Munir Ahmed Chandniwala | Director           | September 18, 2023         |

## **Capital Structure and Shareholding Pattern**

As on date of this Red Herring Prospectus, the authorized share capital of the Company is ₹1,00,000/- (10,000 Equity shares of Rs.10/- each). The paid-up share capital ₹1,00,000 /- (10,000 Equity shares of Rs.10/- each).

As on date of this Red Herring Prospectus the shareholding pattern of Influx Foundation is as follows:

| <b>Name of Shareholder</b>     | <b>No. of Equity Shares Held</b> | <b>% Shareholding</b> |
|--------------------------------|----------------------------------|-----------------------|
| Munir Abdul Ganee Chandniwala  | 5,000                            | 50.00%                |
| Shirin Munir Ahmed Chandniwala | 5,000                            | 50.00%                |
| <b>Total</b>                   | <b>10,000</b>                    | <b>100.00%</b>        |

## **Financial Information**

*(Amount in ₹ lakhs unless otherwise specified)*

| <b>Particular</b>   | <b>Financial year<br/>ended March<br/>31, 2025<br/>Unaudited</b> | <b>Financial year<br/>ended March<br/>31, 2024<br/>Audited</b> |
|---|--|--|
| Equity Share Capital  | 1.00   | 1.00   |
| Reserve and surplus (excluding Revaluation reserve, if any) | 0.10   | 0.10   |
| Net Worth   | 1.10   | 1.10   |
| Sales/Turnover including Other Income                       | 0.87   | 0.32   |
| Profit/(Loss) after Tax                                     | (1.80)   | 0.10   |
| Earnings Per Share (₹)                                      | (18.04)  | 0.98   |
| Net Asset Value per Share (₹)                               | 10.98  | 11.00  |

## **FINANCIAL INFORMATION**

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements are available on the website of our Company at [www.influxhealthtech.com/investor-relations/](http://www.influxhealthtech.com/investor-relations/).

## CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

## NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

### **In the promotion of the Company**

None of our Group Companies have any interest in the promotion of our Company.

### **In the properties acquired by our Company in the three years preceding the date of filing of this Red Herring Prospectus or proposed to be acquired by our Company**

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the date of filing of this Red Herring Prospectus or proposed to be acquired except as otherwise disclosed in *‘Related Party Transactions’* on page 34 of this Red Herring Prospectus.

### **In transactions for acquisition of land, construction of buildings and supply of machinery**

None of our Group Companies are interested in any transactions of our Company for the acquisition of land, construction of building or supply of machinery except as otherwise disclosed in *‘Related Party Transactions’* on page 34 of this Red Herring Prospectus.

### **Related business transactions with our Group Companies and significance on the financial performance of our Company**

Except as disclosed under see *‘Related Party Transactions’* on page 34 of this Red Herring Prospectus, there are no related business transactions with the Group Company.

### **Business and other interests**

None of our Group Companies have any business or other interest in our Company except as otherwise disclosed in *‘Related Party Transactions’* on page 34 of this Red Herring Prospectus.

### **Certain other confirmations**

None of the securities of our Group Companies are listed on any stock exchange and therefore, there are no investor complaints are pending against them. None of our Group Companies have made any public or rights issue in the three immediately preceding years.

## COMMON PURSUITS

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company’s business.

## **UTILISATION OF OFFER PROCEEDS**

There are no material existing or anticipated transactions in relation to the utilisation of the Offer Proceeds or project cost with our Group Companies.

## **LITIGATION**

Our Group Companies are not party to any pending litigation which could have a material impact on our Company.



## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the —record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

## SECTION VI - FINANCIAL INFORMATION

### RESTATED FINANCIAL INFORMATION

| Financial Statement   | Page No.    |
|---|-------------|
| Restated Financial Information for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023 along with the Independent Auditor's Examination Report | F-1 to F-37 |

**Independent Auditor's examination report on Restated Financial Information**

To,  
The Board of Directors of,  
**INFLUX HEALTHTECH LIMITED**  
Formerly known as (Influx HealthTech Private Limited)

Dear Sir(s),

1. We have examined the attached Restated Financial Statements of **INFLUX HEALTHTECH LIMITED** (formerly known as **Influx HealthTech Private Limited**) (the "Company") comprising the Restated Statement of Assets and Liabilities as at **31st March 2025, 31st March 2024, and 31st March 2023**, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the financial years ended 31st March 2025, 31st March 2024, and 31st March 2023, the Summary Statement of Significant Accounting Policies and the Notes to Accounts as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on May 28, 2025 for the purpose of inclusion in the Red Herring Prospectus / Prospectus as the case may be ("Offer Documents"). These restated financial statements have been prepared by the management of the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO").

2. These restated financial information have been prepared in accordance with the terms of requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and related amendments/clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with SEBI, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in summary of significant accounting policies to the Restated Financial Information.

The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We, V.B Goel & Co., Chartered Accountants firm have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds the peer review certificate dated 13.04.2023 valid till 31.03.2026.

5. We have examined such restated financial information taking into consideration :

a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 30, 2025 in connection with the proposed SME Initial Public Offering of equity shares of the company;

b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the SME IPO.

6. The restated financial statements of the company have been compiled by the management from the audited financial statements of the Company as at and for the financial year ended on March 31 2025, March 31 2024, and March 31 2023 prepared in accordance with the Accounting Standards as prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India and which have been approved by the board of directors.

7. For the purposes of examination, we have relied on:

- a) Auditors' Report issued by us for the financial year ended March 31, 2025 and March 31, 2024.
- b) Auditors' reports issued by Company's previous auditors, Phirodia Bafna & Associates for the financial year ended March 31, 2023 and accordingly reliance has been placed on financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them.

8. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the audit report submitted by the Previous Auditors for the respective year, we report that the Restated Financial Information:

- a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for the financial year ended 31st March 2025, 31st March 2024, and 31st March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed for the financial year ended 31st March 2025;
- b) There are no audit qualifications in the audit reports issued by the statutory auditors for the financial year ended on March 31 2025, March 31 2024, and March 31 2023 which would require adjustments in the restated financial statements of the Company and
- c) Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. In accordance with the requirements of the Act including the rules made thereunder, ICDR Regulations, Guidance Note and Engagement Letter, we report that :

- a) The “**restated statement of assets and liabilities**” of the Company as at March 31 2025, March 31 2024, and March 31 2023 examined by us, read with significant accounting policies have been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

b) The “**restated statement of profit and loss**” of the Company for the financial year ended on March 31 2025, March 31 2024, and March 31 2023 examined by us, read with significant accounting policies have been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

c) The “**restated statement of cash flows**” of the Company for the financial year ended on March 31 2025, March 31 2024, and March 31 2023 examined by us, read with significant accounting policies have been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

10. In our opinion, the restated financial information comprising the restated statement of assets and liabilities, the restated statement of profit and loss and the restated cash flow statement read with the summary statement of significant accounting policies and notes to the restated financial statement, examined by us, are prepared after making such adjustments and regroupings as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. In our opinion, the restated financial statements are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

14. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with SEBI, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For V. B. GOEL & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 115906W**

**Sd/-**

(Vikas Goel)  
**Partner**  
**Membership No.: 39287**  
**UDIN: 25039287BMIJHY1818**

**Place: Mumbai**  
**Date: 28-05-2025**



(Formerly known as Influx Healthtech Private Limited)

**Restated Statement of Assets & Liabilities**

(Rs. in lakhs, unless otherwise stated)

| Particulars  | Note No. | As at<br>31 March, 2025 | As at<br>31 March, 2024 | As at<br>31 March, 2023 |
|--|----------|-------------------------|-------------------------|-------------------------|
| <b><u>EQUITY AND LIABILITIES</u></b>                   |          |                         |                         |                         |
| <b><u>1. Shareholders' fund</u></b>                    |          |                         |                         |                         |
| (a) Share Capital                                      | 2        | 1,815.00                | 2.50                    | 2.50                    |
| (b) Reserves and Surplus                               | 3        | 1,799.54                | 2,275.44                | 1,162.65                |
| <b><u>2. Non-Current Liabilities</u></b>               |          |                         |                         |                         |
| (a) Long-Term Borrowings                               | 4        | -                       | -                       | 3.29                    |
| (b) Deferred Tax Liabilities (Net)                     | 5        | -                       | -                       | 1.39                    |
| (c) Other Long-Term Liabilities                        | 6        | 5.26                    | 5.26                    | 5.26                    |
| (d) Long Term Provision                                | 7        | 17.73                   | 28.66                   | 16.27                   |
| <b><u>3. Current Liabilities</u></b>                   |          |                         |                         |                         |
| (a) Short Term Borrowing                               | 8        | 21.92                   | 32.48                   | 76.56                   |
| (b) Trade Payables                                     | 9        |                         |                         |                         |
| - Dues to Micro, Small and Medium Enterprises ('MSME') |          | 2,140.80                | 387.07                  | 221.66                  |
| - Dues to Creditors Other than MSMEs                   |          | 801.15                  | 1,010.96                | 1,122.21                |
| (c) Other Current Liabilities                          | 10       | 271.04                  | 207.28                  | 189.60                  |
| (d) Short-term Provisions                              | 11       | 157.48                  | 160.66                  | 29.03                   |
| <b>TOTAL</b>   |          | <b>7,029.91</b>         | <b>4,110.31</b>         | <b>2,830.42</b>         |
| <b><u>ASSETS</u></b>                                   |          |                         |                         |                         |
| <b><u>1. Non-Current Assets</u></b>                    |          |                         |                         |                         |
| (a) Property, Plant & Equipment and Intangible Assets  | 12       |                         |                         |                         |
| - Property, plant & Equipment                          |          | 1,872.50                | 1,370.60                | 629.64                  |
| - Intangible assets                                    |          | 3.81                    | 2.39                    | 3.22                    |
| (b) Deferred Tax Asset (Net)                           | 13       | 18.25                   | 28.56                   | -                       |
| (c) Long term loans and advances                       | 14       | 183.39                  | 140.58                  | 191.24                  |
| (d) Other non current assets                           | 15       | 50.00                   | -                       | -                       |
| <b><u>2. Current Assets</u></b>                        |          |                         |                         |                         |
| (a) Inventories  | 16       | 1,321.73                | 545.62                  | 196.19                  |
| (b) Trade receivables                                  | 17       | 3,244.09                | 1,591.60                | 1,382.51                |
| (c) Cash and Bank balance                              | 18       | 191.06                  | 360.56                  | 354.71                  |
| (d) Short-term loans and advances                      | 19       | 76.56                   | 68.31                   | 72.93                   |
| (e) Other current assets                               | 20       | 68.52                   | 2.09                    | -                       |
| <b>TOTAL</b>   |          | <b>7,029.91</b>         | <b>4,110.31</b>         | <b>2,830.42</b>         |

Notes to Accounts forming integral part of financial statements

01-44

As per our attached report of even date.

For V.B.GOEL & CO

Chartered Accountants

Firm Registration No.: 115906W

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

Sd/-

Vikas Goel  
Partner  
Membership. No. 39287  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Munir Chandniwala  
(Managing Director)  
DIN: 08459582  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Shirin Chandniwala  
(Whole - Time Director)  
DIN: 08459623  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Ashish Shah  
(Chief Financial Officer)

Place: Mumbai  
Date : 28-05-2025

Sd/-

Atul Shukla  
(Company Secretary)  
Membership Number  
: ACS46854

Place: Mumbai  
Date : 28-05-2025



**INFUX HEALTHTECH LIMITED**

(Formerly known as Influx Healthtech Private Limited)  
Restated Statement of Profit & Loss

(Rs. in lakhs, unless otherwise stated)

| Particulars                         | Note No. | For the year ended<br>31 March, 2025 | For the year ended<br>31 March, 2024 | For the year ended<br>31 March, 2023 |
|-------------------------------------|----------|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>I. INCOME</b>                    |          |                                      |                                      |                                      |
| Revenue from Operations             | 22       | 10,485.36                            | 9,996.51                             | 7,605.65                             |
| Other Income                        | 23       | 13.31                                | 5.09                                 | -                                    |
| <b>TOTAL INCOME</b>                 |          | <b>10,498.67</b>                     | <b>10,001.60</b>                     | <b>7,605.65</b>                      |
| <b>II. EXPENDITURE</b>              |          |                                      |                                      |                                      |
| Cost of Materials Consumed          | 24       | 6,340.78                             | 6,526.94                             | 5,274.25                             |
| Changes in inventories              | 25       | 1.16                                 | (37.01)                              | (2.42)                               |
| Employee Benefit Expenses           | 26       | 879.45                               | 704.20                               | 515.42                               |
| Finance Cost                        | 27       | 0.09                                 | 21.94                                | 4.97                                 |
| Depreciation & Amortization         | 13       | 282.45                               | 185.43                               | 93.74                                |
| Other Expenses                      | 28       | 1,206.84                             | 1,106.82                             | 746.06                               |
| <b>TOTAL EXPENSES</b>               |          | <b>8,710.77</b>                      | <b>8,508.32</b>                      | <b>6,632.02</b>                      |
| <b>III. Net Profit before tax</b>   |          | <b>1,787.91</b>                      | <b>1,493.28</b>                      | <b>973.63</b>                        |
| <b>IV. Tax Expenses</b>             |          |                                      |                                      |                                      |
| Current Tax                         |          | 440.99                               | 410.44                               | 255.41                               |
| Deferred Tax                        |          | 10.32                                | (29.96)                              | (1.41)                               |
| <b>V. Net Profit after tax</b>      |          | <b>1,336.60</b>                      | <b>1,112.80</b>                      | <b>719.63</b>                        |
| <b>VI. Earning per Equity Share</b> | 30       |                                      |                                      |                                      |
| Basic (in Rs.)                      |          | 7.36                                 | 6.13                                 | 3.96                                 |
| Diluted (in Rs.)                    |          | 7.36                                 | 6.13                                 | 3.96                                 |

Notes to Accounts forming integral part of financial statements

01-44

As per our attached report of even date.  
For V.B.GOEL & CO  
Chartered Accountants  
Firm Registration No.: 115906W

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

Sd/-

Vikas Goel  
Partner  
Membership. No. 39287  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Munir Chandniwala  
(Managing Director)  
DIN: 08459582  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Shirin Chandniwala  
(Whole - Time Director)  
DIN: 08459623  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Ashish Shah  
(Chief Financial Officer)  
Place: Mumbai  
Date : 28-05-2025

Sd/-

Atul Shukla  
(Company Secretary)  
Membership Number :  
Place: Mumbai  
Date : 28-05-2025

| Particulars   | For the year ended<br>31 March, 2025 | For the year ended<br>31 March, 2024 | For the year ended<br>31 March, 2023 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>A) Cash Flow from Operating Activities</b>                         |                                      |                                      |                                      |
| Net Profit before tax & extraordinary items                           | 1,787.91                             | 1,493.28                             | 973.63                               |
| <b>Adjustment For :</b>   |                                      |                                      |                                      |
| Depreciation & Amortization Expenses                                  | 282.45                               | 185.43                               | 93.74                                |
| Bad Debts Written Off   | 8.49                                 | 4.56                                 | 1.55                                 |
| Provision for bad and doubtful debts                                  | -                                    | 18.53                                | -                                    |
| Reversal of provision for doubtful debts                              | (4.00)                               | -                                    | -                                    |
| Interest Expenses & other finance cost                                | 0.09                                 | 21.94                                | 4.97                                 |
| Interest Income   | (5.62)                               | (2.32)                               | -                                    |
| Unrealised foreign exchange loss / (gain) (net)                       | -                                    | (0.07)                               | -                                    |
| <b>Operating Profit Before Working Capital Changes</b>                | <b>2,069.32</b>                      | <b>1,721.35</b>                      | <b>1,073.88</b>                      |
| <b>Adjusted for :</b>   |                                      |                                      |                                      |
| Increase/(Decrease) in Trade payables                                 | 1,543.92                             | 54.23                                | 248.68                               |
| Increase/(Decrease) in Other Current Liabilities                      | 59.69                                | (19.22)                              | 75.63                                |
| Increase/(Decrease) in Provision                                      | (10.94)                              | 12.39                                | 9.46                                 |
| (Increase)/Decrease in Trade Receivables                              | (1,656.99)                           | (232.18)                             | (352.99)                             |
| (Increase)/Decrease in Inventories                                    | (776.11)                             | (349.43)                             | (20.70)                              |
| (Increase)/Decrease in Loans and Advances                             | (11.64)                              | 2.57                                 | (103.72)                             |
| (Increase)/Decrease in Other Long Term Liabilities                    | -                                    | -                                    | 5.26                                 |
| (Increase)/Decrease in Other Current and Non-current Assets           | (67.45)                              | -                                    | -                                    |
| <b>Net Cash generated from Operating activities (before tax)</b>      | <b>1,149.80</b>                      | <b>1,189.70</b>                      | <b>935.50</b>                        |
| (Tax Paid)/ Tax Refund - Net  | (444.18)                             | (295.45)                             | (253.27)                             |
| <b>Net Cash Generated from Operating Activities (A)</b>               | <b>705.62</b>                        | <b>894.25</b>                        | <b>682.24</b>                        |
| <b>B) Cash Flow from Investing Activities</b>                         |                                      |                                      |                                      |
| Purchase of Property, Plant and Equipment and Intangible Assets       | (821.11)                             | (835.96)                             | (487.96)                             |
| Increase in fixed deposit   | (50.00)                              | -                                    | -                                    |
| Interest Income   | 6.64                                 | 0.23                                 | -                                    |
| <b>Net Cash used in Investment Activities (B)</b>                     | <b>(864.47)</b>                      | <b>(835.73)</b>                      | <b>(487.96)</b>                      |
| <b>C) Cash Flow from Financing Activities</b>                         |                                      |                                      |                                      |
| Interest Expenses & other finance cost                                | (0.09)                               | (5.30)                               | (4.94)                               |
| (Repayment)/ Proceeds of Long Term Borrowings                         | -                                    | (3.29)                               | (4.56)                               |
| (Repayment)/ Proceeds of Short Term Borrowings                        | (10.56)                              | (44.08)                              | 23.41                                |
| <b>Net cash generated from / (used in) Financing Activities (C)</b>   | <b>(10.66)</b>                       | <b>(52.67)</b>                       | <b>13.91</b>                         |
| <b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b> | <b>(169.50)</b>                      | <b>5.86</b>                          | <b>208.19</b>                        |
| <b>Cash and Cash Equivalents at the beginning of the Year</b>         |                                      |                                      |                                      |
| Cash and cash equivalents   | 290.56                               | 354.71                               | 146.52                               |
| Short term bank deposits  | 70.00                                | -                                    | -                                    |
| <b>Cash and Cash Equivalents at the end of the Year</b>               | <b>191.06</b>                        | <b>360.57</b>                        | <b>354.71</b>                        |
| <b>Cash and cash equivalents comprise of:</b>                         |                                      |                                      |                                      |
| Cash on Hand  | 0.94                                 | 2.41                                 | 1.42                                 |
| Bank Balances:  |                                      |                                      |                                      |
| In Current Accounts   | 190.13                               | 288.16                               | 353.28                               |
| Short Term Bank Deposit   | -                                    | 70.00                                | -                                    |
| <b>Cash and cash equivalents at the end of the Year</b>               | <b>191.06</b>                        | <b>360.56</b>                        | <b>354.71</b>                        |

**Note:**

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statement issued by ICAI.
- Previous year's figures have been regrouped where ever necessary to align with the current year's classification.

**As per our attached report of even date.**
**For and on behalf of the Board of Directors of Influx Healthtech Limited**
**For V.B.GOEL & CO**
**Chartered Accountants**
**Firm Registration No.: 115906W**
**Sd/-**

**Vikas Goel**  
**Partner**  
**Membership. No. 39287**  
 Place : Mumbai  
 Date : 28-05-2025

**Sd/-**

**Munir Chandniwala**  
**(Managing Director)**  
**DIN: 08459582**  
 Place : Mumbai  
 Date :28-05-2025

**Sd/-**

**Shirin Chandniwala**  
**(Whole - Time Director)**  
**DIN: 08459623**  
 Place : Mumbai  
 Date :28-05-2025

**Sd/-**

**Ashish Shah**  
**(Chief Financial Officer)**  
 Place: Mumbai  
 Date :28-05-2025

**Sd/-**

**Atul Shukla**  
**(Company Secretary)**  
**Membership Number : A**  
 Place: Mumbai  
 Date :28-05-2025

(Formerly known as Influx Healthtech Private Limited)

**SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION**

**COMPANY OVERVIEW**

Influx Healthtech Limited is a limited company incorporated on 28th September, 2020 under The Companies Act, 2013. The Company was converted From Private Limited Company to Public limited w.e.f. 23.05.2022. It has its registered office situated at 109, Ghanshyam Enclave Premises Co-op Society Plot no. 856, Laljipada, Kandivali West, Mumbai 400067. The company is engaged in the business of manufacturing and trading of Nutra Products and other related business activities.

The Company has its manufacturing unit at Plot no. 1,9,10 and 57, at Genesis Industrial Compound, Kolgaon, Palghar, Maharashtra - 401404

**1 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**A Basis of Preparation of Financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), specified under section 133 and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

**B Use of Estimates**

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles in India requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities at the end of the reporting period. The estimates and assumptions used in the accompanying Financial Statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying Financial Statements. Any revisions to accounting estimates are recognized prospectively in current and future periods.

**C Accounting Convention**

The Company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern.

Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

**D Current versus non-current classification**

The assets and liabilities in the balance sheet are presented based on current and non-current classification:

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non-current. Deferred tax assets / liabilities are classified as non-current assets and liabilities respectively.

**E Property, Plant & Equipment and Intangible Assets**

**(a) Tangible Assets**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.

Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.

**(b) Intangible Assets**

**(i) Acquired Intangible Assets**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

**(ii) Impairment of Assets**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**(c) Depreciation**

Depreciation on tangible assets is provided to the extent depreciable amount on the Written Down Value(WDV) Method. Depreciation is provided based on useful life of assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are amortised on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

The estimates of useful lives of property plant and equipment are as follows :

| <b>Types Of Asset</b>  | <b>Useful life as per Schedule II</b> |
|------------------------|---------------------------------------|
| Building               | 30                                    |
| Plant and Machinery    | 15                                    |
| Furniture and Fixtures | 10                                    |
| Office Equipment       | 5                                     |
| Motor Vehicles         | 8                                     |
| Computer Software      | 3 to 10                               |

**F Inventories**

Inventories of Raw Materials are valued at lower of cost or net realizable value. The method used for valuation or determination of cost is as per First-in-First-Out (FIFO) basis.

Inventories of stores, regular spares, fuel and packing material are valued at cost or net realizable value whichever is lower. First-in-First-Out (FIFO) method is used for valuation purpose. Inventories of finished goods are valued at lower of factory cost (including material, labour and related overheads and depreciation) and net realizable value.

Goods and Service Tax ('GST') Input, being tax which is set-off against GST output, does not form a part of cost of inventory as prescribed in AS – 2 on "Valuation of Inventories".

**G Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**H Provisions and Contingent Liabilities**

**(a) Provisions**

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

**(b) Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**I Revenue Recognition**

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and are recognised net of trade discounts, rebates, Goods and Service tax.

Service income is accounted as and when services are rendered and are net of Goods and Service tax.

**J Other Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Export benefits, incentives and licenses: Export incentives are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Rental income is recognised in the statement of profit and loss on the straight line basis over the period of lease term.

**K Borrowing costs**

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

**L Employees Benefits**

**(a) Provident Fund**

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

**(b) Gratuity**

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**(c) Termination Benefits**

Termination benefits in the nature of voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

**M Current and Deferred Tax**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.



**N Foreign Currency Transaction**

**(a) Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(b) Subsequent Recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, the Company has adopted the following policy:

- Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset

- In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability.

Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

**O Earning / (loss) Per Share**

Basic earnings / (loss) per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



## INFLUX HEALTHTECH LIMITED

(Formerly known as Influx Healthtech Private Limited)

Notes forming part of Restated Financial Statements

(Rs. in lakhs, unless otherwise stated)

| Note No. | Particulars   | As at<br>31 March, 2025 |                 | As at<br>31 March, 2024 |             | As at<br>31 March, 2023 |             |
|----------|---|-------------------------|-----------------|-------------------------|-------------|-------------------------|-------------|
|          |   | Number                  | Amount          | Number                  | Amount      | Number                  | Amount      |
| <b>2</b> | <b>SHARE CAPITAL</b>                                  |                         |                 |                         |             |                         |             |
| (a)      | <b>Authorised Capital</b>                             |                         |                 |                         |             |                         |             |
|          | Equity Shares Of Rs. 10 Each                          | 2,50,00,000             | 2,500.00        | 1,00,00,000             | 1,000.00    | 50,000                  | 5.00        |
| (b)      | <b>Issued, Subscribed &amp; Fully Paid Up Capital</b> |                         |                 |                         |             |                         |             |
|          | Equity Shares of Rs. 10 each fully Paid               | 1,81,50,000             | 1,815.00        | 25,000                  | 2.50        | 25,000                  | 2.50        |
|          |   |                         | <b>1,815.00</b> |                         | <b>2.50</b> |                         | <b>2.50</b> |

(c) **Par value per share:**

The Company has only one class of Equity Shares having a par value Rs. 10 per share.

(d) **A reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

| Particulars                                 | As at 31 March, 2025 |                     | As at 31 March, 2024 |                 | As at 31 March, 2023 |                 |
|---|----------------------|---------------------|----------------------|-----------------|----------------------|-----------------|
|   | No. of Shares        | Amount              | No. of Shares        | Amount          | No. of Shares        | Amount          |
| Equity Shares at the beginning of the year  | 25,000               | 2,50,000            | 25,000               | 2,50,000        | 25,000               | 2,50,000        |
| Add: Share issued during the year           | 1,81,25,000          | 18,12,50,000        | -                    | -               | -                    | -               |
| Less: Shares bought back during the year    | -                    | -                   | -                    | -               | -                    | -               |
| <b>Equity Shares at the end of the year</b> | <b>1,81,50,000</b>   | <b>18,15,00,000</b> | <b>25,000</b>        | <b>2,50,000</b> | <b>25,000</b>        | <b>2,50,000</b> |

(e) **The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:**

The Company has issued only one class of equity shares having a par value of Rs. 10 each. Each equity shareholders is entitled to one vote per share. Dividend, if any, is declared and paid in Indian Rupees. Dividend, if any, proposed by the Board of Director is subject to the approval of the share holders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be proportion to the number of equity shares held by the shareholders.

(f) **Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:**

There are no holding, subsidiary or associate companies. Accordingly repoting to that extent under this clause is not applicable.

(Formerly known as Influx Healthtech Private Limited)

Notes forming part of Restated Financial Statements

(g) **Shares in the company held by each shareholder holding more than 5 per cent. shares specifying the number of shares held:**

| Name of Shareholders | As at 31 March, 2025 |        | As at 31 March, 2024 |        | As at 31 March, 2023 |        |
|----------------------|----------------------|--------|----------------------|--------|----------------------|--------|
|                      | No. of Shares        | % Held | No. of Shares        | % Held | No. of Shares        | % Held |
| Munir Chandniwala    | 1,72,42,500          | 95.00% | 23,750               | 95.00% | 23,750               | 95.00% |
| Shirin Chandniwala   |                      |        |                      |        |                      |        |

(h) **Aggregate number of bonus shares issued or shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.**

| Particulars  | As at 31.03.2025 | As at 31.03.2024 | As at 31.03.2023 |
|--|------------------|------------------|------------------|
|  | (No. of Shares)  | (No. of Shares)  | (No. of Shares)  |
| Equity shares allotted as fully paid up pursuant to contracts for consideration other than cash      | Nil              | Nil              | Nil              |
| a) Subscription amount is adjusted against a bona fide debt payable in money at once by the company. | Nil              | Nil              | Nil              |
| b) Conversion of loan into shares in the event of default in repayment.                              | Nil              | Nil              | Nil              |
| b) Conversion of loan into shares in the event of default in repayment.                              | Nil              | Nil              | Nil              |
| d) Equity Shares allotted as fully paid bonus shares by capitalisation of reserves                   | 1,81,25,000      | Nil              | Nil              |

(i) **Shareholding of Promoters**

The details of the shares held by promoters as at March 31, 2025 are as follows :

| Promoter Name      | No. of Shares      | % of Total Shares | % change during the year |
|--------------------|--------------------|-------------------|--------------------------|
| Munir Chandniwala  | 1,72,42,500        | 95.00%            | 0.00%                    |
| Shirin Chandniwala | 8,80,638           | 4.85%             | -0.13%                   |
| Abdul Chandniwala  | 726                | 0.00%             | 0.00%                    |
| <b>Total</b>       | <b>1,81,23,864</b> | <b>99.86%</b>     |                          |



# INFLUX HEALTHTECH LIMITED

(Formerly known as Influx Healthtech Private Limited)

## Notes forming part of Restated Financial Statements

The details of the shares held by promoters as at March 31, 2024 are as follows :

| Promoter Name      | No. of Shares | % of Total Shares | % change during the year |
|--------------------|---------------|-------------------|--------------------------|
| Munir Chandniwala  | 23,750        | 95.00%            | 0.00%                    |
| Shirin Chandniwala | 1,245         | 4.98%             | 0.00%                    |
| Abdul Chandniwala  | 1             | 0.00%             | 0.00%                    |
| <b>Total</b>       | <b>24,996</b> | <b>99.98%</b>     |                          |

The details of the shares held by promoters as at March 31, 2023 are as follows :

| Promoter Name      | No. of Shares | % of Total Shares | % change during the year |
|--------------------|---------------|-------------------|--------------------------|
| Munir Chandniwala  | 23,750        | 95.00%            | 0.00%                    |
| Shirin Chandniwala | 1,245         | 4.98%             | -0.02%                   |
| Abdul Chandniwala  | 1             | 0.00%             | 100.00%                  |
| <b>Total</b>       | <b>24,996</b> | <b>99.98%</b>     |                          |

| Note No. | Particulars   | As at<br>31 March, 2025 | As at<br>31 March, 2024 | As at<br>31 March, 2023 |
|----------|---|-------------------------|-------------------------|-------------------------|
| <b>3</b> | <b>RESTATED RESERVES &amp; SURPLUS</b>  |                         |                         |                         |
|          | <b>Reserves and Surplus Consists of following reserves :</b>  |                         |                         |                         |
|          | <b>General Reserve</b>  | 650.00                  | 650.00                  | -                       |
|          | Opening Balance   | -                       | -                       | 650.00                  |
|          | Add: Transferred from Profit / Loss account   | (650.00)                |                         |                         |
|          | Less: Transferred on account of bonus issue of shares   |                         |                         |                         |
|          | <b>Total(A)</b>   | <b>-</b>                | <b>650.00</b>           | <b>650.00</b>           |
|          | <b>Profit &amp; Loss Account</b>  |                         |                         |                         |
|          | Opening Balance   | 1,625.44                | 512.65                  | 443.01                  |
|          | Add: Profit/(Loss) for the year   | 1,336.60                | 1,112.80                | 719.63                  |
|          | Less: Transfer to general reserve   | -                       | -                       | (650.00)                |
|          | Less: Transferred on account of bonus issue of shares   | (1,162.50)              | -                       | -                       |
|          | <b>Total(B)</b>   | <b>1,799.54</b>         | <b>1,625.44</b>         | <b>512.65</b>           |
|          | <b>Total(A+B)</b>   | <b>1,799.54</b>         | <b>2,275.44</b>         | <b>1,162.65</b>         |
| <b>4</b> | <b>RESTATED LONG-TERM BORROWINGS</b>  |                         |                         |                         |
|          | <u>Secured</u>  |                         |                         |                         |
|          | Term Loan from Bank   | -                       | -                       | 3.29                    |
|          | <b>Total</b>  | <b>-</b>                | <b>-</b>                | <b>3.29</b>             |
|          | <b>Terms of Repayment &amp; other disclosures</b>   |                         |                         |                         |
|          | A) Term Loan from Bank is secured by hypothecation of vehicle   |                         |                         |                         |
|          | B) The rate of interest on the above term loan is 9.47%   |                         |                         |                         |
|          | C) The aforesaid term loan is repayable in 36 equal monthly instalments of Rs. 42,586 commencing from 5th December 2021. Further, the company has foreclosed the term loan in FY 2024-2025. |                         |                         |                         |
|          | <b>Repayment Schedule</b>   |                         |                         |                         |
|          | <b>Financial Year</b>   | <b>2024-25</b>          | <b>2023-24</b>          | <b>2022-23</b>          |
|          | F.Y. 2024-25  | -                       | 3.29                    | 3.29                    |
|          | F.Y. 2023-24  | -                       | -                       | 4.56                    |
|          | F.Y. 2022-23  | -                       | -                       | -                       |
| <b>5</b> | <b>RESTATED DEFERRED TAX LIABILITIES (NET)</b>  |                         |                         |                         |
|          | <u>Deferred Tax liability</u>   |                         |                         |                         |
|          | - On account of Depreciation  | -                       | -                       | 1.39                    |
|          | <b>Total</b>  | <b>-</b>                | <b>-</b>                | <b>1.39</b>             |
| <b>6</b> | <b>RESTATED OTHER LONG TERM LIABILITIES</b>   |                         |                         |                         |
|          | <u>Security Deposits</u>  |                         |                         |                         |
|          | - From Customer   | 5.26                    | 5.26                    | 5.26                    |
|          | <b>Total</b>  | <b>5.26</b>             | <b>5.26</b>             | <b>5.26</b>             |
| <b>7</b> | <b>RESTATED LONG TERM PROVISION</b>   |                         |                         |                         |
|          | <u>Provision for Employee Benefits</u>  |                         |                         |                         |
|          | - Gratuity  | 17.73                   | 28.66                   | 16.27                   |
|          | <b>Total</b>  | <b>17.73</b>            | <b>28.66</b>            | <b>16.27</b>            |
| <b>8</b> | <b>RESTATED SHORT TERM BORROWINGS</b>   |                         |                         |                         |
|          | <u>Secured</u>  |                         |                         |                         |
|          | Current Maturities of Long Term Borrowings  | -                       | 3.29                    | 4.56                    |
|          | * Security details are mentioned in Note 4  |                         |                         |                         |
|          | <u>Unsecured</u>  |                         |                         |                         |
|          | <u>Repayable on demand - Interest Free</u>  |                         |                         |                         |
|          | <u>From Directors</u>   | 21.92                   | 27.19                   | 65.00                   |
|          | Munir Chandniwala   | -                       | 2.00                    | 7.00                    |
|          | Shirin Munir Chandniwala  |                         |                         |                         |
|          | <b>Total</b>  | <b>21.92</b>            | <b>32.48</b>            | <b>76.56</b>            |

(Rs. in lakhs, unless otherwise stated)

| Note No. | Particulars  | As at<br>31 March, 2025 | As at<br>31 March, 2024 | As at<br>31 March, 2023 |
|----------|--|-------------------------|-------------------------|-------------------------|
| <b>9</b> | <b>RESTATED TRADE PAYABLES</b>   |                         |                         |                         |
|          | (a) Total outstanding dues of micro enterprises and small enterprises*                     | 2,140.80                | 387.07                  | 221.66                  |
|          | (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 801.15                  | 1,010.96                | 1,122.21                |
|          | <b>Total</b>   | <b>2,941.95</b>         | <b>1,398.03</b>         | <b>1,343.87</b>         |

\* The information regarding Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

**(a) Trade payable ageing schedule**

**Figures for Reporting Period ended 31 March, 2025**

| Particulars                     | Outstanding for following periods from due date of payment |                     |              |             |                  | Total           |
|---------------------------------|--|---------------------|--------------|-------------|------------------|-----------------|
|                                 | Unbilled Due   | Less than<br>1 Year | 1-2 years    | 2-3 years   | More than 3years |                 |
| Undisputed Dues-MSME            | 12.46  | 2,127.85            | 0.49         | -           | -                | 2,140.80        |
| Undisputed Dues-Other than MSME | 14.69  | 758.98              | 26.96        | 0.52        | -                | 801.15          |
| Disputed Dues-MSME              | -  | -                   | -            | -           | -                | -               |
| Disputed Dues-Others            | -  | -                   | -            | -           | -                | -               |
| <b>Total</b>                    | <b>27.15</b>   | <b>2,886.83</b>     | <b>27.45</b> | <b>0.52</b> | <b>-</b>         | <b>2,941.95</b> |

**Figures for Reporting Period ended 31 March, 2024**

| Particulars                     | Outstanding for following periods from due date of payment |                     |              |           |                  | Total           |
|---------------------------------|--|---------------------|--------------|-----------|------------------|-----------------|
|                                 | Unbilled Due   | Less than<br>1 Year | 1-2 years    | 2-3 years | More than 3years |                 |
| Undisputed Dues-MSME            | 2.25   | 384.82              | -            | -         | -                | 387.07          |
| Undisputed Dues-Other than MSME | 13.09  | 977.74              | 20.13        | -         | -                | 1,010.96        |
| Disputed Dues-MSME              | -  | -                   | -            | -         | -                | -               |
| Disputed Dues-Others            | -  | -                   | -            | -         | -                | -               |
| <b>Total</b>                    | <b>15.34</b>   | <b>1,362.56</b>     | <b>20.13</b> | <b>-</b>  | <b>-</b>         | <b>1,398.03</b> |

**Figures for Reporting Period ended 31 March, 2023**

| Particulars                     | Outstanding for following periods from due date of payment |                     |             |           |                  | Total           |
|---------------------------------|--|---------------------|-------------|-----------|------------------|-----------------|
|                                 | Unbilled Due   | Less than<br>1 Year | 1-2 years   | 2-3 years | More than 3years |                 |
| Undisputed Dues-MSME            | -  | 221.66              | -           | -         | -                | 221.66          |
| Undisputed Dues-Other than MSME | 13.30  | 1,108.76            | 0.15        | -         | -                | 1,122.21        |
| Disputed Dues-MSME              | -  | -                   | -           | -         | -                | -               |
| Disputed Dues-Others            | -  | -                   | -           | -         | -                | -               |
| <b>Total</b>                    | <b>13.30</b>   | <b>1,330.42</b>     | <b>0.15</b> | <b>-</b>  | <b>-</b>         | <b>1,343.87</b> |

**(b) Dues to Micro and Small Enterprises**

The disclosure pursuant to the said Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows: -

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|-------------------------|
|   |                         |                         |                         |
| i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.                                  | 2,128.34                | 384.82                  | 221.66                  |
| ii) Interest due thereon to suppliers registered under the MSMED Act and remaining unpaid as at year end.                                 | -                       | -                       | -                       |
| iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.                        | -                       | -                       | -                       |
| iv) Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.    | -                       | -                       | -                       |
| v) Amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid). | -                       | -                       | -                       |
| vi) Interest accrued and remaining unpaid at the end of each accounting year.   | -                       | -                       | -                       |

**10 RESTATED OTHER CURRENT LIABILITIES**

|                              |               |               |               |
|------------------------------|---------------|---------------|---------------|
| Statutory dues Payable       | 59.62         | 17.43         | 18.21         |
| Income received in advance   | 110.18        | 102.04        | 110.15        |
| Employee Dues Payable        | 58.65         | 49.29         | 59.58         |
| Interest Accrued but not Due | -             | -             | 0.05          |
| Payable for Capital Goods    | 42.58         | 38.51         | 1.61          |
| <b>Total</b>                 | <b>271.04</b> | <b>207.28</b> | <b>189.60</b> |

**11 RESTATED SHORT TERM PROVISIONS**

|                                     |               |               |              |
|-------------------------------------|---------------|---------------|--------------|
| Provision for Tax (Net of advances) | 157.48        | 160.66        | 29.03        |
| <b>Total</b>                        | <b>157.48</b> | <b>160.66</b> | <b>29.03</b> |

(Formerly known as Influx Healthtech Private Limited)

**Notes forming part of Restated Financial Statements**

**12 Property, Plant and Equipment**

(All Amounts in Rs. Lakhs, unless otherwise stated)

| SR. No. | DESCRIPTION OF ASSET  | GROSS BLOCK         |                                |                                 |                     | DEPRECIATION        |                                |                                  |                     | NET BLOCK           |
|---------|---|---------------------|--------------------------------|---------------------------------|---------------------|---------------------|--------------------------------|----------------------------------|---------------------|---------------------|
|         |   | AS AT<br>01/04/2024 | ADDITION<br>DURING<br>THE YEAR | DEDUCTION<br>DURING<br>THE YEAR | AS AT<br>31/03/2025 | UP TO<br>31/03/2024 | ADDITION<br>DURING<br>THE YEAR | DEDUCTIONS<br>DURING<br>THE YEAR | AS AT<br>31/03/2025 | AS AT<br>31/03/2025 |
| a)      | <b>TANGIBLE ASSETS</b>                                      |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Premises  | 406.54              | 344.00                         | -                               | 750.54              | 29.60               | 52.80                          | -                                | 82.40               | 668.14              |
|         | <i>(the above asset is Capital cost on Rented Property)</i> |                     |                                |                                 |                     |                     |                                |                                  | -                   | -                   |
|         | Plant & Machinery   | 1,080.01            | 334.15                         | -                               | 1,414.16            | 207.96              | 179.39                         | -                                | 387.35              | 1,026.82            |
|         | Office Equipment  | 29.19               | 11.10                          | -                               | 40.29               | 15.16               | 9.56                           | -                                | 24.72               | 15.57               |
|         | Furniture & Fixtures  | 117.21              | 80.86                          | -                               | 198.07              | 23.16               | 31.22                          | -                                | 54.38               | 143.69              |
|         | Motor Vehicle   | 18.87               | 11.83                          | -                               | 30.71               | 9.05                | 5.55                           | -                                | 14.59               | 16.11               |
|         | Computer Hardware   | 8.85                | 1.65                           | -                               | 10.50               | 5.15                | 3.18                           | -                                | 8.33                | 2.17                |
|         |   | <b>1,660.67</b>     | <b>783.59</b>                  | <b>-</b>                        | <b>2,444.27</b>     | <b>290.08</b>       | <b>281.69</b>                  | <b>-</b>                         | <b>571.77</b>       | <b>1,872.50</b>     |
| b)      | <b>INTANGIBLE ASSETS</b>                                    |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Computer Software   | 3.68                | 2.18                           | -                               | 5.86                | 1.29                | 0.75                           | -                                | 2.05                | <b>3.81</b>         |
|         |   | <b>3.68</b>         | <b>2.18</b>                    | <b>-</b>                        | <b>5.86</b>         | <b>1.29</b>         | <b>0.75</b>                    | <b>-</b>                         | <b>2.05</b>         | <b>3.81</b>         |
|         | Total   | <b>1,664.35</b>     | <b>785.78</b>                  | <b>-</b>                        | <b>2,450.13</b>     | <b>291.37</b>       | <b>282.45</b>                  | <b>-</b>                         | <b>573.81</b>       | <b>1,876.31</b>     |

\* The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with AS 10.



(Formerly known as Influx Healthtech Private Limited)

Notes forming part of Restated Financial Statements

**12 Property, Plant and Equipment**

(All Amounts in Rs. Lakhs, unless otherwise stated)

| SR. No. | DESCRIPTION OF ASSET  | GROSS BLOCK         |                                |                                 |                     | DEPRECIATION        |                                |                                  |                     | NET BLOCK           |
|---------|---|---------------------|--------------------------------|---------------------------------|---------------------|---------------------|--------------------------------|----------------------------------|---------------------|---------------------|
|         |   | AS AT<br>01/04/2023 | ADDITION<br>DURING<br>THE YEAR | DEDUCTION<br>DURING<br>THE YEAR | AS AT<br>31/03/2024 | UP TO<br>31/03/2023 | ADDITION<br>DURING<br>THE YEAR | DEDUCTIONS<br>DURING<br>THE YEAR | AS AT<br>31/03/2024 | AS AT<br>31/03/2024 |
| a)      | <b>TANGIBLE ASSETS</b>                                      |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Premises  | 121.39              | 285.15                         | -                               | 406.54              | 6.08                | 23.52                          | -                                | 29.60               | 376.93              |
|         | <i>(the above asset is Capital cost on Rented Property)</i> |                     |                                |                                 |                     |                     |                                |                                  | -                   | -                   |
|         | Plant & Machinery   | 524.89              | 555.12                         | -                               | 1,080.01            | 77.95               | 130.01                         | -                                | 207.96              | 872.06              |
|         | Office Equipment  | 22.42               | 6.77                           | -                               | 29.19               | 5.84                | 9.33                           | -                                | 15.16               | 14.02               |
|         | Furniture & Fixtures  | 43.92               | 73.28                          | -                               | 117.21              | 8.82                | 14.33                          | -                                | 23.16               | 94.05               |
|         | Motor Vehicle   | 16.17               | 2.70                           | -                               | 18.87               | 5.66                | 3.39                           | -                                | 9.05                | 9.83                |
|         | Computer Hardware   | 6.31                | 2.54                           | -                               | 8.85                | 1.13                | 4.02                           | -                                | 5.15                | 3.70                |
|         |   | <b>735.11</b>       | <b>925.56</b>                  | <b>-</b>                        | <b>1,660.67</b>     | <b>105.47</b>       | <b>184.60</b>                  | <b>-</b>                         | <b>290.08</b>       | <b>1,370.60</b>     |
| b)      | <b>INTANGIBLE ASSETS</b>                                    |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Computer Software   | 3.68                | -                              | -                               | 3.68                | 0.46                | 0.83                           | -                                | 1.29                | 2.39                |
|         |   | <b>3.68</b>         | <b>-</b>                       | <b>-</b>                        | <b>3.68</b>         | <b>0.46</b>         | <b>0.83</b>                    | <b>-</b>                         | <b>1.29</b>         | <b>2.39</b>         |
|         | Total   | <b>738.79</b>       | <b>925.56</b>                  | <b>-</b>                        | <b>1,664.35</b>     | <b>105.94</b>       | <b>185.43</b>                  | <b>-</b>                         | <b>291.37</b>       | <b>1,372.98</b>     |

(Formerly known as Influx Healthtech Private Limited)

Notes forming part of Restated Financial Statements

**12 Property, Plant and Equipment**

(All Amounts in Rs. Lakhs, unless otherwise stated)

| SR. No. | DESCRIPTION OF ASSET  | GROSS BLOCK         |                                |                                 |                     | DEPRECIATION        |                                |                                  |                     | NET BLOCK           |
|---------|---|---------------------|--------------------------------|---------------------------------|---------------------|---------------------|--------------------------------|----------------------------------|---------------------|---------------------|
|         |   | AS AT<br>01/04/2022 | ADDITION<br>DURING<br>THE YEAR | DEDUCTION<br>DURING<br>THE YEAR | AS AT<br>31/03/2023 | UP TO<br>31/03/2022 | ADDITION<br>DURING<br>THE YEAR | DEDUCTIONS<br>DURING<br>THE YEAR | AS AT<br>31/03/2023 | AS AT<br>31/03/2023 |
| a)      | <b>TANGIBLE ASSETS</b>                                      |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Premises  | 13.07               | 108.31                         | -                               | 121.39              | 0.11                | 5.97                           | -                                | 6.08                | 115.31              |
|         | <i>(the above asset is Capital cost on Rented Property)</i> |                     |                                |                                 | -                   |                     |                                |                                  | -                   | -                   |
|         | Plant & Machinery   | 238.77              | 286.12                         | -                               | 524.89              | 8.96                | 68.99                          | -                                | 77.95               | 446.95              |
|         | Office Equipment  | 5.86                | 16.56                          | -                               | 22.42               | 1.15                | 4.69                           | -                                | 5.84                | 16.58               |
|         | Furniture & Fixtures  | 15.77               | 28.16                          | -                               | 43.92               | 0.19                | 8.64                           | -                                | 8.82                | 35.10               |
|         | Motor Vehicle   | 11.64               | 4.53                           | -                               | 16.17               | 1.55                | 4.10                           | -                                | 5.66                | 10.52               |
|         | Computer Hardware   | 1.20                | 5.11                           | -                               | 6.31                | 0.25                | 0.88                           | -                                | 1.13                | 5.18                |
|         |   | <b>286.31</b>       | <b>448.80</b>                  | <b>-</b>                        | <b>735.11</b>       | <b>12.20</b>        | <b>93.28</b>                   | <b>-</b>                         | <b>105.47</b>       | <b>629.64</b>       |
| b)      | <b>INTANGIBLE ASSETS</b>                                    |                     |                                |                                 |                     |                     |                                |                                  |                     |                     |
|         | Computer & Software   | -                   | 3.68                           | -                               | 3.68                | -                   | 0.46                           | -                                | 0.46                | 3.22                |
|         |   | <b>-</b>            | <b>3.68</b>                    | <b>-</b>                        | <b>3.68</b>         | <b>-</b>            | <b>0.46</b>                    | <b>-</b>                         | <b>0.46</b>         | <b>3.22</b>         |
|         | Total   | <b>286.31</b>       | <b>452.48</b>                  | <b>-</b>                        | <b>738.79</b>       | <b>12.20</b>        | <b>93.74</b>                   | <b>-</b>                         | <b>105.94</b>       | <b>632.85</b>       |

| (Rs. in lakhs, unless otherwise stated) |  |                         |                         |                         |
|---|--|-------------------------|-------------------------|-------------------------|
| Note No.                                | Particulars  | As at<br>31 March, 2025 | As at<br>31 March, 2024 | As at<br>31 March, 2023 |
| 13                                      | RESTATED DEFERRED TAX ASSET (NET)  |                         |                         |                         |
|   | <u>Deferred Tax Asset</u>  |                         |                         |                         |
|   | - On account of disallowance u/s 43B   | 6.52                    | 28.61                   | -                       |
|   | - On account of Depreciation   | 8.07                    | -                       | -                       |
|   | - On account of provision for doubtful debts   | 3.65                    | -                       | -                       |
|   | <u>Deferred Tax Liabilities</u>  |                         |                         |                         |
|   | - On account of Depreciation   | -                       | (0.04)                  | -                       |
|   | Total  | 18.25                   | 28.56                   | -                       |
| 14                                      | RESTATED LONG TERM LOANS AND ADVANCES  |                         |                         |                         |
|   | <u>Unsecured &amp; Considered Good</u>   |                         |                         |                         |
|   | Rental Deposits  | 118.49                  | 117.08                  | 115.03                  |
|   | Capital Advances   | 62.81                   | 23.40                   | 76.11                   |
|   | Deposit with others  | 2.08                    | 0.10                    | 0.10                    |
|   | Total  | 183.39                  | 140.58                  | 191.24                  |
|   | (a) Loans and Advances due by directors or other officers of the company   | 136.00                  | 115.00                  | 115.00                  |
|   | (b) Loans and Advances due by firm or private companies in which director is a partner or director or member   | Nil                     | Nil                     | Nil                     |
|   | (c) Loans or advances in the nature of loans granted to Promoters, Directors, Kmps and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:  |                         |                         |                         |
|   | (i) repayable on demand; or  | Nil                     | Nil                     | Nil                     |
|   | (ii) without specifying any terms or period of repayment   | Nil                     | Nil                     | Nil                     |
|   | (d) In line with Circular No. 04/2015 issued by the Ministry of Corporate Affairs dated March 10, 2015, loans given to employees as per the Company's policy are not considered for the purpose of disclosure under section 186(4) of the Companies Act, 2013. | Nil                     | Nil                     | Nil                     |
| 15                                      | RESTATED OTHER NON CURRENT ASSETS  |                         |                         |                         |
|   | Bank Deposits with maturity more than 12 months  | 50.00                   | -                       | -                       |
|   | Total  | 50.00                   | -                       | -                       |
| 16                                      | RESTATED INVENTORIES   |                         |                         |                         |
|   | Raw Materials  | 1,048.87                | 307.82                  | 78.85                   |
|   | Packing Materials  | 195.18                  | 158.95                  | 75.49                   |
|   | Finished Goods   | 77.69                   | 78.85                   | 41.85                   |
|   | Total  | 1,321.73                | 545.62                  | 196.19                  |
| 17                                      | RESTATED TRADE RECEIVABLES   |                         |                         |                         |
|   | Secured, Considered Good   | 5.26                    | 5.26                    | 5.26                    |
|   | Unsecured, Considered Good   | 3,238.84                | 1,586.34                | 1,377.25                |
|   | Doubtful   | 14.52                   | 18.53                   | -                       |
|   | Less: Allowance for Bad and Doubtful Debts   | (14.52)                 | (18.53)                 | -                       |
|   | Total  | 3,244.09                | 1,591.60                | 1,382.51                |
|   | Debts Due by firm or private companies in which director is partner, director or member  | 4.99                    | 4.85                    | 0.16                    |
|   | Debts Due by directors or other officers of the company  | Nil                     | Nil                     | Nil                     |

**Figures for Reporting Period-FY 2024-25**

| Particulars                                | Outstanding for following periods from due date of payment |                  |              |           |                   | Total           |
|--|--|------------------|--------------|-----------|-------------------|-----------------|
|  | Less than 6 months   | 6 months -1 year | 1-2 years    | 2-3 years | More than 3 years |                 |
| <b>Undisputed Trade receivables</b>        |  |                  |              |           |                   |                 |
| considered good                            | 2,877.20   | 351.89           | 15.00        | -         | -                 | <b>3,244.09</b> |
| considered doubtful                        | -  | -                | 14.52        | -         | -                 | <b>14.52</b>    |
| <b>Disputed Trade Receivables</b>          |  |                  |              |           |                   |                 |
| considered good                            | -  | -                | -            | -         | -                 | -               |
| considered doubtful                        | -  | -                | -            | -         | -                 | -               |
| Less: Allowance for Bad and Doubtful Debts | -  | -                | (14.52)      | -         | -                 | <b>(14.52)</b>  |
| <b>Total</b>                               | <b>2,877.20</b>  | <b>351.89</b>    | <b>15.00</b> | <b>-</b>  | <b>-</b>          | <b>3,244.09</b> |

**Figures for Reporting Period-FY 2023-24**

| Particulars                                | Outstanding for following periods from due date of payment |                  |           |           |                   | Total           |
|--|--|------------------|-----------|-----------|-------------------|-----------------|
|  | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |                 |
| <b>Undisputed Trade receivables</b>        |  |                  |           |           |                   |                 |
| considered good                            | 1,496.28   | 95.32            | -         | -         | -                 | <b>1,591.60</b> |
| considered doubtful                        | -  | -                | 18.53     | -         | -                 | <b>18.53</b>    |
| <b>Disputed Trade Receivables</b>          |  |                  |           |           |                   |                 |
| considered good                            | -  | -                | -         | -         | -                 | -               |
| considered doubtful                        | -  | -                | -         | -         | -                 | -               |
| Less: Allowance for Bad and Doubtful Debts | -  | -                | (18.53)   | -         | -                 | <b>(18.53)</b>  |
| <b>Total</b>                               | <b>1,496.28</b>  | <b>95.32</b>     | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>1,591.60</b> |

**Figures for Reporting Period-FY 2022-23**

| Particulars                                | Outstanding for following periods from due date of payment |                  |           |           |                   | Total           |
|--|--|------------------|-----------|-----------|-------------------|-----------------|
|  | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |                 |
| <b>Undisputed Trade receivables</b>        |  |                  |           |           |                   |                 |
| considered good                            | 9.88   | 1,372.62         | -         | -         | -                 | <b>1,382.51</b> |
| considered doubtful                        | -  | -                | -         | -         | -                 | -               |
| <b>Disputed Trade Receivables</b>          |  |                  |           |           |                   |                 |
| considered good                            | -  | -                | -         | -         | -                 | -               |
| considered doubtful                        | -  | -                | -         | -         | -                 | -               |
| Less: Allowance for Bad and Doubtful Debts | -  | -                | -         | -         | -                 | -               |
| <b>Total</b>                               | <b>9.88</b>  | <b>1,372.62</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>1,382.51</b> |

|          |  | (Rs. in lakhs, unless otherwise stated) |                         |                         |
|----------|--|---|-------------------------|-------------------------|
| Note No. | Particulars  | As at<br>31 March, 2025                 | As at<br>31 March, 2024 | As at<br>31 March, 2023 |
| 18       | RESTATED CASH AND BANK BALANCES  |   |                         |                         |
|          | Balances with banks  |   |                         |                         |
|          | In Current Account   | 190.13                                  | 288.16                  | 353.28                  |
|          | Cash and Cash equivalents  |   |                         |                         |
|          | Cash on Hand   | 0.94                                    | 2.41                    | 1.42                    |
|          | Other Bank Balances  |   |                         |                         |
|          | Deposits with maturity more than 3 months but less than 12 months  | -                                       | 70.00                   | -                       |
|          | Total  | 191.06                                  | 360.56                  | 354.71                  |
| 19       | RESTATED SHORT TERM LOANS AND ADVANCES   |   |                         |                         |
|          | (Unsecured-Considered Good)  |   |                         |                         |
|          | Advance paid against supply of goods & services  | 34.18                                   | 28.07                   | 38.29                   |
|          | Loans and advances to Employees  | 23.52                                   | 18.48                   | 17.53                   |
|          | Prepaid Expenses   | 11.32                                   | 4.52                    | 2.77                    |
|          | Input tax credit available for utilisation   | 7.54                                    | 17.24                   | 14.34                   |
|          | Total  | 76.56                                   | 68.31                   | 72.93                   |
|          | Loans and Advances due by directors or other officers of the company   | Nil                                     | Nil                     | Nil                     |
|          | Loans and Advances due by firm or private companies in which director is a partner or director or member   | Nil                                     | Nil                     | Nil                     |
|          | Loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:  |   |                         |                         |
|          | (i) repayable on demand; or  | Nil                                     | Nil                     | Nil                     |
|          | (ii) without specifying any terms or period of repayment   | Nil                                     | Nil                     | Nil                     |
|          | In line with Circular No. 04/2015 issued by the Ministry of Corporate Affairs dated March 10, 2015, loans given to employees as per the Company's policy are not considered for the purpose of disclosure under section 186(4) of the Companies Act, 2013. |   |                         |                         |
| 20       | RESTATED OTHER CURRENT ASSETS  |   |                         |                         |
|          | Deferred Share Issue expenses  | 67.45                                   | -                       | -                       |
|          | Interest receivable on fixed deposits  | 0.81                                    | 2.09                    | -                       |
|          | Interest accrued on security deposits  | 0.26                                    | -                       | -                       |
|          | Total  | 68.52                                   | 2.09                    | -                       |
| 21       | RESTATED CONTINGENT LIABILITIES  |   |                         |                         |
|          | Contingent Liabilities as at the reporting date  | Nil                                     | Nil                     | Nil                     |

*(Rs. in lakhs, unless otherwise stated)*

| Note No.  | Particulars  | For the year ended<br>31 March, 2025 | For the year ended<br>31 March, 2024 | For the year ended<br>31 March, 2023 |
|-----------|--|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>22</b> | <b>RESTATED REVENUE FROM OPERATION</b>                   |                                      |                                      |                                      |
|           | Sale of products   | 10,405.84                            | 9,913.24                             | 7,503.25                             |
|           | Other Operating revenues                                 | 79.53                                | 83.27                                | 102.41                               |
|           | <b>Total</b>   | <b>10,485.36</b>                     | <b>9,996.51</b>                      | <b>7,605.65</b>                      |
| <b>23</b> | <b>RESTATED OTHER INCOME</b>                             |                                      |                                      |                                      |
|           | Reversal of provision for doubtful debts                 | 4.00                                 | -                                    | -                                    |
|           | Interest received on Fixed Deposit                       | 5.30                                 | 2.32                                 | -                                    |
|           | Interest received on Security Deposit                    | 0.33                                 | -                                    | -                                    |
|           | Rent Received  | 3.60                                 | 2.70                                 | -                                    |
|           | Duty Drawback Income Received                            | 0.09                                 | -                                    | -                                    |
|           | Gain on variation in foreign exchange rate               | -                                    | 0.07                                 | -                                    |
|           | <b>Total</b>   | <b>13.31</b>                         | <b>5.09</b>                          | <b>-</b>                             |
| <b>24</b> | <b>RESTATED COST OF MATERIAL CONSUMED</b>                |                                      |                                      |                                      |
|           | <b>Opening Stock</b>                                     |                                      |                                      |                                      |
|           | Raw Material   | 307.82                               | 78.85                                | 71.20                                |
|           | Packing Material   | 158.95                               | 75.49                                | 64.86                                |
|           |  | <b>466.77</b>                        | <b>154.34</b>                        | <b>136.06</b>                        |
|           | <b>Add: Purchases</b>                                    |                                      |                                      |                                      |
|           | Raw Material   | 5,062.18                             | 5,087.87                             | 3,999.90                             |
|           | Packing Material   | 2,055.88                             | 1,751.50                             | 1,292.63                             |
|           |  | <b>7,118.06</b>                      | <b>6,839.37</b>                      | <b>5,292.53</b>                      |
|           | <b>Less: Closing Stock</b>                               |                                      |                                      |                                      |
|           | Raw Material   | (1,048.87)                           | (307.82)                             | (78.85)                              |
|           | Packing Material   | (195.18)                             | (158.95)                             | (75.49)                              |
|           |  | <b>(1,244.04)</b>                    | <b>(466.77)</b>                      | <b>(154.34)</b>                      |
|           | <b>Total</b>   | <b>6,340.78</b>                      | <b>6,526.94</b>                      | <b>5,274.25</b>                      |
| <b>25</b> | <b>RESTATED CHANGES IN INVENTORIES OF FINISHED GOODS</b> |                                      |                                      |                                      |
|           | <u>Opening Stock of Goods</u>                            |                                      |                                      |                                      |
|           | Finished Goods   | 78.85                                | 41.85                                | 39.43                                |
|           | <b>Total (I)</b>   | <b>78.85</b>                         | <b>41.85</b>                         | <b>39.43</b>                         |
|           | <u>Closing Stock of Goods</u>                            |                                      |                                      |                                      |
|           | Finished Goods   | 77.69                                | 78.85                                | 41.85                                |
|           | <b>Total (II)</b>  | <b>77.69</b>                         | <b>78.85</b>                         | <b>41.85</b>                         |
|           | <b>Net Impact (I-II)</b>                                 | <b>1.16</b>                          | <b>(37.01)</b>                       | <b>(2.42)</b>                        |

*(Rs. in lakhs, unless otherwise stated)*

| Note No.  | Particulars                                   | For the year ended | For the year ended | For the year ended |
|-----------|---|--------------------|--------------------|--------------------|
|           |   | 31 March, 2025     | 31 March, 2024     | 31 March, 2023     |
| <b>26</b> | <b>RESTATED EMPLOYEE BENEFIT EXPENSES</b>     |                    |                    |                    |
|           | Salaries, Wages & Allowances                  | 699.73             | 571.09             | 411.99             |
|           | Directors Remuneration                        | 100.00             | 60.00              | 33.00              |
|           | Director Commission                           | -                  | -                  | 20.00              |
|           | Contribution to Provident fund and other fund | 40.84              | 38.80              | 30.27              |
|           | Group Insurance for Staff                     | 4.98               | 1.72               | 1.18               |
|           | Staff Welfare Expenses                        | 16.18              | 20.20              | 9.52               |
|           | Contribution to Gratuity Fund                 | 17.73              | 12.39              | 9.46               |
|           | <b>Total</b>                                  | <b>879.45</b>      | <b>704.20</b>      | <b>515.42</b>      |
| <b>27</b> | <b>RESTATED FINANCE COSTS</b>                 |                    |                    |                    |
|           | <u>Interest Expenses</u>                      |                    |                    |                    |
|           | Secured Loan                                  | 0.09               | 0.50               | 0.93               |
|           | Interest on statutory dues                    | -                  | 16.64              | 0.03               |
|           | <u>Other borrowing costs</u>                  |                    |                    |                    |
|           | Bill Discount Charges                         | -                  | 4.80               | 4.01               |
|           | <b>Total</b>                                  | <b>0.09</b>        | <b>21.94</b>       | <b>4.97</b>        |
| <b>28</b> | <b>RESTATED OTHER EXPENSES</b>                |                    |                    |                    |
|           | <u>Manufacturing Expenses</u>                 |                    |                    |                    |
|           | Labour Charges                                | 404.93             | 319.26             | 225.97             |
|           | Power & Fuel Charges                          | 123.58             | 96.06              | 64.59              |
|           | Transportation Expenses                       | 107.59             | 96.33              | 61.96              |
|           | Factory Rent                                  | 84.96              | 84.00              | 68.52              |
|           | Factory Expenses                              | 75.00              | 64.19              | 38.90              |
|           | Cartridge Filling Expenses                    | 16.25              | 18.36              | 19.29              |
|           | Laboratory Expenses                           | 13.16              | 6.71               | 1.85               |
|           | Packing & Forwarding                          | 14.88              | 15.94              | 11.70              |
|           | Other Production Expenses                     | -                  | 3.07               | 3.93               |
|           |   | <b>840.35</b>      | <b>703.91</b>      | <b>496.69</b>      |



| Note No. | Particulars                                       | For the year ended | For the year ended | For the year ended |
|----------|---|--------------------|--------------------|--------------------|
|          |   | 31 March, 2025     | 31 March, 2024     | 31 March, 2023     |
|          | <b><u>Administrative &amp; Other Expenses</u></b> |                    |                    |                    |
|          | Legal & Professional Fees                         | 64.65              | 60.67              | 17.71              |
|          | Repair & Maintenance                              | 52.89              | 70.13              | 14.47              |
|          | Office Rent                                       | 36.57              | 31.88              | 18.00              |
|          | Travelling & Conveyance Expenses                  | 31.65              | 33.64              | 22.59              |
|          | Corporate Social Responsibility Expenses          | 21.72              | 11.46              | 6.75               |
|          | Provision for Doubtful Debts (net of reversal)    | -                  | 18.53              | -                  |
|          | Vehicle Expenses                                  | 9.63               | 9.22               | 2.55               |
|          | Courier Charges                                   | 6.94               | 5.80               | 4.56               |
|          | Bad Debts   | 8.49               | 4.56               | 1.55               |
|          | Printing & Stationery                             | 3.98               | 2.48               | 7.72               |
|          | Insurance Expenses                                | 3.38               | 4.32               | 0.57               |
|          | Electricity Expenses                              | 3.32               | 3.14               | 2.48               |
|          | Donation  | 2.57               | 5.44               | 2.13               |
|          | Society Maintenance Charges                       | 2.82               | 2.81               | 2.78               |
|          | <b><u>Auditor's Remuneration</u></b>              |                    |                    |                    |
|          | Audit Fees  | 2.50               | 2.50               | 2.00               |
|          | Tax Audit Fees                                    | -                  | -                  | 0.50               |
|          | Other Matters                                     | 0.15               | -                  | -                  |
|          | Computer & Internet Expenses                      | 2.58               | 2.37               | 0.86               |
|          | Loss on variation in foreign exchange rate        | 2.22               | -                  | -                  |
|          | Mobile & Telephone charges                        | 1.64               | 1.33               | 0.45               |
|          | Rates & Taxes                                     | 1.06               | 7.05               | 6.99               |
|          | Office Expenses                                   | 0.97               | 0.36               | 3.43               |
|          | Membership & Subscription Fees                    | 0.77               | 0.62               | 0.43               |
|          | Advertisement Expense                             | 0.60               | 0.30               | 2.62               |
|          | Bank Charges                                      | 0.41               | 0.46               | 1.02               |
|          | Software Expenses                                 | 0.37               | 3.30               | 0.29               |
|          | Security Charges                                  | -                  | 0.68               | 9.35               |
|          |   | <b>261.89</b>      | <b>283.07</b>      | <b>131.81</b>      |
|          | <b><u>Selling &amp; Marketing Expenses</u></b>    |                    |                    |                    |
|          | Exhibition Expenses                               | 68.59              | 71.35              | 65.38              |
|          | Commission  | 31.61              | 42.65              | 34.25              |
|          | Website Expenses                                  | 3.05               | 4.11               | 8.02               |
|          | Sales Promotion Expenses                          | 1.34               | 1.73               | 9.92               |
|          |   | <b>104.60</b>      | <b>119.84</b>      | <b>117.56</b>      |
|          | <b>Total</b>                                      | <b>1,206.84</b>    | <b>1,106.82</b>    | <b>746.06</b>      |

(Formerly known as Influx Healthtech Private Limited)

**Notes forming part of Restated Financial Statements**

**29 Disclosures as required by AS 18 "Related Parties" issued by the ICAI**

**List of Related Parties**

| <u>Sr.No</u> | <u>Name of Related Party</u>     | <u>Relationship</u>                                 |
|--------------|----------------------------------|---|
| 1            | Munir Chandniwala                | Managing Director                                   |
| 2            | Shirin Chandniwala               | Whole Time Director                                 |
| 3            | Abdul Ganee Chandniwala          | Director  |
| 4            | Ashish Shah                      | Chief Financial Officer (appointed on 2nd May 2024) |
| 5            | Atul Shukla                      | Company Secretary (appointed on 2nd May 2024)       |
| 6            | ESLP Digital LLP                 | Other related party                                 |
| 7            | Influx Healthcare                | Other related party                                 |
| 8            | Trusan Printpack Private Limited | Other related party                                 |
| 9            | Chandniwala Clinic               | Other related party                                 |
| 10           | Influx Foundation                | Other related party                                 |
| 11           | Nutrapharm India                 | Other related party                                 |
| 12           | Shinaf Enterprise                | Other related party                                 |

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

(Rs. in lakhs, unless otherwise stated)

| Sl.       | Nature of Transaction                   | Year Ended<br>31 March,2025 | Year Ended<br>31 March,2024 | Year Ended<br>31 March,2023 |
|-----------|---|-----------------------------|-----------------------------|-----------------------------|
| <b>I</b>  | <b>Key Management Personnel</b>         |                             |                             |                             |
| (i)       | <b>Munir Chandniwala</b>                |                             |                             |                             |
|           | Remuneration                            | 84.00                       | 60.00                       | 33.00                       |
|           | Commission                              | -                           | -                           | 20.00                       |
|           | Loan taken                              | 15.16                       | 44.70                       | 23.00                       |
|           | Loan Repaid                             | 20.44                       | 82.51                       | -                           |
|           | Rent Paid                               | 90.00                       | 90.00                       | 69.00                       |
|           | Advance for Plot No. 59                 | 11.00                       | -                           | -                           |
|           | Advance for Plot No. 28                 | 10.00                       | -                           | -                           |
| (ii)      | <b>Shirin Chandniwala</b>               |                             |                             |                             |
|           | Remuneration                            | 16.00                       | -                           | -                           |
|           | Loan Repaid                             | 2.00                        | 5.00                        | -                           |
|           | Rent Paid                               | 12.00                       | 12.00                       | 12.00                       |
| (iii)     | <b>Ashish Shah</b>                      |                             |                             |                             |
|           | Remuneration                            | 10.03                       | 8.99                        | 5.97                        |
|           | Loan Given                              | 2.00                        | -                           | -                           |
|           | Loan Recovered                          | 2.00                        | -                           | -                           |
| (iv)      | <b>Atul Shukla</b>                      |                             |                             |                             |
|           | Remuneration                            | 4.60                        | -                           | -                           |
| <b>II</b> | <b>Other Related Party</b>              |                             |                             |                             |
| (i)       | <b>Trusan Printpack Private Limited</b> |                             |                             |                             |
|           | Sale of product                         | 1.70                        | 2.52                        | -                           |
|           | Purchase of product                     | 220.21                      | 38.48                       | -                           |
|           | Rent Income                             | 3.60                        | 2.70                        | -                           |
|           | Reimbursement of expense                | 0.09                        | -                           | -                           |
| (ii)      | <b>Influx Healthcare</b>                |                             |                             |                             |
|           | Purchase of product                     | -                           | -                           | 289.75                      |
|           | Purchase of Fixed asset                 | -                           | -                           | 108.43                      |
|           | Sales of product                        | -                           | -                           | 4.21                        |
|           | License & Registration Fees             | -                           | 6.74                        | -                           |
| (iii)     | <b>Influx Foundation</b>                |                             |                             |                             |
|           | Donation                                | 0.85                        | -                           | -                           |
| (iv)      | <b>Nutrapharm India</b>                 |                             |                             |                             |
|           | Sale of product                         | 0.02                        | 4.69                        | 0.16                        |

(Formerly known as Influx Healthtech Private Limited)

**Notes forming part of Restated Financial Statements**

**Balance at the Year End**

(Rs. in lakhs, unless otherwise stated)

| Sr.No | Name                                   | Nature of Transaction     | As at 31 March, 2025 | As at 31 March, 2024 | As at 31 March, 2023 |
|-------|--|---------------------------|----------------------|----------------------|----------------------|
| 1     | Munir Chandniwala                      | Remuneration              | 1.35                 | 1.30                 | -                    |
| 2     | Munir Chandniwala                      | Unsecured Loan            | 21.92                | 27.19                | 65.00                |
| 3     | Munir Chandniwala                      | Security Deposit          | 115.00               | 115.00               | 115.00               |
| 4     | Munir Chandniwala                      | Other receivables         | -                    | -                    | 0.002                |
| 5     | Munir Chandniwala & Shirin Chandniwala | Advance for Plot No. 59   | 11.00                | -                    | -                    |
| 6     | Munir Chandniwala & Shirin Chandniwala | Advance for Plot No. 28   | 10.00                | -                    | -                    |
| 7     | Shirin Chandniwala                     | Remuneration              | 1.62                 | -                    | -                    |
| 8     | Shirin Chandniwala                     | Unsecured Loan            | -                    | 2.00                 | 7.00                 |
| 9     | Influx Healthcare                      | Purchase of product       | -                    | -                    | 52.64                |
| 10    | Trusan Printpack Private Limited       | Purchase of product       | 44.03                | 1.63                 | -                    |
| 11    | Nutrpharm India                        | Sale of product           | 4.99                 | 4.85                 | 0.16                 |
| 12    | Shinaf Enterprises                     | Packing material purchase | -                    | -                    | 11.87                |

(Formerly known as Influx Healthtech Private Limited)  
**Notes forming part of Restated Financial Statements**

**30 Disclosure as required by AS 20 "Earnings Per Share" issued by the ICAI**  
**Earning Per Share (EPS)**

The earning considered in ascertaining the Company's EPS comprises the net profit after tax the number of shares used in Computation of Basic EPS is the weighted average number of share outstanding during the year which is calculated as below:

| <i>(Rs. in lakhs, unless otherwise stated)</i>   |                                   |                                   |                                   |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Particulars  | For the Year Ended<br>March, 2025 | For the Year Ended<br>March, 2024 | For the Year Ended<br>March, 2023 |
| <b>Calculation of weighted average no. equity shares :</b>   |                                   |                                   |                                   |
| No. of Shares at the beginning of the year fully paid  | 25,000                            | 25,000                            | 25,000                            |
| No. of Shares to issued fully paid   | 1,81,25,000                       | Nil                               | Nil                               |
| Total Equity Shares outstanding at the end of the year   | 1,81,50,000                       | 25,000                            | 25,000                            |
| Total Equity Shares outstanding at the end of the year<br>(considering the impact of bonus issue for all periods)        | 1,81,50,000                       | 1,81,50,000                       | 1,81,50,000                       |
| Net Profit after tax / (loss) available for equity share<br>holder (Rs. in Lakhs)  | 1,336.60                          | 1,112.80                          | 719.63                            |
| Basic / Diluted earnings per share of Rs. 10 (Rs.)<br>(without considering the impact of bonus issue for all<br>periods) | 7.36                              | 4,451.18                          | 2,878.54                          |
| Basic / Diluted earnings per share of Rs. 10 (Rs.)<br>(considering the impact of bonus issue for all periods)            | 7.36                              | 6.13                              | 3.96                              |

**31 Disclosure related to Corporate Social Responsibility (as per Section 135 of the Act)**

| <i>(Rs. in lakhs, unless otherwise stated)</i>  |   |   |   |
|---|---|---|---|
| Particulars   | For the Year<br>Ended<br>March 31, 2025 | For the Year<br>Ended<br>March 31, 2024 | For the Year<br>Ended<br>March 31, 2023 |
| (a) Gross amount required to be spent by the Company<br>during the year   | 20.56                                   | 10.60                                   | 6.07                                    |
| (b) Amount of expenditure incurred on :<br>(i) Construction/Acquisition of asset<br>(ii) On purposes other than (i) above | -<br>21.72                              | -<br>11.46                              | -<br>6.75                               |
| (c) Shortfall at the end of the year  | N.A                                     | N.A                                     | N.A                                     |
| (d) Total amount of previous years shortfall  | N.A                                     | N.A                                     | N.A                                     |
| (e) Reason for shortfall  | N.A                                     | N.A                                     | N.A                                     |
| (f) Contribution to a trust controlled by the company in<br>relation to CSR Expenditure                                   | N.A                                     | N.A                                     | N.A                                     |
| (g) Where a provision is made with respect to a liability<br>incurred by entering into a contractual obligation           | N.A                                     | N.A                                     | N.A                                     |

The Company undertakes the following activities in Corporate social responsibility (CSR):

(i) Promoting of education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.

(ii) eradicating hunger, poverty and malnutrition, promoting health care including preventive health and sanitation Including contribution to the Swatch Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.



## INFLUX HEALTHTECH LIMITED

(Formerly known as Influx Healthtech Private Limited)

### Notes forming part of Restated Financial Statements

(Rs. in lakhs, unless otherwise stated)

| Note No. | Particulars | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|----------|-------------|--------------------------------------|--------------------------------------|--------------------------------------|
|----------|-------------|--------------------------------------|--------------------------------------|--------------------------------------|

#### 32 Employee Benefit Expenses

##### (a) Defined Contribution Plans

|  |   |              |              |              |
|--|---|--------------|--------------|--------------|
| Amount recognised in the Statement of Profit and Loss                |   |              |              |              |
| (i)  | Employers' Contribution to Provident Fund *                       | 31.75        | 30.26        | 23.29        |
| [Includes Employers' Contribution to Employee's Pension Scheme 1995] |   |              |              |              |
| (ii)   | Employers' Contribution to Employee's State Insurance Commission* | 8.76         | 8.50         | 6.88         |
|  |   | <b>40.51</b> | <b>38.75</b> | <b>30.17</b> |

\* Included in Contribution to Provident and Other Funds(Refer Note 24)

##### (b) Defined Benefit Plan

###### Gratuity

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided here under:

The Gratuity scheme is funded through Group Gratuity Cum Life Insurance Policy from the LIC. The adequacy of accumulated fund balance available with LIC has been compared with actuarial valuation carried out by an independent actuary as at the Balance Sheet date and shortfall/ excess, if any, has been provided for/ considered as prepaid. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, which ever is earlier. The benefits vest after five years of continuous service.

##### (i) Change in Defined Benefit Obligation

| Sr No. | Particulars                                      | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|--------|--|--------------------------------------|--------------------------------------|--------------------------------------|
| 1      | DBO at the beginning of the period               | 16.27                                | 28.66                                | -                                    |
| 2      | Acquisition adjustment                           | -                                    | -                                    | -                                    |
| 3      | Interest cost                                    | 1.17                                 | 2.00                                 | -                                    |
| 4      | Past Service Cost/(credit) – vested benefits     | -                                    | -                                    | -                                    |
| 5      | Past Service Cost/(credit) – Non vested benefits | -                                    | -                                    | -                                    |
| 6      | Current Service Cost                             | 8.36                                 | 9.70                                 | -                                    |
| 7      | Curtailment Cost/ (credit)                       | -                                    | -                                    | -                                    |
| 8      | Settlement Cost/ (credit)                        | -                                    | -                                    | -                                    |
| 9      | Plan Amendments                                  | -                                    | -                                    | -                                    |
| 10     | Benefit payments from Company                    | -                                    | -                                    | -                                    |
| 11     | Benefit payments from fund                       | -                                    | -                                    | -                                    |
| 12     | Actuarial (gains) loss on Obligation             | 2.86                                 | 6.03                                 | -                                    |
| 13     | DBO at the end of the period                     | 28.66                                | 46.39                                | -                                    |

(ii) Fair Value of Plan Assets

| S.No | Particulars                           | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Fair value of plan assets (beginning) | -                                    | -                                    | -                                    |
| 2    | Acquisition Adjustment                | -                                    | -                                    | -                                    |
| 3    | Charges and Taxes                     | -                                    | -                                    | -                                    |
| 4    | Expected return on plan assets        | -                                    | -                                    | -                                    |
| 5    | Employer's contributions              | 28.66                                | -                                    | -                                    |
| 6    | Employee's contributions              | -                                    | -                                    | -                                    |
| 7    | Benefit payments                      | -                                    | -                                    | -                                    |
| 8    | Actuarial Gain/ (Loss) on Plan Assets | -                                    | -                                    | -                                    |
| 9    | Fair value of plan assets (end)       | 28.66                                | -                                    | -                                    |

(iii) Change in Fair Value of Plan Assets

| S.No | Particulars                           | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Fair value of plan assets (beginning) | -                                    | -                                    | -                                    |
| 2    | Acquisition Adjustment                | -                                    | -                                    | -                                    |
| 3    | Charges and Taxes                     | -                                    | -                                    | -                                    |
| 4    | Expected return on plan assets        | -                                    | -                                    | -                                    |
| 5    | Employer's contributions              | 28.66                                | -                                    | -                                    |
| 6    | Employee's contributions              | -                                    | -                                    | -                                    |
| 7    | Benefit payments                      | -                                    | -                                    | -                                    |
| 8    | Actuarial Gain/ (Loss) on Plan Assets | -                                    | -                                    | -                                    |
| 9    | Fair value of plan assets (end)       | 28.66                                | -                                    | -                                    |

(iv) Amount Recognition in the Statement of Profit and Loss

| S.No | Particulars                       | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|-----------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Current Service Cost              | 9.70                                 | 8.36                                 | -                                    |
| 2    | Interest Cost                     | 2.00                                 | 1.17                                 | -                                    |
| 3    | Past Service Cost                 | -                                    | -                                    | -                                    |
| 4    | Expected Return on Plan Assets    | -                                    | -                                    | -                                    |
| 5    | Curtailment Cost                  | -                                    | -                                    | -                                    |
| 6    | Settlement Cost                   | -                                    | -                                    | -                                    |
| 7    | Amortisation of Past Service Cost | -                                    | -                                    | -                                    |
| 8    | Net Actuarial (Gains)/ Losses     | 6.03                                 | 2.86                                 | -                                    |
| 9    | Total Employer Expense in P&L     | 17.73                                | 12.39                                | -                                    |

(v) Recognition of Actuarial Gain/ Loss

| S.No | Particulars                              | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|--|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Unrecognized Actuarial Loss/(Gain) start | 6.03                                 | 2.86                                 | -                                    |
| 2    | Actuarial loss/(gain) – Plan Assets      | -                                    | -                                    | -                                    |
| 3    | Total Actuarial Loss/(Gain)              | 6.03                                 | 2.86                                 | -                                    |
| 4    | (Gain)/Loss recognized                   | 6.03                                 | 2.86                                 | -                                    |
| 5    | Unrecognized Loss/(Gain) end             | -                                    | -                                    | -                                    |



# INFLUX HEALTHTECH LIMITED

(Formerly known as Influx Healthtech Private Limited)  
Notes forming part of Restated Financial Statements

(Rs. in lakhs, unless otherwise stated)

## (vi) Actuarial (Gain)/ Loss on Obligation

| S.No | Particulars           | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|-----------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Experience Adjustment | 5.51                                 | 1.95                                 | -                                    |
| 2    | Financial Change      | 0.52                                 | 0.91                                 | -                                    |
| 3    | Assumption Change     | -                                    | -                                    | -                                    |

## (vii) Recognition of Past Service Cost

| S.No | Particulars                            | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|--|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Unrecognized Past Service Cost (start) | -                                    | -                                    | -                                    |
| 2    | Past Service Cost (Credit)             | -                                    | -                                    | -                                    |
| 3    | Recognized Past Service Cost           | -                                    | -                                    | -                                    |
| 4    | Unrecognized Past Service Cost (end)   | -                                    | -                                    | -                                    |

## (viii) Balance Sheet Reconciliation

| S.No | Particulars                       | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|-----------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Net (Asset)/Liability (beginning) | 28.66                                | 16.27                                | -                                    |
| 2    | Employer Expense                  | 17.73                                | 12.39                                | -                                    |
| 3    | Employer Contributions            | (28.66)                              | -                                    | -                                    |
| 4    | Net (Asset)/Liability (end)       | 17.73                                | 28.66                                | -                                    |

## (ix) P&L Reconciliation

| S.No | Particulars                      | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2024 |
|------|----------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | DBO at end of year               | 46.39                                | 28.66                                | -                                    |
| 2    | DBO at beginning of year         | (28.66)                              | (16.27)                              | -                                    |
| 3    | Benefits Paid                    | -                                    | -                                    | -                                    |
| 4    | Actual Return on Plan Assets     | -                                    | -                                    | -                                    |
| 5    | Expenses deducted by the Insurer | -                                    | -                                    | -                                    |
| 6    | Expense Recognized in P&L        | 17.73                                | 12.39                                | -                                    |

## (x) Major Categories of Plan Assets

| S.No | Asset Categories               | For the Year Ended<br>March 31, 2025 | For the Year Ended<br>March 31, 2024 | For the Year Ended<br>March 31, 2023 |
|------|--------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 1    | Government of India Securities | 0.00%                                | 0.00%                                | 0.00%                                |
| 2    | State Government Securities    | 0.00%                                | 0.00%                                | 0.00%                                |
| 3    | High Quality Corporate Bonds   | 0.00%                                | 0.00%                                | 0.00%                                |
| 4    | Equity shares (listed)         | 0.00%                                | 0.00%                                | 0.00%                                |
| 5    | Property                       | 0.00%                                | 0.00%                                | 0.00%                                |
| 6    | Special Deposit Scheme         | 0.00%                                | 0.00%                                | 0.00%                                |
| 7    | Funds managed by Insurer       | 100.00%                              | 0.00%                                | 0.00%                                |
| 8    | Others                         | 0.00%                                | 0.00%                                | 0.00%                                |
| 9    | Total                          | 0.00%                                | 0.00%                                | 0.00%                                |

## (xi) Contribution Estimate

| Description   | Estimate |
|---|----------|
| Company's Best Estimate of Contribution (Next Year) | 17.73    |



(Formerly known as Influx Healthtech Private Limited)

**Notes forming part of Restated Financial Statements**

**33 Impairment of Assets**

There is no such impairable asset for the year as ended on 31.03.2025 in terms of AS-28. Hence company has not made any provision for impairment loss.

**34 Segment Reporting**

The company is engaged in multiple business segment but there are no multiple reportable segments as defined in Accounting standard – 17 “Segment Reporting”.

**35 Foreign Exchange transactions :**

*(Rs. in lakhs, unless otherwise stated)*

| Particular                                 | For the Year Ended<br>March, 2025 | For the Year Ended<br>March, 2024 | For the Year Ended<br>March, 2023 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Export of goods on F.O.B Basis             | 61.03                             | 25.58                             | 2.45                              |
| CIF Value of Import                        | -                                 | -                                 | -                                 |
| Remittance of Dividend in Foreign Currency | -                                 | -                                 | -                                 |
| Expenditure in Foreign Currency            | 27.47                             | 2.32                              | -                                 |

**36 Disclosure of transactions with struck off companies :**

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

**37 Registration of Charges or Satisfaction with Registrar of Companies(ROC)**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**38 Compliance with number of layers of Companies**

The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

**39 Disclosure in relation to undisclosed income**

During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of accounts.

(Formerly known as Influx Healthtech Private Limited)

Notes forming part of Restated Financial Statements

40 Financial Ratio

| Sr no. | Particulars   | Numerator                           | Denominator  | March 31,2025 | March 31,2024 | March 31,2023 | Variance for financial year ended March 31,2025 | Variance for financial year ended March 31,2024 |
|--------|---|-------------------------------------|--|---------------|---------------|---------------|---|---|
| I      | Current Ratio (in times)  | Total Current Asset                 | Total Current Liabilities  | 1.44          | 1.43          | 1.22          | 1.19%   | 16.66%  |
| II     | Debt - Equity Ratio (in times)  | Total Debt                          | Shareholders' Equity   | 0.006         | 0.014         | 0.069         | -57.47%   | -79.19%   |
| III    | Debt - Service Coverage Ratio (in times)                                      | Earnings available for debt service | Debt Service   | 22,704.53     | 322.17        | 217.37        | 6947.30%  | 48.21%  |
| IV     | Return on equity ratio (in %)   | Net Profits after taxes             | Shareholder's Equity   | 36.98         | 48.85         | 61.76         | -24.30%   | -20.91%   |
| V      | Inventory turnover ratio (in times)   | Revenue from operations             | Average Inventory  | 11.23         | 26.95         | 40.93         | -58.33%   | -34.14%   |
| VI     | Trade receivable turnover ratio (in times)                                    | Total Sales                         | Average Accounts Receivable  | 4.34          | 6.72          | 6.30          | -35.49%   | 6.66%   |
| VII    | Trade payables turnover ratio (in times)                                      | Total Purchases+Other Expenses      | Average Trade Payables   | 3.84          | 4.99          | 4.34          | -23.10%   | 14.95%  |
| VIII   | Net Capital Turnover ratio (in times)   | Revenue from operations             | Average Working Capital  | 2.15          | 3.50          | 3.96          | -38.55%   | -11.57%   |
| IX     | Net Profit Ratio (in %)   | Net Profit                          | Net Sales  | 12.84%        | 11.23%        | 9.59%         | 14.43%  | 17.04%  |
| X      | Return on capital employed (in %)   | Earning before interest and taxes   | Capital Employed   | 49.17%        | 65.58%        | 78.60%        | -25%  | -16.57%   |
| XI     | Net Asset Value per share (Rs.)   | Net Worth                           | Weighted Average Number of Equity Shares   | 19.91         | 9,111.77      | 4,660.59      | -99.78%   | 95.51%  |
| XI     | Net Asset Value per share (Rs.)<br>(considering bonus impact for all periods) | Net Worth                           | Weighted Average Number of Equity Shares<br>(considering bonus shares for all periods) | 19.91         | 12.54         | 6.41          | 58.8%   | 95.71%  |

Reason for variance (where variance is more than 25% compared to the ratio of preceding year)

Variance for the Financial Year ended March 31, 2025

| Sr.No of Ratio | Reason of variance   |
|----------------|--|
| II             | The company has repaid its debts in the current year and has achieved a better debt-equity ratio.  |
| III            | The company has repaid its interest bearing loans and earnings in the current year have increased, consequently the debt service ratio has improved.   |
| V              | The inventory turnover ratio has decreased as the company is expecting drastic increase in orders for the FY 25-26 and hence the company has manufactured the goods in March 2025 accordingly. |
| VI             | The average accounts receivable of the company has increased due to change in credit policies to boost revenue.  |
| VIII           | The working capital of the company has increased but revenue has organically grown by 5% only since the company is operating at maximum capacity.  |

Variance for the Financial Year ended March 31, 2024

| Sr.No of Ratio | Reason of variance  |
|----------------|---|
| II             | Improved debt equity ratio is due to reduction repayment of borrowed funds and also the equity is improved based on current year profit.    |
| III            | The company was able to generate higher profits with the same debt structure and hence the debt service coverage ratio has become positive. |
| V              | The company is working towards achieving an optimum product mix which has led to an increase in inventory thereby decreasing in this ratio. |

(Formerly known as Influx Healthtech Private Limited)  
Notes forming part of Restated Financial Statements

**41 Reconciliation between the Audited Financial Statements and Restated Financial Statements**

| Shareholders' fund   | As at 31 March, 2025 | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------------------|----------------------|----------------------|
| <b>As per Audited Financial Statements</b>                                 | 3,614.54             | 2,287.22             | 1,181.42             |
| Less : Provision for Gratuity liability                                    | -                    | -                    | (16.27)              |
| Add/Less : Short/Excess Provision of Income tax adjusted in Previous Year  | -                    | 7.22                 | -                    |
| Add/ Less : Interest on shortfall of Advance tax adjusted in Previous Year | -                    | (16.50)              | -                    |
| <b>As per Restated Financial Statements</b>                                | <b>3,614.54</b>      | <b>2,277.94</b>      | <b>1,165.15</b>      |

| Profit After Tax   | As at 31 March, 2025 | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------------------|----------------------|----------------------|
| <b>As per Audited Financial Statements</b>                                 | 1,338.19             | 1,105.80             | 728.88               |
| Less : Gratuity expense as per actuarial valuation for current period      | -                    | -                    | (9.46)               |
| Add/ Less : Excess Provision of Income tax adjusted in Previous Year       | (7.23)               | 7.23                 | 0.21                 |
| Add/ Less : Interest on shortfall of Advance tax adjusted in Previous Year | 16.50                | (16.50)              | -                    |
| Add: Gratuity expense as per actuarial valuation for previous periods      | -                    | 16.27                | -                    |
| <b>As per Restated Financial Statements</b>                                | <b>1,336.60</b>      | <b>1,112.80</b>      | <b>719.63</b>        |

**42 Capitalisation Statement as per Para (D) of clause (11)(i) of Part A of Schedule VI to ICDR**

| Particulars  | Pre Issue as at 31 March, 2025 | As Adjusted for the proposed issue# |
|--|--------------------------------|-------------------------------------|
| <b>Borrowings</b>  |                                |                                     |
| Current Borrowings*  | 21.92                          | 21.92                               |
| <b>Total Borrowings</b>                                    | <b>21.92</b>                   | <b>21.92</b>                        |
| <b>Total Equity</b>  |                                |                                     |
| Equity Share Capital*                                      | 1,815.00                       | 2,315.04                            |
| Reserves & Surplus*  | 1,799.54                       | 6,399.91                            |
| <b>Total Capital (B)</b>                                   | <b>3,614.54</b>                | <b>8,714.95</b>                     |
| <b>Ratio : Non-current borrowings/Total Equity (A)/(B)</b> | N.A                            | N.A                                 |

\*The terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).

# These amounts (As adjusted for the proposed issue) are estimates and actuals may vary post the share issue is concluded

(Formerly known as Influx Healthtech Private Limited)

**Notes forming part of Restated Financial Statements**

**43 Additional Disclosure Requirements**

No transactions or disclosures to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III of the Act:

- (a) Title deeds of immovable property not held in the name of the company
- (b) CWIP and Intangible under development ageing schedule
- (c) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (d) Wilful Defaulter
- (e) Scheme of arrangements in terms of section 230 to 237 of the Act
- (f) Utilisation of borrowed funds or share premium
- (g) Crypto Currency or Virtual Currency
- (h) Borrowings from banks or financial institutions on the basis of security of current assets

**44 Previous year figures have been re-grouped, re-classified where ever necessary**

*As per our attached report of even date.*

**For V.B.GOEL & CO**  
**Chartered Accountants**  
**Firm Registration No.: 115906W**

**Sd/-**

**Vikas Goel**  
**Partner**  
**Membership. No.39287**  
Place : Mumbai  
Date : 28-05-2025

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

**Sd/-**

**Munir Chandniwala**  
**(Managing Director)**  
**DIN: 08459582**  
Place : Mumbai  
Date : 28-05-2025

**Sd/-**

**Shirin Chandniwala**  
**(Whole - Time Director)**  
**DIN: 08459623**  
Place : Mumbai  
Date : 28-05-2025

**Sd/-**

**Ashish Shah**  
**(Chief Financial Officer)**

Place: Mumbai  
Date : 28-05-2025

**Sd/-**

**Atul Shukla**  
**(Company Secretary)**  
**Membership Number :**  
**ACS46854**  
Place: Mumbai  
Date : 28-05-2025

## OTHER FINANCIAL INFORMATION

The accounting ratios of our Company based on Restated Financial Statements as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are provided below:

| Particulars   | For the financial year ended |                |                |
|---|------------------------------|----------------|----------------|
|   | March 31, 2025               | March 31, 2024 | March 31, 2023 |
| Earnings before interest, tax, depreciation and amortization (EBITDA) (₹ lakhs) | 2,057.14                     | 1,695.56       | 1,072.34       |
| Basic & Diluted Earnings per Share (₹)  |                              |                |                |
| Based on Actual Number of Shares outstanding                                    | 7.36                         | 4,451.18       | 2,878.54       |
| Considering Bonus effect at the beginning of the comparative period             | 7.36                         | 6.13           | 3.96           |
| Return on Net Worth (%)   | 36.98%                       | 48.85%         | 61.76%         |
| NAV per Equity Shares (₹)   |                              |                |                |
| Based on Actual Number of Shares outstanding                                    | 19.91                        | 9,111.77       | 4,660.59       |
| Considering Bonus effect at the beginning of the comparative period             | 19.91                        | 12.55          | 6.42           |

The Company has issued 1,81,25,000 bonus shares in the ratio of 725:1 to the existing shareholder as on July 31, 2024, from the free reserve and surplus in accordance with provision of Section 63 of Companies Act, 2013. In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

### Note:

The ratios on the basis of Restated Financial Statements have been computed as below:

|  |  |
|--|--|
| <b>EBITDA (₹)</b>  | Restated profit/(loss) after tax for the respective period plus tax expenses plus finance costs plus depreciation and amortization less other income |
| <b>Basic and Diluted Earnings per share (Before Bonus) (₹)</b> | Net profit/(loss) as restated, attributable to Shareholders divided by number of Equity Shares outstanding during the period                         |
| <b>Basic and Diluted Earnings per share (After Bonus) (₹)</b>  | Net profit/(loss) as restated, attributable to Shareholders divided by number of Equity Shares after Bonus   |
| <b>Return on Net Worth (%)</b>                                 | Restated net profit after tax for the year attributable to the owners of the Company divided by Restated Net worth of the Company                    |
| <b>Net Asset Value per Equity Share (Before Bonus) (₹)</b>     | Restated Net worth of the Company divided Number of Equity shares outstanding at the end of period   |
| <b>Net Asset Value per Equity Share (After Bonus) (₹)</b>      | Restated Net worth of the Company divided Number of Equity shares after Bonus  |

*Net worth as per the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2025, derived from our Restated Financial Statements and as adjusted for the Offer. This table below should be read in conjunction with the sections titled '*Risk Factors*', '*Financial Information*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*', beginning on page 38, 258 and 263 respectively of this Red Herring Prospectus.

*(Amount in ₹ lakhs)*

| Particulars   | Pre-Offer as at<br>March 31, 2025 | As adjusted for the<br>Proposed Offer |
|---|-----------------------------------|---------------------------------------|
| <b>Borrowings</b>   |                                   |                                       |
| Current Borrowings  | 21.92                             | 21.92                                 |
| Non-Current Borrowings  | -                                 | -                                     |
| <b>Total Borrowings (A)</b>                                       | <b>21.92</b>                      | <b>21.92</b>                          |
| <b>Shareholder's Funds</b>  |                                   |                                       |
| Equity Share Capital  | 1,815.00                          | [•] <sup>^</sup>                      |
| Reserve and Surplus   | 1,799.54                          | [•] <sup>^</sup>                      |
| <b>Total Shareholder's Funds (B)</b>                              | <b>3,614.54</b>                   | <b>[•]<sup>^</sup></b>                |
| Non-Current Borrowings/Total Shareholder's Funds<br>Ratio (times) | -                                 | [•] <sup>^</sup>                      |
| Total Borrowings/Total Shareholder's Funds Ratio<br>(A/B) (times) | 0.006                             | [•] <sup>^</sup>                      |

<sup>^</sup>The corresponding post offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.

### Note:

Short-term borrowings imply borrowings repayable within 12 months from the Balance Sheet date and also includes the current maturities of long-term borrowings. Long-term borrowings are debts other than short-term borrowings.

The above has been computed on the basis on amounts derived from Restated Financial Statements as on March 31, 2025.

The Company is proposing to have public offer of shares comprising of offer of new Equity Shares and Offer for Sale.



## FINANCIAL INDEBTEDNESS

Our Company avail borrowings in the ordinary course of business and for general corporate purposes. For undertaking necessary activities in relation to the Offer, we have obtained the necessary consents from, and provided intimations to, the requisite lenders in terms of the relevant documentation governing their borrowings. For details of borrowing powers of our Board, please see ***Borrowing Powers*** under the section titled '***Our Management***' on page 226 of this Red Herring Prospectus.

The following is the summary of the outstanding borrowings of the Company as on March 31, 2025:

(₹ in lakhs)

| Category of borrowings                | Sanctioned Amount <sup>^</sup> | Outstanding amount <sup>^</sup> |
|---------------------------------------|--------------------------------|---------------------------------|
| <b>Secured</b>                        |                                |                                 |
| Working Capital Facilities            | -                              | -                               |
| Term loans                            | -                              | -                               |
| <b>Total Secured Facilities (A)</b>   | -                              | -                               |
| <b>Unsecured</b>                      |                                |                                 |
| Loan from Directors                   | 65.00                          | 21.92                           |
| <b>Total Unsecured Facilities (B)</b> | <b>65.00</b>                   | <b>21.92</b>                    |
| <b>Total Borrowings (A+B)</b>         | <b>65.00</b>                   | <b>21.92</b>                    |

<sup>^</sup>As certified by the Peer Reviewed Auditor, M/s V. B. Goel & Co., Chartered Accountants pursuant to their certificate dated June 10, 2025.

### Details of Unsecured Loans from Directors

| Name of the Company | Outstanding Amount<br>(₹ in lakhs) | Rate of<br>Interest | Repayment Terms     |
|---------------------|------------------------------------|---------------------|---------------------|
| Long-term           | -                                  |                     |                     |
| Short-term          |                                    |                     |                     |
| Munir Chandniwala   | 21.92                              | Nil                 | Repayable on demand |
| <b>Total</b>        | <b>21.92</b>                       |                     |                     |

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial information as of for the financial year ended March 31, 2025, 2024 and 2023, all prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled '**Financial Information**' beginning on page 258 of this Red Herring Prospectus.

Unless otherwise stated, the financial information used in this section is derived from the restated financial statements of our Company. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled '**Forward Looking Statements**' and '**Risk Factors**' beginning on page 28 and 38, respectively, of this Red Herring Prospectus.

These financial statements have been prepared in accordance with Indian GAAP and the Companies Act. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS and Ind AS. We have neither attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS or Ind AS. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Red Herring Prospectus, by persons not familiar with Indian Accounting Practices, should accordingly be limited.

References to the "*Company*", "*we*", "*us*" and "*our*" in this chapter refer to Influx Healthtech Limited, as applicable in the relevant fiscal period, unless otherwise stated.

### OVERVIEW OF OUR BUSINESS

Influx Healthtech Limited is a Mumbai-based, healthcare focused company specialising in contract manufacturing. Since its inception in 2020, the Company has established itself as a reliable Contract Development and Manufacturing Organization (CDMO), offering specialized services to a wide range of clients across various industries.

The Company operates three manufacturing facilities located in Thane, Maharashtra, covering a total area of approximately 9,676 square feet, 13,000 square feet, and 14,000 square feet, respectively. These facilities are certified to international quality standards, including GMP (Good Manufacturing Practice), HACCP (Hazard Analysis & Critical Control Points), ISO 22000, and Halal certifications, ensuring adherence to the highest standards of safety, quality and regulatory compliance.

These certifications reflect our adherence to stringent safety, quality, and regulatory compliance standards. Equipped with advanced machinery, a dedicated quality control department, and a skilled

workforce, our facilities are designed to meet diverse customer needs efficiently and effectively.

Our expertise spans the production of Dietary and Nutritional Supplements, Cosmetics, Ayurvedic/Herbal Products, Veterinary Feed Supplements, Homecare Products, Active Pharmaceutical Ingredients (APIs), and finished dosage forms, including tablets, capsules, and injectables.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled **‘Risk Factors’** beginning on page 38 of this Red Herring Prospectus. The following are certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Outlook and performance of the nutraceutical and other related industry as a whole;
- Company’s ability to successfully implement its growth expansion plan;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Timely availability and/or price fluctuations of key raw materials such as vitamins and minerals, herbal extracts, amino acids, pro biotics, fiber, fatty acids, enzymes, proteins and peptides, natural flavors and sweeteners, preservatives etc.
- Labour costs and availability of skilled labour;
- Access to financing and capital for research and development, expansion, and investment in new technologies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Pricing pressures from the competitive business environment and continuous monitoring and analyzing the performance of competitors in the market to stay competitive and identification of areas for improvement;
- Changes, if any, in the regulations/regulatory framework/economic policies in India and/or in foreign countries, which affect national & international finance;
- Occurrence of environmental problems & uninsured losses.

## SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Financial Statements. For details of our significant accounting policies, please refer section titled **‘Financial Information’** beginning on page 258 of this Red Herring Prospectus.

## RESULTS OF OUR OPERATIONS

Influx Healthtech Limited, a healthcare product-focused company operating as a Contract Development and Manufacturing Organization (CDMO), specialize in a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal, Veterinary Feed Supplements and Homecare segment. This includes the production of Active Pharmaceutical Ingredients (APIs) and the manufacturing of finished dosage forms such as tablets, capsules, and injectable.

On a macro economic outlook, the Indian nutraceutical markets has witnessed remarkable growth in recent years. One of the primary factors driving the market is the increasing awareness of its health

benefits. Further, after the global markets like USA, Japan and Europe have attained maturity, the nutraceutical organizations are now shifting to developing economies in the Asia Pacific.

The following discussion on the results of operations should be read in conjunction with the Restated Financial Statements of the Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 :

*(₹ in lakhs)*

| Particulars                           | 2024-25          |                    | 2023-24          |                    | 2022-23         |                    |
|---------------------------------------|------------------|--------------------|------------------|--------------------|-----------------|--------------------|
|                                       | Amount           | % of Total Revenue | Amount           | % of Total Revenue | Amount          | % of Total Revenue |
| Revenue From Operations               | 10,485.36        | 99.87%             | 9,996.51         | 99.95%             | 7,605.65        | 100.00%            |
| Other Income                          | 13.31            | 0.13%              | 5.09             | 0.05%              | -               | -                  |
| <b>Total Revenue</b>                  | <b>10,498.67</b> | <b>100.00%</b>     | <b>10,001.60</b> | <b>100.00%</b>     | <b>7,605.65</b> | <b>100.00%</b>     |
| Cost of Material Consumed             | 6,340.78         | 60.40%             | 6,526.94         | 65.26%             | 5,274.25        | 69.35%             |
| Changes in inventories                | 1.16             | 0.01%              | (37.01)          | -0.37%             | (2.42)          | -0.03%             |
| Employee Benefits Expenses            | 879.45           | 8.38%              | 704.20           | 7.04%              | 515.42          | 6.78%              |
| Finance Costs                         | 0.09             | 0.00%              | 21.94            | 0.22%              | 4.97            | 0.07%              |
| Depreciation and Amortization Expense | 282.45           | 2.69%              | 185.43           | 1.85%              | 93.74           | 1.23%              |
| Other Expenses                        | 1,206.84         | 11.50%             | 1,106.82         | 11.07%             | 746.06          | 9.81%              |
| <b>Total Expenses</b>                 | <b>8,710.77</b>  | <b>82.97%</b>      | <b>8,508.32</b>  | <b>85.07%</b>      | <b>6,632.02</b> | <b>87.20%</b>      |
| <b>Profit before tax</b>              | <b>1,787.91</b>  | <b>17.03%</b>      | <b>1,493.28</b>  | <b>14.93%</b>      | <b>973.63</b>   | <b>12.80%</b>      |
| Tax Expense                           |                  |                    |                  |                    |                 |                    |
| - Current Tax                         | 440.99           | 4.20%              | 410.44           | 4.10%              | 255.41          | 3.36%              |
| - Deferred Tax                        | 10.32            | 0.10%              | (29.96)          | -0.30%             | (1.41)          | -0.02%             |
| <b>Profit (Loss) for the period</b>   | <b>1,336.60</b>  | <b>12.73%</b>      | <b>1,112.80</b>  | <b>11.13%</b>      | <b>719.63</b>   | <b>9.46%</b>       |

#### Financial performance of the Company for the last three FY

In FY 2022-23, the Company achieved revenue from operations of INR 7,605.65 Lakhs, registering a significant growth of ~28.47% Y-o-Y. During the period, nutraceutical segment contributed at ~94.16% of the total revenue from operations. This significant growth in revenue is due to capacity expansion to 7,000 kg per day in FY 2022-23 from 5,000 kg per day in FY 2021-22 in nutraceuticals segment. The Company was managed to attain an EBITDA margin of ~14.10% and PAT margin of ~9.46%. The Company was able to source raw materials at a cheaper rate resulting in lower cost of material consumed. Thus, the company's profit margins increased despite increase in employee benefits, statutory depreciation and other expenses.

In FY 2023-24, the Company achieved revenue from operations of INR 9,996.51 lakhs registering a significant growth of ~31.44% Y-o-Y. During the period, nutraceuticals segment contributed to ~93.50% of the total revenue from operations. This significant growth in revenue is due to capacity expansion to

10,000 kg per day in FY 2023-24 from 7,000 kg per day in FY 2022-23 in nutraceuticals segment. The Company was managed to attain an EBITDA margin of ~16.96% and PAT margin of ~11.13%. The Company was able to source raw materials at a cheaper rate resulting in lower cost of material consumed. Thus, the company's profit margins increased despite increase in employee benefits, statutory depreciation and other expenses.

In FY 2024-25, the Company achieved revenue from operations of INR 10,485.36 lakhs registering a growth of ~4.89% Y-o-Y. During the period, nutraceuticals segment contributed to ~89.69% of the total revenue from operations. This growth in revenue is due to capacity utilisation to 9,300 kg per day in FY 2024-25 from 7,300 kg per day in FY 2023-24 in nutraceuticals segment. The Company was able to achieve an EBITDA margin of ~19.62% and PAT margin of ~12.75%. The cost of the material used reduced as a result of the Company's ability to source raw materials at a cheaper cost and efficient usage of the same. Thus, despite marginal increase in employee benefit and other expense, the Company yielded an increase in profit margins of the Company.

#### **Rationale for increase in PAT and PAT margin in FY 2024 and FY 2025**

The PAT has increased from ₹1,112.80 lakhs in FY 2024 to ₹1,336.60 lakhs in FY 2025, and the PAT margin has risen from 16.96% in FY 2024 to 19.62% in FY 2025. This improvement is primarily due to the increase in sales of higher-margin products. The company has shifted its focus to products that yield higher margins, as well as low-volume products, resulting in an increased PAT margin. Furthermore, the company has efficiently improved its sales mix by concentrating on products that generate higher margins.

#### **Number of clients (product-wise) for each of the segments of the Company for the past three preceding financial years**

| Year    | Nutraceutical | Cosmetic | Ayurvedic | Pet Care | Homecare |
|---------|---------------|----------|-----------|----------|----------|
| FY 2025 | 473           | 90       | 54        | 14       | 5        |
| FY 2024 | 426           | 70       | 45        | 10       | 8        |
| FY 2023 | 427           | 58       | 33        | 10       | 10       |

### **PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT**

#### **Income**

Our total revenue for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 10,498.67 lakhs, ₹ 10,001.60 lakhs & ₹ 7,605.65 lakhs respectively. Our revenue comprises of:

#### **Revenue from operations**

Our revenue from operations primarily comprises from sale of our products which include major category such as Dietary/Nutritional Supplement, Cosmetic, Gym/Sport Supplement, Ayurvedic, gummies & effervescent tablets, veterinary foods, liquid fill capsules, premix solutions, homecare, oral dispersible films and ice candy. Our revenue from operations accounted for 99.87%, 99.95% and 100.00% of our total income for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively. The category-wise breakup of revenue from operations is presented below:

**(₹ in lakhs)**

| Particulars    | 2024-25          |                              | 2023-24         |                              | 2022-23         |                              |
|----------------|------------------|------------------------------|-----------------|------------------------------|-----------------|------------------------------|
|                | Amount           | % of Revenue from Operations | Amount          | % of Revenue from Operations | Amount          | % of Revenue from Operations |
| Nutraceuticals | 9,403.82         | 89.69%                       | 9,346.66        | 93.50%                       | 7,161.16        | 94.16%                       |
| Others         | 1,081.54         | 10.31%                       | 649.85          | 6.50%                        | 444.49          | 5.84%                        |
| <b>Total</b>   | <b>10,485.36</b> | <b>100.00%</b>               | <b>9,996.51</b> | <b>100.00%</b>               | <b>7,605.65</b> | <b>100.00%</b>               |

### Other revenue

Other revenue primarily comprises of balance written back, reversal of provision for doubtful debt, interest, rent and other incomes. Our other income accounted for 0.13%, 0.05%, and Nil of our total income for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

### Expenses

Our total expenses for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 8,710.77 lakhs, ₹ 8,508.32 lakhs and ₹ 6,632.02 lakhs respectively. Our expenses primarily consist of the following:

### Cost of materials consumed

Cost of materials consumed consists of the consumption of raw materials such as vitamins and minerals, herbal extracts, amino acids, pro biotics, fiber, fatty acids, enzymes, proteins and peptides, natural flavors and sweeteners, preservatives, etc. which amounted to ₹ 6,340.78 lakhs, ₹ 6,526.94 lakhs and ₹ 5,274.25 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for 60.40%, 65.26% and 69.35% of the total income respectively.

### Changes in inventories

Changes in inventories amounted to ₹ 1.16 lakhs, ₹ (37.01) lakhs and ₹ (2.42) lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for 0.01%, (0.37)% and (0.03)% of the total income respectively.

### Employee Benefits Expense

Employee Benefits expenses primarily consist of (i) Salaries, wages and allowances, (ii) Director's remuneration and commission, (iii) Contribution to Provident Fund and other funds and (iv) Staff welfare Expenses and others. Employee Benefits expenses for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 879.45 lakhs, ₹ 704.20 lakhs and ₹ 515.42 lakhs respectively which accounted to 8.38%, 7.04% and 6.78% of our total income respectively.

### Finance Costs

Finance cost consists of financing cost on secured loans, other interest costs and financial charges such as bank charges and bill discounting charges totaling to ₹ 0.09 lakhs, ₹ 21.94 lakhs and ₹ 4.97 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 which accounted to 0.00%, 0.22% and 0.07% of our total income respectively.

### Depreciation and amortization

Depreciation and amortization represent depreciation on our property, plant and equipment & intangible assets. Depreciation and amortization expenses amounted to ₹ 282.45 lakhs, ₹ 185.43 lakhs and ₹

93.74 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively which accounted to 2.69%, 1.85% and 1.23% of our total income respectively.

### **Other Expenses**

Other expenses primarily include manufacturing expenses such as factory expenses, factory rent, labour charges, power and fuel charges, transportation expenses; administrative & other expenses such as bad debts, provision for doubtful debts, corporate social responsibility expenses, legal & professional fees, office rent, printing & stationery, repairs & maintenance, security charges, travelling and conveyance expense and selling & marketing expenses such as commission, exhibition expense. These Manufacturing, Administrative and other and Selling & marketing expenses for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 1,206.84 lakhs, ₹ 1,106.82 lakhs and ₹ 746.06 lakhs respectively accounted for 11.50%, 11.07%, and 9.81% of our total income respectively.

## **Financial Year 2025 compared to Financial Year 2024**

### **Total Income**

Our total income increased by 31.50% from ₹ 10,001.60 lakhs in the financial year ended March 31, 2024 to ₹ 10,498.67 lakhs in the financial year ended March 31, 2025 primarily due to an increase in revenue from operations.

### **Revenue from operations**

Our revenue from operations increased by 31.44% from ₹ 9,996.51 lakhs in the financial year ended March 31, 2024 to ₹10,485.36 lakhs in the financial year ended March 31, 2025 on account of an increase in revenue from Nutraceuticals by 0.61% and other segments by 66.43%.

### **Other Income**

Other Income from ₹ 5.09 lakhs in financial year ended March 31, 2024 to ₹13.31 lakhs in financial year ended March 31, 2025. Other Income for the financial year ended March 31, 2025 mainly consists of Interest Income, Rent Income and Sundry balances written off ₹ 5.62 lakhs , 3.60 lakhs and 4.00 lakhs respectively whereas Other Income for the financial year ended March 31, 2024 mainly consists of Interest Income and Rent Income amounting to ₹ 2.32 lakhs and ₹ 2.70 lakhs respectively.

### **Expenses**

Total expenses increased by 2.38% from ₹ 8,508.32 lakhs in financial year ended March 31, 2024 to ₹ 8,710.77 lakhs in financial year ended March 31, 2025 primarily due to decrease in cost of material consumed, changes in Inventories, finance cost and increase in employee benefit expense, depreciation and other expenses respectively.

### **Cost of materials consumed**

Cost of materials consumed decreased by 2.85% from ₹ 6,526.94 lakhs in financial year ended March 31, 2024 to ₹ 6,340.78 lakhs in financial year ended March 31, 2025 primarily on account of increase in business volume. As a percentage to total income, cost of material decreased to 60.40%% in financial year ended March 31, 2025 from 65.26%% in financial year ended March 31, 2024.

### **Changes in inventories**

Changes in inventories was ₹ 1.16 lakhs in financial year ended March 31, 2025 as compared to ₹ (37.01) lakhs in financial year ended March 31, 2024.



### **Employee Benefits Expense**

Employee Benefits Expense increased by 36.63% from ₹ 704.20 lakhs in financial year ended March 31, 2024 to ₹ 879.45 lakhs in financial year ended March 31, 2025. As a percentage to total income, employee benefits expenses increased to 8.38% in financial year ended March 31, 2025 from 7.04% in financial year ended March 31, 2024.

### **Finance Costs**

Finance costs for the financial year ended March 31, 2025 amounted to ₹ 0.09 lakhs as compared to ₹ 21.94 lakhs in financial year ended March 31, 2024 which is decrease of 99.58%. As a percentage to total income, finance costs decreased to 0.01% in financial year ended March 31, 2025 from 0.22% in financial year ended March 31, 2024.

### **Depreciation and amortization**

Depreciation and amortization expenses was ₹ 185.43 lakhs in financial year ended March 31, 2024 as compared to ₹ 282.45 lakhs in financial year ended March 31, 2025. As a percentage to total income, depreciation and amortization expenses increased to 2.69% in financial year ended March 31, 2025 from 1.85% in financial year ended March 31, 2024.

### **Other Expenses**

Other expenses increased by 9.04%% from ₹ 1,106.82 lakhs in financial year ended March 31, 2024 to ₹ 1,206.84 lakhs in financial year ended March 31, 2025. However, as a % of total income, other expense accounts for 11.50% for the financial year ended March 31, 2025 compared to 11.07% for the financial year ended March 31, 2024. This increase on Y-o-Y basis is primarily on account of increase in manufacturing expenses like factory expense, labour charges, transportation expense; administrative & other expenses like legal & professional fees expenses. Factory expenses increased by 16.85% from ₹ 64.19 lakhs in financial year ended March 31, 2024 to ₹ 75.00 lakhs in financial year ended March 31, 2025. Labour charges increased by 26.83% from ₹ 319.26 lakhs in financial year ended March 31, 2024 to ₹ 404.93 lakhs in financial year ended March 31, 2025. Transportation expense increased by 11.69% from ₹ 96.33 lakhs in financial year ended March 31, 2024 to ₹ 107.59 lakhs in financial year ended March 31, 2025. Legal and professional fees increased by 6.55% from ₹ 60.67 lakhs in financial year ended March 31, 2024 to ₹ 64.65 lakhs in financial year ended March 31, 2025.

## **Financial Year 2024 compared to Financial Year 2023**

### **Total Income**

Our total income increased by 31.50% from ₹ 7,605.65 lakhs in the financial year ended March 31, 2023 to ₹ 10,001.60 lakhs in the financial year ended March 31, 2024 primarily due to an increase in revenue from operations.

### **Revenue from operations**

Our revenue from operations increased by 31.44% from ₹ 7,605.65 lakhs in the financial year ended March 31, 2023 to ₹ 9,996.51 lakhs in the financial year ended March 31, 2024 on account of an increase in revenue from Nutraceuticals by 30.52% and other segments by 46.20%.

### **Other Income**

Other Income from ₹ Nil in financial year ended March 31, 2023 to ₹ 5.09 lakhs in financial year ended March 31, 2024. Other Income for the financial year ended March 31, 2023 consists of balance

written back amounting to ₹ Nil.

## Expenses

Total expenses increased by 28.29% from ₹ 6,632.02 lakhs in financial year ended March 31, 2023 to ₹ 8,508.32 lakhs in financial year ended March 31, 2024 primarily due to increase in cost of material consumed, changes in inventories, finance cost, employee benefit expense and other expenses.

### Cost of materials consumed

Cost of materials consumed increased by 23.75% from ₹ 5,274.25 lakhs in financial year ended March 31, 2023 to ₹ 6,526.94 lakhs in financial year ended March 31, 2024 primarily on account of increase in business volume. As a percentage to total income, cost of material decreased to 65.26% in financial year ended March 31, 2024 from 69.35% in financial year ended March 31, 2023.

### Changes in inventories

Changes in inventories was ₹ (37.01) lakhs in financial year ended March 31, 2024 as compared to ₹ (2.42) lakhs in financial year ended March 31, 2023.

### Employee Benefits Expense

Employee Benefits Expense increased by 36.63% from ₹ 515.42 lakhs in financial year ended March 31, 2023 to ₹ 704.20 lakhs in financial year ended March 31, 2024. As a percentage to total income, employee benefits expenses increased to 7.04% in financial year ended March 31, 2024 from 6.78% in financial year ended March 31, 2023.

### Finance Costs

Finance costs for the financial year ended March 31, 2024 amounted to ₹ 21.94 lakhs as compared to ₹ 4.97 lakhs in financial year ended March 31, 2023 which is increase of 341.48%. As a percentage to total income, finance costs increased to 0.22% in financial year ended March 31, 2024 from 0.07% in financial year ended March 31, 2023.

### Depreciation and amortization

Depreciation and amortization expenses was ₹ 93.74 lakhs in financial year ended March 31, 2023 as compared to ₹ 185.43 lakhs in financial year ended March 31, 2024. As a percentage to total income, depreciation and amortization expenses increased to 1.85% in financial year ended March 31, 2024 from 1.23% in financial year ended March 31, 2023.

### Other Expenses

Other expenses increased by 48.36% from ₹ 746.06 lakhs in financial year ended March 31, 2023 to ₹ 1,106.82 lakhs in financial year ended March 31, 2024. However, as a % of total income, other expense accounts for 11.07% for the financial year ended March 31, 2024 compared to 9.81% for the financial year ended March 31, 2023. This increase on Y-o-Y basis is primarily on account of increase in manufacturing expenses like factory expense, labour charges, transportation expense; administrative & other expenses like legal & professional fees and repairs and maintenance expenses. Factory expenses increased by 65.00% from ₹ 38.90 lakhs in financial year ended March 31, 2023 to ₹ 64.19 lakhs in financial year ended March 31, 2024. Labour charges increased by 41.29% from ₹ 225.97 lakhs in financial year ended March 31, 2023 to ₹ 319.26 lakhs in financial year ended March 31, 2024. Transportation expense increased by 55.48% from ₹ 61.96 lakhs in financial year ended March 31, 2023 to ₹ 96.33 lakhs in financial year ended March 31, 2024. Legal and professional fees increased by 242.55% from ₹ 17.71 lakhs in financial year ended March 31, 2023 to ₹ 60.67 lakhs in financial year

ended March 31, 2024. Repairs and maintenance expense increased by 384.73% from ₹ 14.47 lakhs in financial year ended March 31, 2023 to ₹ 70.13 lakhs in financial year ended March 31, 2024.

## CASH FLOWS

The following table sets forth our cash flows for the period indicated:

|  | (₹ in lakhs)      |                   |                   |
|--|-------------------|-------------------|-------------------|
| Particulars  | March 31,<br>2025 | March<br>31, 2024 | March<br>31, 2023 |
| Net cash flow from/(used in) operating activities              | 705.62            | 894.25            | 682.24            |
| Net cash flow from/(used in) investing activities              | (864.47)          | (835.73)          | (487.96)          |
| Net cash flow from/(used in) financing activities              | (10.66)           | (52.67)           | 13.91             |
| <b>Net increase/(decrease) in cash and cash equivalents</b>    | <b>(169.50)</b>   | <b>5.86</b>       | <b>208.19</b>     |
| <b>Opening Balance of Cash and Cash Equivalents (Restated)</b> |                   |                   |                   |
| Cash and cash equivalents                                      | 290.56            | 354.71            | 146.52            |
| Short term bank deposits                                       | 70.00             | -                 | -                 |
| <b>Closing Balance of Cash and Cash Equivalents</b>            | <b>191.06</b>     | <b>360.57</b>     | <b>354.71</b>     |

### Operating Activities

#### Financial Year 2024-25

Our net cash generated in operating activities was ₹ 705.62 lakhs Financial Year 2024-25. Our operating profit before changes in working capital items was ₹ 2,069.32 lakhs which was adjusted against changes in trade payables, other current liabilities, provision, trade receivables, inventories, loans and advances and other current and non-current assets by ₹ 1,543.92 lakhs, ₹ 59.69 lakhs, ₹ (10.94) lakhs, ₹ (1,656.99) lakhs, ₹ (776.11) lakhs, ₹ (11.64) lakhs and ₹ (67.45) lakhs respectively and Income Tax Adjustments of ₹ (444.18) lakhs.

#### Financial Year 2023-24

Our net cash generated in operating activities was ₹ 894.25 lakhs for the financial year ended March 31, 2024. Our operating profit before changes in working capital items was ₹ 1,721.35 lakhs which was adjusted against changes in trade payables, other current liabilities, provision, trade receivables, inventories and loans and advances by ₹ 54.23 lakhs, ₹ (19.22) lakhs, ₹ 12.39 lakhs, ₹ (232.18) lakhs, ₹ (349.43) lakhs and ₹ 2.57 lakhs respectively and Income Tax Adjustments of ₹ (295.45) lakhs.

#### Financial Year 2022-23

Our net cash generated in operating activities was ₹ 682.24 lakhs for the financial year ended March 31, 2023. Our operating profit before changes in working capital items was ₹ 1,073.88 lakhs which was adjusted against changes in trade payables, other current liabilities, provision, trade receivables, inventories, loans and advances and other long term liabilities by ₹ 248.68 lakhs, ₹ 75.63 lakhs, ₹ 9.46 lakhs, ₹ (352.99) lakhs, ₹ (20.70) lakhs, ₹ (103.72) lakhs and ₹ 5.26 respectively and Income Tax Adjustments of ₹ (253.27) lakhs.

## **Investing Activities**

### ***Financial Year 2024-25***

Our net cash used in investing activities was ₹ 864.47 lakhs Financial Year 2024-25. It was on account of purchase of property, plant and equipment and intangible assets of ₹ 821.11 lakhs, inflow due to interest income of ₹ 6.64 lakhs and outflow due to increase in fixed deposit of ₹ 50.00 lakhs.

### ***Financial Year 2023-24***

Our net cash used in investing activities was ₹ 835.73 lakhs for the financial year ended March 31, 2024. It was on account of purchase of property, plant and equipment and intangible assets of ₹ 835.96 lakhs and inflow due to interest income of ₹ 0.23 lakhs.

### ***Financial Year 2022-23***

Our net cash used in investing activities was ₹ 487.96 lakhs for the financial year ended March 31, 2023 on account of purchase of property, plant and equipment and intangible assets.

## **Financing Activities**

### ***Financial Year 2024-25***

Net cash used in financing activities Financial Year 2024-25 was ₹ 10.66 lakhs which was on account of repayment of short term borrowings amounting to ₹ 10.56 lakhs and finance cost of ₹ 0.09 lakhs.

### ***Financial Year 2023-24***

Net cash used in financing activities for the financial year ended March 31, 2023 was ₹ 52.67 lakhs which was on account of repayment of long term borrowings and short term borrowings amounting to ₹ 3.29 lakhs and ₹ 44.08 lakhs respectively and finance cost of ₹ 5.30 lakhs.

### ***Financial Year 2022-23***

Net cash generated in financing activities for the financial year ended March 31, 2023 was ₹ 13.91 lakhs which was on account of repayment of long term borrowings of ₹ 4.56 lakhs, increase in short term borrowings amounting to ₹ 23.41 lakhs and finance cost of ₹ 4.94 lakhs.

## **Contingent Liabilities**

As on March 31, 2025, there is nil contingent liability on the Company.

## **Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the risk of loss related to adverse changes in market prices, including interest rates. In the normal course of business, we are exposed to certain market risks including interest rate risk, liquidity risk and credit risk. We aim to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on our financial performance.

### ***Interest rate risk***

Interest rate risk arises from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and affect the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. While our current loan facilities do not carry interest cost, we may avail the interest-bearing borrowings in future. We mitigate the risk by structuring our borrowings to achieve a reasonable and competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will adequately protect us against interest rate risks.

### ***Liquidity risk***

Liquidity risk is the risk that our Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk is managed by us through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. Our Company employee prudent liquidity risk management practices by maintaining adequate reserves, banking facilities and other committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### ***Credit Risk***

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It primarily arises from our Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, we periodically assesses financial creditworthiness of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount. However, there can be no assurance that our counterparties may not default on their obligations, which may adversely affect our business and financial condition.

### ***Trade and other receivables from customers***

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to whom the Company grants credit terms in the normal course of business. Our Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates.

### ***Cash and cash equivalents***

The cash and cash equivalents are held with bank that have good credit ratings and financial institution counterparties with good market standing.

### **Material Frauds**

There are no material frauds committed against our Company in the last three financials year.

### **Disclosure under Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations**

***A. Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.***

Except as described elsewhere in this Red Herring Prospectus, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”

***B. Significant economic changes that materially affected or are likely to affect income from continuing operations***

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income except as mentioned in the section titled ‘**Risk Factors**’ beginning on page 38 of this Red Herring Prospectus.

***C. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations***

Other than as described in the section titled ‘**Risk Factors**’ and ‘**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page 38 and 263, respectively of this Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

***D. Expected 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***

Other than as described in the section titled ‘**Risk Factors**’ and ‘**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page 38 and 263, respectively of this Red Herring Prospectus, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company’s future costs and revenues will be determined by demand/supply situation, availability of skilled labours, government policies and other economic factors.

***E. The 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***

For details, please see the section titled Revenue from operations under the section ‘**Principal Components of our Statement of Profit and Loss Account**’ on page 266 of this Red Herring Prospectus.

***F. Total turnover of each major industry segment in which the issuer operated***

For details, please see the section titled Revenue from operations under the section ‘**Principal Components of our Statement of Profit and Loss Account**’ on page 266 of this Red Herring Prospectus.

### ***G. Status of any publicly announced new products or business segment***

Except as disclosed in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products/services or business segment.

### ***H. The extent to which business is seasonal***

Our Company is a healthcare product-focused company operating as a Contract Development and Manufacturing Organization (CDMO), specialize in a diverse range of products across several segments, including Dietary/Nutritional Supplements, Cosmetics, Ayurvedic/Herbal, Veterinary Feed Supplements and Homecare segment. This includes the production of Active Pharmaceutical Ingredients (APIs) and the manufacturing of finished dosage forms such as tablets, capsules, and injectable. Our Company's business is not seasonal in nature.

### ***I. Any significant dependence on a single or few suppliers or customers***

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer. The table below sets forth our revenue from our top 10 customers of our Company as a percentage of our revenue from operations for the financial year period ended March 31, 2025, March 31, 2024 and March 31, 2023 are as below:

*(₹ in lakhs)*

| Particulars      | March 31, 2025 |                              | March 31, 2024 |                              | March 31, 2023 |                              |
|------------------|----------------|------------------------------|----------------|------------------------------|----------------|------------------------------|
|                  | Amt.           | % of Revenue from Operations | Amt.           | % of Revenue from Operations | Amt.           | % of Revenue from Operations |
| Top 10 Customers | 5,020.11       | 47.89%                       | 5,009.10       | 50.10%                       | 3,522.78       | 46.29%                       |

The table set forth our supplier dependence of top 10 supplier of our Company as a percentage of Total Supplies for the financial year period ended March 31, 2025 and for the financial year ended March 31, 2024 and March 31, 2023 are as below:

*(₹ in lakhs)*

| Particulars      | March 31, 2025 |                     | March 31, 2024 |                     | March 31, 2023 |                     |
|------------------|----------------|---------------------|----------------|---------------------|----------------|---------------------|
|                  | Amt.           | % of Total Supplies | Amt.           | % of Total Supplies | Amt.           | % of Total Supplies |
| Top 10 Suppliers | 2,590.03       | 36.38%              | 2,698.44       | 39.44%              | 2,055.57       | 38.84%              |

### ***J. Competitive conditions***

We expect competition in our business to intensify from existing and potential competitors. We face competition from both organised and unorganised players in the market. We believe that our expertise, quality offerings and distinguished experience will be key to overcoming competition posed by such players. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the quality and pricing of our products.

### **Related Party Transactions**



We have entered into transactions with certain related parties, including directors, chief financial officer, company secretary and group entities. In particular, we have engaged in various transactions with these parties in relation to, amongst others, remuneration, commission, rent expense, loans, other advances, Sale & purchase of product, etc.

For further information relating to our related party transactions see ***‘Financial Information’*** on page 258 of this Red Herring Prospectus.

#### **Material Developments subsequent to last Audited Balance Sheet**

After the date of Audited accounts i.e. March 31, 2025, the Directors of our Company confirm that there have not been any significant material developments except mentioned below:

1. Our Company has approved Audited Financial Statements for the financial year ended 2024-25 in the Board Meeting held on May 28, 2025.
2. Our Company has approved Restated Financial Statements for the financial year ended March 31, 2025, 2024 and 2023 in the Board Meeting held on May 28, 2025.

## SECTION VII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except, as stated in this section and mentioned elsewhere in this Red Herring Prospectus, there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.*

Except as disclosed below there are no:

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
- f) Material frauds committed against our Company in the last five years.
- g) Pending litigation against the promoter/director in their personal capacities and also involving violation of statutory regulation or criminal offences.
- h) Pending proceedings initiated for economic offenses against the director, Promoter, companies and firms promoted by the promoters.
- i) Outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the company including disputed tax liability or prosecution under any enactment.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:

- a) the monetary amount of the claim made by or against the Company and directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company for a complete financial year, as included in the Offer Documents; or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and
- c) any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings where in the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Red Herring Prospectus.

## **I. LITIGATIONS INVOLVING OUR COMPANY**

### **A. AGAINST OUR COMPANY**

1. Civil Cases - *Nil*
2. Criminal Cases - *Nil*
3. Other Pending Litigation - *Nil*
4. Tax Proceeding
  - a) **Income Tax:** Proceeding(s) under Income Tax Act, 1961 - *Nil*
  - b) **GST Liability:** Proceeding(s) under CGST ACT, 2017 - *Nil*
5. Statutory/Regulatory Proceeding - *Nil*

### **B. BY OUR COMPANY**

1. Civil Cases - *Nil*
2. Criminal Cases - *Nil*
3. Tax Proceeding
  - a) **Income Tax:** Proceeding(s) under Income Tax Act, 1961 - *Nil*
  - b) **GST Liability:** Proceeding(s) under CGST ACT, 2017 - *Nil*
4. Statutory/Regulatory Proceeding - *Nil*

## **II. LITIGATIONS INVOLVING OUR PROMOTERS/DIRECTORS**

### **A. AGAINST OUR PROMOTERS/DIRECTOR**

1. Civil Cases - *Nil*
2. Criminal Cases - *Nil*
3. Tax Proceeding – Income Tax

**Outstanding Demand(s):**

| Name of the Assessee | Assessment Year | Section Involved  | Date of communication | Amount Involved                    |
|----------------------|-----------------|---|-----------------------|------------------------------------|
| Vipul Balubhai Patel | 2024            |   | 28-12-2024            | ₹3,800                             |
|                      | 2020            | Demand Notice u/s 143(1)(a) of the Income tax Act, 1961 | 14-12-2021            | ₹1,25,880 + ₹52,836 (interest)     |
|                      | 2021-22         |   | 27-09-2022            | ₹82,390 + ₹ 27,159 (interest)      |
|                      | 2011-12         |   | 21-12-2011            | ₹14,620                            |
|                      | 2009            |   | 12-03-2011            | ₹14,13,606 + ₹15,52,891 (interest) |
|                      | 2018            | Demand Notice u/s 154 of the Income tax Act, 1961       | 11-06-2021            | ₹4,23,010                          |

4. Statutory/Regulatory Proceeding - *Nil*

5. Disciplinary action by SEBI or Stock Exchange against our Promoter - *Nil*

#### **B. BY OUR PROMOTERS/DIRECTOR**

1. Civil Cases - *Nil*

2. Criminal Cases - *Nil*

3. Tax Proceeding – *Nil*

4. Statutory/Regulatory Proceeding - *Nil*

### **III. LITIGATIONS INVOLVING OUR GROUP ENTITIES**

#### **A. AGAINST OUR GROUP ENTITIES**

1. Civil Cases - *Nil*

2. Criminal Cases - *Nil*

3. Tax Proceeding – *Nil*

4. Statutory/Regulatory Proceeding - *Nil*

#### **B. BY OUR GROUP ENTITIES**

1. Civil Cases - *Nil*

2. Criminal Cases - *Nil*

3. Tax Proceeding – *Nil*

4. Statutory/Regulatory Proceeding - *Nil*

#### **IV. LITIGATIONS RELATING TO THE SUBSIDIARY COMPANY**

##### **A. AGAINST DIRECTORS OF OUR SUBSIDIARY COMPANY**

1. Civil Cases - *Nil*
2. Criminal Cases - *Nil*
3. Tax Proceeding – *Nil*
4. Statutory/Regulatory Proceeding - *Nil*

##### **B. BY DIRECTORS OF OUR SUBSIDIARY COMPANY**

1. Civil Cases - *Nil*
2. Criminal Cases - *Nil*
3. Tax Proceeding – *Nil*
4. Statutory/Regulatory Proceeding - *Nil*

#### **V. OTHER LITIGATIONS INVOLVING ANY OTHER ENTITIES WHICH MAY HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY – *Nil***

#### **VI. DETAILS OF THE PAST PENALTIES IMPOSED ON OUR COMPANY/DIRECTORS**

There are no cases in the last five years in which penalties have been imposed on the Company or the Directors of the company.

#### **OUTSTANDING DUES TO CREDITORS**

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on March 31, 2025, our Company had outstanding dues to creditors as follows:

| Particulars                         | (₹ in lakhs)   |                 |                 |
|-------------------------------------|----------------|-----------------|-----------------|
|                                     | March 31, 2025 | March 31, 2024  | March 31, 2023  |
| Micro, Small and Medium Enterprises | 492.74         | 387.07          | 221.66          |
| Others*                             | 2424.55        | 1,049.47        | 1,123.82        |
| <b>Total</b>                        | <b>2917.29</b> | <b>1,436.54</b> | <b>1,345.48</b> |

\*The details pertaining to outstanding dues to the material creditors, along with names and amounts involved for each such material creditors are available on the website of our Company at [www.influxhealthtech.com](http://www.influxhealthtech.com).

## MATERIAL DEVELOPMENT

Except as disclosed in Chapter titled '*Management's Discussion & Analysis of Financial Conditions & Results of Operations*' beginning on page 263 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet.

We certify that except as stated herein above:

1. The Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
2. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
3. Further, none of the Directors of the Company has been charge sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
4. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years.
5. There is no pending litigation against the Promoter/Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
6. There are no pending proceedings initiated for economic offenses against the Directors Promoter, Companies, and firms promoted by the Promoter.
7. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment. There are no litigations against the Promoter/ Directors in their capacity.
8. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors.
9. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*In view of the licenses/permissions/approvals/no-objections/certifications/registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulations and Policies” beginning on page 204 of the Red Herring Prospectus.*

## CORPORATE APPROVALS FOR THIS OFFER

1. The selling shareholder has confirmed and authorized its participation in the offer for sale in relation to the offered share as set out below:

| Name of the Selling Shareholder   | Aggregate amount of offer for sale (₹ in lakhs) | Number of Equity Shared offered in the offer for sale | Date of Board Resolution/ Authorisation | Date of Consent letter |
|-----------------------------------|---|---|---|------------------------|
| Mr. Munir Abdul Ganee Chandniwala | Up to [•]                                       | Up to 11,00,400                                       | December 23, 2024                       | December 22, 2024      |

The selling shareholder confirms that the equity shares offered by him as a part of offer for sale have been held in compliance with regulation 8 of SEBI ICDR Regulations, 2018.

2. The Board of Directors have, pursuant to resolutions passed at its meeting held on December 23, 2024 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.
3. The Issue of Equity share has been authorized by a special resolution adopted pursuant to section 62(1)(c) of the Companies Act 2013, at an Extra Ordinary General Meeting held on January 15, 2025.

## IN-PRINCIPAL APPROVAL

The Company has obtained approval from NSE vide its letter dated May 14, 2025 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

## AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated July 23, 2024 with the Central Depository Services (India) Limited (CDSL), and the Registrar and Share Transfer Agent, who, in this case, is Maashilta Securities Private Limited for the dematerialization of its shares.



2. The Company has also entered into an agreement dated August 16, 2022 with the National Securities Depository Limited (NSDL), and the Registrar and Share Transfer Agent, who, in this case, is Maashilta Securities Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (ISIN) is INE0MYZ01012.

## INCORPORATION DETAILS OF OUR COMPANY

| Authorisation granted   | Issuing Authority | CIN No.               | Date of Issue      | Valid upto |
|---|-------------------|-----------------------|--------------------|------------|
| Certificate of Incorporation in the name of "Influx Healthtech Private Limited"   | ROC, Mumbai       | U24299MH2020PTC346825 | September 28, 2020 | Perpetual  |
| Fresh Certificate of Incorporation for conversion from Private to Public company in the name of "Influx Healthtech Limited" | ROC, Mumbai       | U24299MH2020PLC346825 | May 23, 2022       | Perpetual  |

## TAX RELATED AUTHORISATIONS

| Authorization granted  | Issuing Authority                               | Registration No./Reference No./License No. | Date of Issue      | Valid upto |
|--|---|--|--------------------|------------|
| Permanent Account Number (PAN)   | Income Tax Department, GoI                      | AAFCI8246N                                 | September 28, 2020 | Perpetual  |
| Tax Deduction Account Number (TAN)   | Income Tax Department, GoI                      | MUMI15766C                                 | June 11, 2022      | Perpetual  |
| GST Registration Certificate [Maharashtra]   | Goods and Services Department                   | 27AAFCI8246N1ZY                            | June 10, 2022      | Perpetual  |
| Professional Tax Registration Certificate under Maharastra State Tax on Professions, Trades, Callings and Employments Act, 1975. | Sales Tax Department, Government of Maharashtra | 27301800200P                               | September 28, 2020 | Perpetual  |
| Professional Tax Enrollment Certificate under Maharastra State Tax on Professions, Trades, Callings and Employments Act, 1975.   | Sales Tax Department, Government of Maharashtra | 99883944527P                               | April 1, 2020      | Perpetual  |

## GENERAL APPROVALS

| Authorization Granted               | Issuing Authority   | Registration No./Reference No./License No. | Date of Issue     | Valid Upto   |
|-------------------------------------|---|--|-------------------|--------------|
| FSSAI License                       | Food Safety and Standards Authority of India                            | 11521999000002                             | June 24, 2024     | May 31, 2026 |
| Importer-Exporter Code (IEC code)   | Directorate General of Foreign Trade, Ministry of Commerce and Industry | AAFCI8246N                                 | November 28, 2020 | Perpetual    |
| Micro, Small and Medium Enterprises | Ministry of Micro, Small and Medium Enterprises                         | UDYAM-MH-18-0058009                        | March 22, 2021    | Perpetual    |

## BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

| Authorization granted                | Issuing Authority   | Registration No./Reference No./License No. | Date of Issue     | Valid Upto  |
|--------------------------------------|---|--|-------------------|---|
| Legal Entity Identifier Certificate  | Legal Entity Identifier Limited                                 | 9845005FF74R9F<br>EA9816                   | August 14, 2024   | August 14, 2025                                     |
| Halal Certification                  | RBS Quality Certification Pvt Limited                           | UR-4687                                    | June 07, 2024     | June 06, 2027                                       |
| HACCP                                | RBS Quality Certification Pvt Limited                           | 2016081011988R                             | June 07, 2024     | June 06, 2027                                       |
| U.S. FDA                             | Registrar Corp  | 17730488260                                | November 14, 2023 | December 31, 2025<br>(Renewed on November 12, 2024) |
| ISO 22000:2018                       | RBS Quality Certification Pvt Limited                           | 2016081011989R                             | June 07, 2024     | June 06, 2027                                       |
| ISO 14001:2015                       | RBS Quality Certification Pvt Limited                           | 2016081010601R                             | March 14, 2023    | March 13, 2026                                      |
| Legal Metrology Certificate          | Controller Of Legal Metrology, Maharashtra State                | LM/KKN_R/2021<br>/2009                     | August 23, 2021   | Valid Till Cancelled                                |
| GMP System                           | RBS Quality Certification Pvt Limited                           | 2016081011990R                             | June 07, 2024     | June 06, 2027                                       |
| License to manufacture Cosmetics for | Food & Drugs Administration, Konkan Division, Maharashtra state | MH/104828                                  | October 10, 2022  | October 09, 2027                                    |

| Authorization granted                    | Issuing Authority                                   | Registration No./Reference No./License No. | Date of Issue     | Valid Upto  |
|--|---|--|-------------------|---|
| sale and distribution                    |   |  |                   |   |
| Cosmetic Facility Registration           | Registrar Corp                                      | 3021872591                                 | February 09, 2024 | December 31, 2025<br>(Renewed on January 3, 2025) |
| Good Manufacturing Practice (GMP) System | RBS Quality certification Pvt Limited               | 2016081011544R                             | November 10 2023  | November 09, 2026                                 |
| SHEFEXIL Certificate                     | Shellac & Forest Products Export Promotion Council, | RCMC/SHEFEXI L/00233/2023-2024             | April 19, 2025    | March 31, 2026                                    |
| PHARMEXCIL                               | Pharmaceuticals Export Promotion Council of India   | PXL/SSM/III/936 8/2021-22                  | July 8, 2021      | March 31, 2026                                    |

## LABOUR LAW CERTIFICATIONS

| Authorization Granted   | Issuing Authority  | Registration No./Reference No./License No. | Date of Issue      | Valid Upto  |
|---|--|--|--------------------|---|
| Factory License, for factory at plot no. 9&10 at phase 2-, Village Kolgaon, Palghar, Thane, Maharashtra | Joint director, Industrial Safety and Health (Labor Department)          | 129002100201-007                           | September 14, 2022 | December 31, 2025<br>(Renewed on December 28, 2024) |
| Fire NOC, for factory at plot no. 9&10 at phase II, Village Kolgaon, Palghar, Thane, Maharashtra        | Assistant director, Maharashtra Fire Services, Government of Maharashtra | MFS/51/2021/310                            | July 30, 2021      | Valid until cancelled *                             |
| Maharashtra Shops and Establishment (Regulation of Employment and Conditions of Services) Act, 2018     | Deputy Commissioner, Labour Department, Mumbai                           | 820173750                                  | June 01, 2021      | Perpetual   |
| Registration under Employees Provident Fund and Miscellaneous Act, 1952                                 | Employees Provident Fund Organization                                    | KDMAL2198750000                            | October 20, 2020   | Perpetual   |
| Registration under Employees State Insurance Act, 1948  | Sub-Regional Office, Employees State Insurance Corporation,              | 35350495770010999                          | September 28, 2020 | Perpetual   |

| Authorization Granted  | Issuing Authority                               | Registration No./Reference No./License No. | Date of Issue   | Valid Upto      |
|--|---|--|-----------------|-----------------|
| Government of Maharashtra  |   |  |                 |                 |
| Certificate of Registration granted under sub-section (2) of section 7 of the Contract Labour (Regulation and Abolition) Act, 1970 | Department of Labour, Government of Maharashtra | 2413800710027<br>558                       | August 14, 2024 | August 14, 2025 |


*\*The Fire NOC is subject to biannual inspections by independent fire inspection bodies, authorized to carry out the same by the Fire Service Department, Government of Maharashtra. The last inspection for the company's factory was conducted by Jai Jivdani Fire Services (License no. MFS-LA/RF-05/RD-05) for the period of July 01, 2024 to December 31, 2024.*




## ENVIRONMENT RELATED CERTIFICATIONS

| Authorization Granted   | Issuing Authority   | Registration No./Reference No./License No. | Date of Issue     | Valid Upto        |
|---|---|--|-------------------|-------------------|
| Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 9&10 at phase 2-, Village Kolgaon, Palghar, Thane, Maharashtra | Regional Office, Thane, Maharashtra Pollution Control Board | 2206000056                                 | June 27, 2022     | December 31, 2028 |
| Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 57 (A&B)   | Regional Office, Thane, Maharashtra Pollution Control Board | 2206000055                                 | June 27, 2022     | June 30, 2027     |
| Consent to establish and Operate under the Orange Category, Pollution Certificate, for factory at plot no. 59 for proposed expansion                                      | Regional Office, Thane, Maharashtra Pollution Control Board | 0000189760/CE/<br>2312001344               | December 13, 2023 | December 12, 2028 |

## INTELLECTUAL PROPERTY

Our Company has the following registered trademarks:

| Original Trademark Name   | Application No. | Class    | Current Status | Registration Date | Valid Upto   |
|---|-----------------|----------|----------------|-------------------|--------------|
|  | 3257103         | CLASS: 5 | Registered     | May 12, 2016      | May 12, 2026 |

| Original Trademark Name   | Application No. | Class     | Current Status | Registration Date | Valid Upto     |
|---|-----------------|-----------|----------------|-------------------|----------------|
|  | 3257102         | CLASS: 29 | Registered     | May 12, 2016      | May 12, 2026   |
|  | 3799320         | CLASS: 5  | Registered     | April 07, 2018    | April 07, 2028 |
|  | 1448950         | CLASS: 5  | Registered     | May 05, 2006      | May 05, 2026   |

The Details of Domain Names Registered in the Name of the Company:

| Domain Name          | Registrar Name   | IANA ID | Registration Date | Registration Expiry Date |
|----------------------|------------------|---------|-------------------|--------------------------|
| influxhealthtech.com | Godaddy.com, LLC | 146     | November 30, 2020 | October 06, 2028         |

#### APPLIED FOR GOVERNMENT APPROVALS

| Authorization granted  | Issuing Authority                                    | Application No./Reference No. | Status and Date of Application                               |
|--|--|-------------------------------|--|
| Fire NOC (plot no. 57, phase 1, Genesis IND, Township, Kolgaon, Palghar, Thane-401404) | Fire Brigade, Vasai Virar City Municipal Corporation | Not Available                 | Status - In process<br>Date of application – August 09, 2024 |

#### MATERIAL LICENSES/APPROVALS FOR WHICH OUR COMPANY YET TO APPLY/STATUTORY APPROVALS/LICENSES FOR THE RESPECTIVE UNITS

The company is not required to apply for Government/Statutory Approvals/Licenses for the current establishment.

#### MATERIAL LICENSES/APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY/STATUTORY APPROVALS/LICENSES REQUIRED FOR THE PROPOSED EXPANSION

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

**Land acquisition:-** The company already paid the token amount on August 08, 2024. To pay the balance amount, the company has time till September 30, 2025. Further, the company has already

applied for NOC from Gram Panchayat. After receiving NOC, the company will apply for Collector Approval.

| Material Approvals/Licenses required | Expected Month of Application | Expected Month of Approval |
|--------------------------------------|-------------------------------|----------------------------|
| Factory Licence                      | Oct-2025                      | Dec-2025                   |
| FSSAI Licence                        | Jan-2026                      | Feb -2026                  |
| MPCB Licence                         | Nov-2025                      | Dec-2025                   |
| Fire Licence                         | Dec-2025                      | Jan-2026                   |

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

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

**Land acquisition:-** The company already paid the token amount on August 08, 2024. To pay the balance amount, the company has time till September 30, 2025. Further, the company has received NOC from Gram Panchayat and Collector Approval.

| Material Approvals/Licenses required | Expected Month of Application | Expected Month of Approval |
|--------------------------------------|-------------------------------|----------------------------|
| Factory Licence                      | Oct-2025                      | Dec-2025                   |
| FSSAI Licence                        | Jan-2026                      | Feb -2026                  |
| MPCB Licence                         | Nov-2025                      | Dec-2025                   |
| Fire Licence                         | Dec-2025                      | Jan-2026                   |

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

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE OFFER

- The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

| Name of the Selling Shareholder   | Aggregate amount of Offer for Sale (₹ lakhs) | Number of Equity Shares offered in the Offer for Sale | Date of board resolution/ authorization | Date of consent letter |
|-----------------------------------|--|---|---|------------------------|
| Mr. Munir Abdul Ganee Chandniwala | Upto ₹ [•] lakhs                             | Upto 11,00,400  | December 23, 2024                       | December 22, 2024      |

The Selling Shareholders confirms that the Equity Shares offered by him as part of the Offer for Sale have been held in compliance with Regulation 8 of the SEBI ICDR Regulations. For details, see **‘Terms of the Offer’** beginning on page 302 of this Red Herring Prospectus.

- This Offer has been authorised by a resolution passed by our Board of Directors at its meeting held on December 23, 2024.
- The Shareholders of our Company have authorised this Offer by their Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at its EGM held on January 15, 2025 and authorized the Board to take decisions in relation to this Offer.
- The Company has obtained approval from NSE vide its letter dated May 14, 2025 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- Our Board has approved Draft Red Herring Prospectus through its resolution dated February 4, 2025 and Red Herring Prospectus through its resolution dated June 11, 2025.
- We have also obtained all necessary contractual approvals required for this Offer. For further details, refer to the section titled **‘Government and Other Statutory Approvals’** beginning on page 282 of this Red Herring Prospectus.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

- Our Company, our Promoter, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.
- The Companies with which our Promoter, our directors or persons in control of our Company are/ were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.
- None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the



SEBI against our Directors or any entity in which our directors are associated with as promoter or directors.

- Neither of our Promoter nor any of our directors is declared as Fugitive Economic Offender.
- The Selling Shareholder confirms that it has not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Further, there have not been any regulatory actions initiated against the Selling Shareholder by SEBI, RBI or any overseas regulator.
- Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoter or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority.
- There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

## **COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company, Promoter, promoter group and the Selling Shareholder are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (SBO Rules), and the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, to the extent they are applicable on our Company, as on the date of filing of this Red Herring Prospectus.

## **ELIGIBILITY FOR THIS OFFER**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Offer as:

- Neither our company, nor any of its promoters, promoter group or directors or selling shareholder are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

Our Company is eligible for the Offer 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 Offer face value paid-up capital will be more than ₹ 1,000 Lakhs and can issue Equity Shares to the public and propose to list the same on the Emerge Platform of NSE Limited.

## **We confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Offer will be hundred percent underwritten and that the Book Running Lead Manager to the Offer will underwrite at least

15% of the Total Offer Size. For further details pertaining to said underwriting please refer to '**General Information**' on page 81 of this Red Herring Prospectus.

- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid refunded within 4 (Four) days from our company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Book Running Lead Manager shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with the Registrar of Companies.
- However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.
- Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the NSE Emerge.
- In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, the Book Running Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of the listing of equity shares offered in this Offer. For further details of market making arrangement, please refer to the section titled '**General Information**' on page 81 of this Red Herring Prospectus.
- In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
- In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be offered. For further details of market making arrangement, please refer to the section titled '**General Information**' on page 81 of this Red Herring Prospectus.
- In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

## **NSE ELIGIBILITY NORMS**

### **1. The Company has been incorporated under the Companies Act, 2013 in India**

Our Company was incorporated on September 28, 2020 under the Companies Act, 2013.

**2. The post Offer paid up capital of the Company (face value) will not be more than ₹ 2,500.00 Lakhs.**

As on the date of this Red Herring Prospectus, the Company has a Paid-up Capital of ₹ 18.15 Crores and the Post Offer Capital will be of up to ₹ 23.15 Crores which is less than ₹ 25 Crores.

**3. Positive Net worth**

Net worth of the Company as on March 31, 2025 is ₹ 3,614.54 Lakhs.

**4. Track record**

A. The company should have a (combined) track record of at least 3 years.

Our Company got incorporated on September 28, 2020 therefore our company satisfies the track record criteria of 3 years.

B. The Company should have operating profit (earnings before depreciation and tax) from operations for at least 2 out of 3 financial years preceding the application and its net worth is positive.

*(₹ in lakhs)*

| Particulars  | For the financial year ended on |                |                |
|--|---------------------------------|----------------|----------------|
|  | March 31, 2025                  | March 31, 2024 | March 31, 2023 |
| Operating profit (earnings before interest, depreciation* and tax) | 2,057.14                        | 1,695.56       | 1,072.34       |

*(₹ in lakhs)*

| Particulars               | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------|----------------------|----------------------|----------------------|
| Share Capital             | 1,815.00             | 2.50                 | 2.50                 |
| Add: Reserves and Surplus | 1,799.54             | 2,275.44             | 1,162.65             |
| <b>Net Worth</b>          | <b>3,614.54</b>      | <b>2,277.94</b>      | <b>1,165.15</b>      |

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-off, if any).

C. The company should have positive free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

*(₹ in lakhs)*

| Particulars   | 2023-24  | 2022-23  | 2021-22  |
|---|----------|----------|----------|
| Net cash flow from operations   | 981.09   | 643.15   | 429.29   |
| Less: Purchase of fixed assets (net of sale proceeds of fixed assets) | (925.56) | (452.48) | (286.31) |
| Add: Net total borrowings (net of repayment)                          | (46.10)  | 18.44    | 56.85    |

| Particulars                            | 2023-24     | 2022-23       | 2021-22       |
|--|-------------|---------------|---------------|
| Less: Interest expenses*(1-Tax)        | (0.47)      | (0.72)        | (0.39)        |
| <b>Free cash flow to equity (FCFE)</b> | <b>8.96</b> | <b>208.40</b> | <b>144.41</b> |

## 5. Other Requirements

- Issuer seeking listing shall ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO offer document filed with the Exchange being returned in the past 6 months from the date of application - *Nil*
- It is mandatory for the company to have a website.
- The Company has a website – [www.influxhealthtech.com](http://www.influxhealthtech.com).
- It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:  
Tripartite agreement dated August 16, 2022 with NSDL, our Company and Registrar and Share Transfer Agent; tripartite agreement dated July 23, 2024 with CDSL, our Company and Registrar and Share Transfer Agent.
- The Company's shares bear an **ISIN: INE0MYZ01012**
- There should not be any change in the Promoters of the company in preceding one year from the date of filing the application to NSE for listing under SME segment.
- None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.
- Further, except as mentioned in this Section titled '*Outstanding Litigations and Material Developments*' beginning on page 277, there has been no violation of any Securities Law committed by any of them in the past and no such proceedings are currently pending against any of them.

## 6. Disclosure

- The Company has not been referred to Board for Industrial and Financial Reconstruction and No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
- No petition for winding up is admitted by the NCLT or court.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.

## 7. Rejection of Cooling Off Period

The application of the applicant company should not have been rejected by the Exchange in last 6 complete months. – *Not Applicable, however our company had filed a DRHP dated September 02, 2024 and October 30, 2024 with NSE Emerge, but the same has been withdrawn, not being rejected.*

None of our Company, Promoters or Directors and Selling Shareholder have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud- Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

**We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.**

## DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, RAREVER FINANCIAL ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, RAREVER FINANCIAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, RAREVER FINANCIAL ADVISORS PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 11, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK**

**RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, Selling Shareholder, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.influxhealtech.com](http://www.influxhealtech.com) would be doing so at his or her own risk. It is clarified that none of the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those made or undertaken by such Selling Shareholder in relation to itself and its respective portion of the Offered Shares.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement dated January 31, 2025 and May 23, 2025 entered into between the BRLM, our Company and the Selling Shareholder, and the Market Maker Agreement dated May 23, 2025 into among Market Maker, our Company and The Selling Shareholder.

**CAUTION**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST OFFERS HANDLED BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and the track record of the past offers handled by the Book Running Lead Manager to the Offer as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Disclosure of price information of latest ten issues handled by Rarever Financial Advisors Private Limited at page 301 of this Red Herring Prospectus and the website of the Book Running Lead Manager at [www.rarever.in](http://www.rarever.in).

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him 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 Mumbai only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with NSE EMERGE for its observations and NSE EMERGE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the selling shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.



## **DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited. NSE has given vide its letter Ref.: NSE/LIST/5202 dated May 14, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized the offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Personal (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **FILING**

The Red Herring Prospectus is being filed with NSE Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai – 400051, Maharashtra, India.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Mumbai, at least (3) three working days prior to the date of opening of the Offer.

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

any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

## **CONSENTS**

Consents in writing of: (a) The Selling Shareholder, Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer and (b) Book Running Lead Manager, Market Maker, Registrar to the Offer, Public Offer Bank / Banker to the Offer, Legal Advisor to the Offer to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Red Herring Prospectus with NSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023 and Legal Advisor report on Outstanding Litigations and Material Developments, included in this Red Herring Prospectus, our Company has not obtained any other expert opinion. All the intermediaries, including Merchant Banker have relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC OFFER SINCE INCORPORATION**

We have not made any previous public Offer since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Offer is an Initial Public Offering in terms of the SEBI ICDR Regulations.

## **PREVIOUS OFFERS OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under section titled ‘*Capital Structure*’ beginning on page 94 of the Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as a commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed. Further it has not undertaken any public or rights issue in the three (3) years preceding the date of this Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE TO THE PUBLIC OF OUR COMPANY**

Our Company has not undertaken any public issues, including any rights issues to the public in the five years preceding the date of this date of this Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

The Company does not have any subsidiary company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Red Herring Prospectus can be applied for in dematerialized form only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Offer is an Initial Public Offer in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. All grievances relating to the ASBA

process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Atul Kumar Ashok Kumar Shukla as the Company Secretary and Compliance Officer and may be contacted at the following address:

### **Influx Healthtech Limited**

109, Ghanshyam Enclave Premise  
Co-op Soc Plot No. 856, Laljipada,  
Kandivali West, Mumbai City, Mumbai,  
Maharashtra, India, 400067

Tel: +91-7045997809

Email: [cs@influxhealthtech.com](mailto:cs@influxhealthtech.com)

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

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer-related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

## **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaints during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

## **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

There is no listed company under the same management as on date.

## **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

The Company has not sought any exemptions from complying with any provisions of securities laws.

## PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE BOOK RUNNING LEAD MANAGER

Statement on Price Information of Past Offers handled by Rarever Financial Advisors Private Limited

| Issuer Name | Offer Size (₹ In Cr.) | Offer Price (₹) | Listing Date | Opening Price on Listing Date (₹) | +/- % Change in Closing Price,      | +/- % Change in Closing Price,      | +/- % Change in Closing Price,      |
|-------------|-----------------------|-----------------|--------------|-----------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|             |                       |                 |              |                                   | (+/- % Change in Closing Benchmark) | (+/- % Change in Closing Benchmark) | (+/- % Change in Closing Benchmark) |
|             |                       |                 |              |                                   | 30th Calendar Days from Listing     | 90th Calendar Days from Listing     | 180th Calendar Days from Listing    |
|             |                       |                 |              |                                   | SME BOARD OFFERS - Nil              |                                     |                                     |
|             |                       |                 |              |                                   | MAIN BOARD OFFERS - Nil             |                                     |                                     |

A summary statement of price information of past offers (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Rarever Financial Advisors Private Limited is not applicable as the BRLM has not handled any IPO's prior to this Offer.

### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

As on date of the Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

### NOTE

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such an investor is eligible to acquire Equity Shares in the Offer.

## SECTION VIII - OFFER RELATED INFORMATION

### TERMS OF THE OFFER

*The Equity Shares being Offered are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Offer.*

*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, SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investors may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.*

#### **Authority for the Offer**

The present public offer of up to 61,00,800 equity Shares includes a fresh offer of up to 50,00,400 equity shares and an offer for sale by the promoter selling shareholder of up to 11,00,400 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 23, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on January 15, 2025 in accordance with the provisions of Section 23(1)(c), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

The Offer for Sale has been authorized by the Promoter Selling Shareholder by their respective consent letters dated December 22, 2024.



| Name of the Selling Shareholder | Type     | No. of Equity Shares Offered |
|---------------------------------|----------|------------------------------|
| Munir Abdul Ganee Chandniwala   | Promoter | Up to 11,00,400              |

### Ranking of Equity Shares

The Equity Shares being offered and transferred in the Offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended 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 dividends in cash and as per provisions of the Companies Act. For further details, please refer to section titled **‘Dividend Policy’** beginning on Page 257 of the Red Herring Prospectus.

### Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10.00 and the Offer Price at the lower end of the Price Band is ₹ [•] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [•] per Equity Share (“Cap Price”). The Anchor Investor Offer Price is ₹ [•] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM and the Promoter Selling Shareholder, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Pratahkal, a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company in consultation with BRLM, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point in time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### The Offer

The Offer comprises a Fresh Offer by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in **‘Objects of the Offer’** beginning on page 108 of Red Herring Prospectus.



## **Compliance with SEBI ICDR Regulations, 2018**

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.

## **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
4. Right to receive annual reports and notices to members;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, '*Description of Equity Shares and Terms of Article of Association*', beginning on page 368 of this Red Herring Prospectus.

## **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated July 23, 2024 among CDSL, our Company and the Registrar to the Offer; and
2. Tripartite agreement dated August 16, 2022 among NSDL, our Company and the Registrar to the Offer.
3. The Company shall bear an ISIN is INE0MYZ01012

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [•] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [•] Equity Shares subject to a minimum allotment of [•] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 (Fifty) shareholders. In case the minimum number of prospective allottees is less than 50 (Fifty), no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and may not be offered or sold within the United States, or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being will be offered or and sold outside the United States in compliance with Regulations under of the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first bidder, along with other joint bidder, may nominate any one person in whom, in the event of the death of sole bidder or in case of joint bidder, death of all the bidders, 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 the Corporate Registered Office of our Company 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 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 90 (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 Offer is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Restrictions on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-offer Equity Shares of Promoters and Public as detailed under section titled '**Capital Structure**' beginning on page 94 of this Red Herring Prospectus and except as provided in the Articles of Association of our Company, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transfer and transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer to section titled '**Description of Equity Shares and Terms of Articles of Association**' beginning on page 368 of this Red Herring Prospectus.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the applicable limits under laws and regulations.*

### **Withdrawal of the Offer**

Our Company and the selling shareholder in consultation with BRLM, reserve the right to not to proceed with the Offer after the Bid/ Offer Opening date but before the Allotment. In such an event, our

Company would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the offer. The Book Running Lead Manager through, the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange(s) on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an offer for sale of Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

Our Company and selling shareholder in consultation with the Book Running Lead Manager reserve the right to not to proceed with the Fresh Offer and the Selling Shareholder reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Notwithstanding the foregoing, this offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the offer after the offer Closing Date and thereafter determines that it will proceed with an Offer, our Company shall file a fresh Prospectus.

## **Period of Subscription List of Public Offer**

### **Bid/Offer Program**

| <b>Events</b>  | <b>Indicative Dates</b>   |
|--|---------------------------|
| Anchor Portion Offer Opens/Closes On   | June 17, 2025             |
| Bid/Offer Opening Date   | June 18, 2025             |
| Bid/Offer Closing Date   | June 20, 2025             |
| Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)                                  | On or about June 23, 2025 |
| Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2) | On or about June 24, 2025 |
| Credit of Equity Shares to Demat accounts of Allottees (T+2)   | On or about June          |

| Events   | Indicative Dates          |
|--|---------------------------|
|  | 24, 2025                  |
| Commencement of trading of the Equity Shares on the Stock Exchange (T+3) | On or about June 25, 2025 |

**The above timetable is indicative and does not constitute any obligation on our Company, the Promoter Selling shareholder or BRLM.**

**Whilst our Company and the Promoter Selling shareholder 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 NSE Emerge platform is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period 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.**

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

*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the offer Period (except for the Bid/ offer Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and

- (ii) Until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum-Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Bidders, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSBs /RTAs / DPs / stockbrokers, as the case may be, for the rectified data.

Our Company and Selling Shareholder, in consultation with BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.



In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and The Selling Shareholders in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non- adherence to timelines and processes and analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit a report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

### **Minimum Subscription and Underwriting**

This Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvment of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law. In the event of an under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Offer shall be allocated in the Offer prior to the Equity Shares offered pursuant to the Offer for Sale.

However, in case of under-subscription in the Offer, after meeting the minimum subscription requirement of 100% of the Fresh Offer, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Selling Shareholder in the Offer for Sale in a proportional manner; and (ii) through the issuance of balance part of the Fresh Offer.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).



Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lakhs only) per application.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Offer and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order: (i) In the first instance towards subscription for 90% of the Fresh Offer; (ii) If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made: (a) first towards Equity Shares offered by the Selling Shareholders in such manner as specified in the Offer Agreement; and (b) and only then, towards the remaining Equity Shares in the Fresh Offer.

### Migration to Main Board

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021 and NSE/SME/56427 dated April 20, 2023. NSE has further reviewed and revised the migration policy effective from April 01, 2024. Further, revised vide circular Download Ref. No. NSE/CML/67671 dated April 24, 2025 from NSE Emerge to NSE Main Board as follows:

| Parameter                               | Listing Criterion  |
|---|--|
| Paid Up Capital & Market Capitalization | <p>Paid-up equity capital is not less than INR 10 crores and Average capitalization shall not be less than INR 100 crores.</p> <p>For this purpose, capitalization will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares</p> |
| Revenue From Operation & EBIDTA         | The revenue from operations should be greater than INR 100 Cr in the last financial year and should have positive operating profit from operations for at least 2 out of 3 financial years.  |
| Listing Period                          | Should have been listed on SME platform of the Exchange for at least 3 years.  |
| Public Shareholders                     | The total number of public shareholders should be at least 500 on the date of application.   |
| Promoter & Promoter Group Holding       | Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for   |

|                          |   |
|--------------------------|---|
|                          | migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.  |
| Other Listing Conditions | <ul style="list-style-type: none"> <li>• No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company.</li> <li>• The company has not received any winding up petition admitted by NCLT/IBC.</li> <li>• The net worth of the company should be at least 75 crores.</li> <li>• No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange.</li> <li>• No debarment of Company/Promoter, subsidiary Company by SEBI.</li> <li>• No Disqualification/Debarment of director of the Company by any regulatory authority.</li> <li>• The applicant company has no pending investor complaints in SCORES.</li> <li>• Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li> <li>• No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.</li> </ul> |

## Market Making

The shares offered through this Offer are proposed to be listed on the NSE Emerge, wherein the BRLM (Book Running Lead Manager) to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the NSE Emerge.

For further details of the agreement entered into between the Company the BRLM (Book Running Lead Manager) and the Market Maker please refer to section titled '**General Information - Details of the Market Making Arrangements for this Offer**' on page 91 of this Red Herring Prospectus.

## As per the extent Guideline of the Government of India, OCBs cannot participate in this Offer:

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [•] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where the value of such shareholding is less than

the minimum contract size allowed for trading on the Emerge Platform of NSE.

### **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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be offered is not less than the price at which the equity shares are offered to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals

### **Allotment of Securities in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of Equity Shares shall only be in dematerialized form on the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Offer advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

## **New Financial Instruments**

There are no new financial instruments such as deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Offer.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post Offer face value capital is more than ten crore rupees and up to twenty-five crore rupees shall Offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such an Offer please refer section titled ‘*Terms of the Offer*’ and ‘*Offer Procedure*’ on page 302 and 319 of this Red Herring Prospectus.

### Offer Structure:

The present offer is of up to 61,00,800 Equity Shares of face value of ₹10.00/- each (“Equity Shares”) for cash at a price of ₹ [•] per equity share including a share premium of ₹ [•] per equity share (the “Offer Price”) aggregating to ₹ [•] Lakhs (“the Offer”) by the issuer Company (the “Company”) comprising of a fresh offer of up to 50,00,400 equity shares aggregating to ₹ [•] Lakhs (the “Fresh Offer”) and an Offer for Sale of up to 11,00,400 equity shares by the Promoter selling shareholder (“Offer for Sale”) aggregating to ₹ [•] Lakhs of which up to 3,06,000 equity shares of face value of ₹10.00/- each for cash at a price of ₹ [•] per equity share including a share premium of ₹ [•] per equity share aggregating to ₹ [•] Lakhs will be reserved for subscription by Market Maker to The Offer (the “Market Maker Reservation Portion”).

The Offer comprises a reservation of up to 3,06,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Offer to Public of 57,94,800 Equity Shares of ₹ 10 each (“the Net Offer”). The Offer and the Net Offer will constitute 26.35 % and 25.03 %, respectively of the post Offer paid up equity share capital of the Company. The Offer is being made through the Book Building Process.

| Particulars of the Offer <sup>(2)</sup>           | Market Maker Reservation Portion | QIBs <sup>(1)</sup>  | Non-Institutional Investors   | Retail Individual Investors                             |
|---|----------------------------------|--|---|---|
| Number of Equity Shares available for allocation  | Up to 3,06,000 Equity Shares     | Not more than 28,95,600 Equity Shares  | Not less than 8,70,000 Equity Shares                                      | Not less than 20,29,200 Equity Shares                   |
| Percentage of Offer Size available for allocation | 5.02% of the Offer Size          | Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion. | Not less than 15% of the Net Offer  | Not less than 35% of the Net Offer                      |
| Basis of Allotment <sup>(3)</sup>                 | Firm Allotment                   | Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 1,44,000 Equity Shares shall be available for allocation on a proportionate basis to   | Proportionate basis subject to Minimum allotment of [•] Equity Shares and | Proportionate basis subject to minimum allotment of [•] |

| Particulars of the Offer <sup>(2)</sup> | Market Maker Reservation Portion  | QIBs <sup>(1)</sup>   | Non-Institutional Investors  | Retail Individual Investors  |
|---|---|---|--|--|
|   |   | Mutual Funds only; and (b) Up to 28,95,600 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.  | further allotment in multiples of [•] Equity Shares  | Equity Shares  |
|   |   | Up to 60% of the QIB Portion (of up to 17,36,400 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. |  |  |
| <b>Mode of Allotment</b>                | Compulsorily in dematerialized form.  |   |  |  |
| <b>Minimum Bid Size</b>                 | 3,06,000 Equity Shares  | Such number of Equity Shares and in multiples of [•] Equity Shares that the Bid Amount exceeds ₹200,000   | Such number of Equity Shares and in multiples of [•] Equity Shares that the Bid Amount exceeds ₹200,000  | [•] Equity Shares  |
| <b>Maximum Bid Size</b>                 | 3,06,000 Equity Shares  | Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits  | Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits | Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed ₹200,000 |
| <b>Trading Lot</b>                      | [•] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.   | [•] Equity Shares and in multiples thereof  | [•] Equity Shares and in multiples thereof   | [•] Equity Shares and in multiples thereof   |
| <b>Terms of Payment</b>                 | <b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.<br><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup> |   |  |  |
| <b>Mode of Bid</b>                      | Only through the ASBA process   | Only through the ASBA process (Except for Anchor investors)   | Only through the ASBA process  | Through ASBA process,  |

| Particulars of the Offer <sup>(2)</sup> | Market Maker Reservation Portion | QIBs <sup>(1)</sup> | Non-Institutional Investors | Retail Individual Investors                  |
|---|----------------------------------|---------------------|-----------------------------|--|
|   |                                  |                     |                             | Through Banks or by using UPI ID for payment |

- (1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for atleast 25% of the post offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.
- (5) Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with mandatory confirmation on the application monies blocked.

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section titled '**Offer Structure**' beginning on page 315 of the Red Herring Prospectus.

**Bid/Offer Programme:**

| Events  | Indicative Dates           |
|---|----------------------------|
| Anchor Portion Offer Opens/Closes On  | June 17, 2025              |
| Bid/Offer Opening Date  | June 18, 2025 <sup>1</sup> |
| Bid/Offer Closing Date  | June 20, 2025 <sup>2</sup> |
| Finalization of Basis of Allotment with the Designated Stock Exchange (T+2)                                 | On or about June 23, 2025  |
| Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account (T+2) | On or about June 24, 2025  |
| Credit of Equity Shares to Demat accounts of Allottees (T+2)  | On or about June 24, 2025  |
| Commencement of trading of the Equity Shares on the Stock Exchange (T+3)                                    | On or about June 25, 2025  |

The above timetable is indicative and does not constitute any obligation on our Company. 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 NSE Emerge is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various



**factors, such as extension of the Offer Period 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.**

*Note <sup>1</sup> Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*

*Note <sup>2</sup> Our Company in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Bid-Cum-Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Offer 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 NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular applicant, the details as per physical Bid-Cum-application form of that Applicant may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

### **Withdrawal of the Offer**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of the offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper. The Book Running Lead Manager, through the Registrar to the Offer, 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-offer advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## OFFER PROCEDURE

*All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Offer size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Offer; (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.*

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 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 UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no.*

*SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.*

*Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public Offer from existing 6 working days to 3 working days from the date of the closure of the offer. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public Offer opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public Offer to three Working Days. Accordingly, the offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

*The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Offer and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com/emerge](http://www.nseindia.com/emerge) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their application does 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 Red Herring Prospectus and the Prospectus.*

*Further, the Company and the BRLM are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Offer.*

### **Phased implementation of UPI**

**SEBI has issued the UPI Circulars in relation to streamlining the process of public Offer of, inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public Offer closure to listing from six Working Days to up to three Working Days. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public Offer from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public Offers opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public Offers opening on or after**

**December 1, 2023. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:**

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public Offers, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIIs had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking funds. The time duration from public Offer closure to listing continued to be six Working Days.

**Phase II:** This phase became applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public Offers, whichever was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, the submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public Offer closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders 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.

**Phase III:** This phase has become applicable on a voluntary basis for all Offers opening on or after September 1, 2023 and on a mandatory basis for all Offers opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public Offer closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making applications in public offers shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI



circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“UPI Streamlining Circular”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 to ₹500,000 for UPI based ASBA in initial public offerings.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Marathi edition of Pratahkal (Marathi being the regional language of Mumbai, Maharashtra, where our Registered Office is located) each with wide circulation and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public Offers shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the BRLM will be required to compensate the concerned investor.

### **Book Building Procedure**

This Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the offer Price. Further, not less than

15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spillover from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spillover from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized after Allotment of the Equity Shares in the offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

| Category  | Colour* |
|---|---------|
| Anchor Investor**   | White   |
| Resident Indians and Eligible NRIs applying on a non-repatriation basis             | White   |
| Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis | Blue    |

*\*Excluding Electronic Bid cum Application Form*

*\*\*Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Note: Electronic Bid Cum Application Forms will also be available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPIID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.



An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

| Sr. No. | Designated Intermediaries  |
|---------|--|
| 1.      | An SCSB, with whom the bank account to be blocked, is maintained   |
| 2.      | A syndicate member (or sub-syndicate member)   |
| 3.      | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’) |
| 4.      | A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)   |
| 5.      | A registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)                  |

*Retails investors submitting application with any of the entities at (2) to (5) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

|  |   |
|--|---|
| <b>For Applications submitted by Investors to SCSB:</b>  | 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.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs:</b>                             | After accepting the Bid Cum 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 Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b> | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. 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 shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details

already uploaded. Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs 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. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date (“Cut- Off Time”). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an offer) 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 an offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability.

### **Availability of Red Herring Prospectus and Bid cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: — Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those

- from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
  - d) Mutual Funds registered with SEBI;
  - e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
  - f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
  - g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
  - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
  - j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - k) Foreign Venture Capital Investors registered with the SEBI;
  - l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
  - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Multilateral and bilateral development financial institution;
  - s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

*As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.*

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Retail Individual Bidders

The Application must be for [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

### 2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [•] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

***Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.***

***The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.***

## METHOD OF BIDDING PROCESS

Our Company and Selling Shareholder in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the Financial Express, an English national newspaper, in all editions of Jansatta, a Hindi national newspaper and in Marathi newspaper, Pratahkal, a regional language of Mumbai, where the registered office of our company is situated in Mumbai (Maharashtra), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid / Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid / Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Marathi edition of Pratahkal (Marathi being

the regional language of Mumbai, Maharashtra, where our Registered Office is located) each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

- b) During the Bid/ Offer Period, Retail Individual Bidders should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section titled ‘**Offer Procedure**’ beginning on page 319 of this Red Herring Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company and Selling Shareholder in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into. Provided that Cap Price shall remain minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.
- b. Our Company and Selling Shareholder in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non- Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in



the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

### **Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting an allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) Working days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing to the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for



applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transactions. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

## **BIDS BY ANCHOR INVESTORS**

Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 1 (one) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and another fifty will be locked in for 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

## BIDS BY ELIGIBLE NRI'S

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer to section titled '*Restrictions on Foreign Ownership of Indian Securities*' on page 365 of this Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

## BIDS BY FPI

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for relevant Business Sector in India is as per the Foreign Direct Policy

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum

## Application Form for Non-Residents.

In terms of the FEMA, calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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 in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- a) such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- b) Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

## **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the

investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked in for a period of at least one year from the date of purchase of such Equity Shares.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

## **BIDS BY HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

## **BIDS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the

scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the schemes concerned for which the Applications are made.

### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability, partnerships can participate in the Offer only through the ASBA process.

### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended (“**IRDAI Investment Regulations**”), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the



case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefore.

Our Company and the Selling Shareholder, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholders, in consultation with the BRLM may deem fit.

### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLM, reserves the right to accept or reject any bid as a whole or in part, in either case, without assigning any reason thereof.

### **BIDS BY BANKING COMPANY**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in nonfinancial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity



shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer section titled '**Key Industry Regulations and Policies**' beginning on page 204 of this Red Herring Prospectus.

## **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

## **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

## **OFFER PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

## **TERMS OF PAYMENT**

The entire Offer price of ₹ [•] per share is payable on application. In case of an allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

## **PAYMENT MECHANISM**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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 have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- a. In case of resident Anchor Investors: — **“INFLUX HEALTHTECH LIMITED IPO- ANCHOR ACCOUNT- R”**

- b. In case of Non-Resident Anchor Investors: — “**INFLUX HEALTHTECH LIMITED IPO-ANCHOR ACCOUNT- NR**”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1:00 pm of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| <b>Details</b>    |      |
|-------------------|------|
| Symbol            | PAN  |
| Intermediary Code | DPID |

|                 |           |
|-----------------|-----------|
| Location Code   | Client ID |
| Application No. | Quantity  |
| Category        | Amount    |

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in anyway be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

## **BUILD OF THE BOOK**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

## **WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## **PRICE DISCOVERY AND ALLOCATION**

- a) Based on the demand generated at various price levels, our Company, in consultation with the BRLM, shall finalize the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI

ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with BRLM, subject to compliance with the SEBI Regulations.

### **Illustration of the Book Building and Price Discovery Process:**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| <b>Bid Quantity</b> | <b>Bid Amount (₹)</b> | <b>Cumulative Quantity</b> | <b>Subscription</b> |
|---------------------|-----------------------|----------------------------|---------------------|
| 500                 | 24                    | 500                        | 16.67%              |
| 1,000               | 23                    | 1,500                      | 50.00%              |
| 1,500               | 22                    | 3,000                      | 100.00%             |
| 2,000               | 21                    | 5,000                      | 166.67%             |
| 2,500               | 20                    | 7,500                      | 250.00%             |

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

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date

### **SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS/PROSPECTUS WITH ROC**

- Our company has entered into an Underwriting Agreement dated May 23, 2025.
- A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **PRE- OFFER ADVERTISEMENT**



Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) the registered office of our company is situated in Mumbai (Maharashtra), therefore Marathi being regional language of Mumbai, each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

## **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## **GENERAL INSTRUCTIONS:**

### ***Do's:***

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
6. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. Ensure that you have mentioned the correct bank account number in the Bid



cum Application Form;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
14. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;

22. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
24. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the UPI Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
26. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
27. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
28. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
29. Anchor Investors should submit the Anchor Investor Application Forms to BRLM;
30. FPIs making MIM Bids using MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
31. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
32. UPI Bidders Bidding through the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Offer Closing Date;
34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer;
35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of

submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment; and

36. Ensure that the Demographic Details are updated, true and correct in all respects

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Bank;
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 5.00 p.m. on the Bid/Offer Closing Date;
13. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
14. If you are a QIB, do not submit your Bid after 4 p.m. on the QIB Bid / Offer Closing Date;
15. Do not Bid for Equity Shares in excess of what is specified for each category;
16. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
17. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Prospectus;

23. Do not submit the General Index Register (GIR) number instead of the PAN;
24. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Bank;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
28. Anchor Investors should not bid through the ASBA process;
29. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
30. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
31. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
32. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
33. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
34. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
35. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre- Offer or post- Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled **‘General Information’** and **‘Our Management’** on page 81 and 226 of this Red Herring Prospectus, respectively. For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled **‘General Information’** on page 81 of Red Herring Prospectus.

## **OTHER INSTRUCTIONS FOR THE BIDDERS’ JOINT BIDS**

### **JOINT BIDS**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

## **MULTIPLE BIDS**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

## **INVESTOR GRIEVANCE**

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

## **NOMINATION FACILITY TO BIDDERS**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

## **SUBMISSION OF BIDS**

- (a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block BidAmount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

## **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with



- the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
  - Category not ticked;
  - Multiple Bids as defined in the RHP;
  - In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
  - Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
  - Signature of sole Bidder is missing;
  - Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
  - In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary's account number;
  - Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
  - Bid by OCBs;
  - Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
  - Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
  - Bids not uploaded on the terminals of the Stock Exchanges;
  - Where no confirmation is received from SCSB for blocking of funds;
  - Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
  - Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
  - Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
  - Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
  - Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
  - Details of ASBA Account not provided in the Bid cum Application form.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Offer 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 Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on a proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.



2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [•] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **BASIS OF ALLOTMENT**

### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [•] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [•] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter for 95% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [•].
- Equity Shares.

c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Offer and the Selling Shareholders may finalise the Basis of Allotment in consultation with the National Stock Exchange of India Limited Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- (i) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

- (ii) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis on marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (iii) For Bids where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [•] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (ii) above.

**d. Allotment To Anchor Investor (If Applicable)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - a) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - b) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - c) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;

A minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors
- for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the

revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

- d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [•] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [•] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [•] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## **ISSUANCE OF ALLOTMENT ADVICE**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

## **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

## **INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stockbroker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. With a view to broaden the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated

November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE i.e., [www.nseindia.com](http://www.nseindia.com)

## **BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

## **SUBMISSION OF BID CUM APPLICATION FORM**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

## **COMMUNICATIONS**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## **DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of the date of Allotment of Equity Shares.



The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted [•] equity shares; and
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [•] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.

5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under-subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

## **PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Jansatta and all editions of the Hindi regional daily newspaper, Pratihkal (Marathi also being the regional language of Mumbai where our Registered Office is located) each with wide circulation.

In the pre- offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

## **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

Our company has entered into an Underwriting Agreement dated May 23, 2025.

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

## IMPERSONATION

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*"Any person who—*

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

## UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter's contribution in full has already been brought in;
- 6) That no further Offer of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Offer after the Bid/ Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

- 9) If our Company withdraws the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

## **UNDERTAKING BY THE SELLING SHAREHOLDER**

Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);
- that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the respective portion of the Offered Shares;
- it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of the Offered Shares that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where the listing is sought has been received.

## **UTILIZATION OF OFFER PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.

- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager will ensure that the complaints or comments received in respect of the Offer will be attended expeditiously and satisfactorily.

## **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated August 16, 2022 between NSDL, the Company and the Registrar to the Offer;
- b) Tripartite Agreement dated July 23, 2024 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. INE0MYZ01012

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In the case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DPIIT, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may Offer fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Offer of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh Offer of shares would be subject to the reporting requirements, inter-alia with respect to consideration for Offer of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

## **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

## **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

## **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.



### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION IX - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

### THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION OF INFLUX HEALTHTECH LIMITED (Previously known as Influx Healthtech Private Limited)

| Article Number        | Description   |
|-----------------------|---|
| <i>Interpretation</i> |   |
| I                     | <p><b>1. <u>Company to be governed by these articles</u></b></p> <p>The Regulations contained in Table F, in the First Schedule to the Companies Act, 2013 (Table F), as are applicable to a Public Company Limited by Shares, shall apply to this Company, so far as they are not inconsistent with any of the provisions contained in these Articles or modifications thereof and only to the extent that there are no specific provisions in these Articles.</p> <p>The regulations for the management of the Company and for the observance by the members thereto and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alterations of, or addition to, its regulations by Resolution, as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.</p> <p><b>2. <u>General power</u></b></p> <p>Wherever in the Act or other laws, it has been provided that the company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorized by its articles, then and in that case, this Article authorizes and empowers the Company and its board of directors to have such rights, privileges or authorities to carry such transaction as have been permitted by the Act, without there being any specific article in that behalf and it shall be deemed that the said rights, privileges or authorities are existing in these Articles.</p> <p><b>3. <u>Act to override these articles in case of inconsistency</u></b></p> <p>Notwithstanding anything contained in these Articles, if any provision of these Articles is inconsistent with the provisions of the Act or any other laws or becomes inconsistent or repugnant with the provisions of the Act or any other laws on account of any amendment or modification or statutory re-enactment thereof, the Company shall be governed and bound by, and the Board shall be deemed to be authorized by these Articles to comply with, the provisions of the Act or any other laws to the extent of inconsistency or repugnancy.</p> <p>In the interpretation of these Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:</p> <p style="margin-left: 40px;">a) “The Act” means the Companies Act, 2013 and includes rules made there under and any statutory modification, clarification, or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section</p> |

| Article Number | Description   |
|----------------|---|
|                | thereof which is relatable to the relevant Article in which the said term appears in these Articles.  |
| b)             | “Articles” shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.   |
| c)             | “Annual General Meeting” means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.   |
| d)             | “Auditors” means and includes those persons appointed as such for the time being by the Company.  |
| e)             | “Board” or “Board of Directors” means the Directors of the Company collectively and shall include a committee thereof.  |
| f)             | “Beneficial Owner” shall mean beneficial owner as defined in the Depositories Act, 1996.  |
| g)             | “Capital” or “Share Capital” shall mean the authorized share capital of the Company.  |
| h)             | “Company” shall mean INFLUX HEALTHTECH LIMITED established as aforesaid.  |
| i)             | “Debenture” includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not;  |
| j)             | “Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.  |
| k)             | “Depository” means a Depository as defined under the Depositories Act, 1996.  |
| l)             | “Director” means a Director appointed to the Board of the Company.  |
| m)             | “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963. |
| n)             | “Extra-Ordinary General Meeting” means an Extraordinary General Meeting of the Members, other than Annual General Meeting, duly called and constituted and any adjourned holding thereof.   |
| o)             | “Financial Year” shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.   |
| p)             | “General Meeting” means a meeting of members held in accordance with the Act.   |
| q)             | “In Writing” and “Written” include printing lithography and other modes of representing or reproducing words in a visible form and shall include email, and any other form of electronic transmission.  |
| r)             | “Independent Director” shall have the meaning ascribed to it in the Act.  |
| s)             | “Key Managerial Personnel” shall have the meaning as ascribed to it under Section 2(51) of the Act.   |
| t)             | “Legal Representative” means a person who in law represents the estate of a deceased Member.  |
| u)             | “Members” or “Shareholders” means the duly registered holders, for the time   |

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|                | being of the shares of the Company and in case of shares held in dematerialized form such persons whose name is entered as a beneficial owner in the records of a depository.  |
| v)             | “Month” means a calendar month   |
| w)             | “Memorandum” shall mean the memorandum of association of the Company, as amended from time to time.  |
| x)             | “National Holiday” means and includes a day declared as National Holiday by the Central Government.  |
| y)             | “Non-Retiring Directors” means a Director not subject to retirement by rotation.   |
| z)             | “Office” means the Registered Office for the time being of the Company and with respect to the keeping and inspection of registers and returns and other matters mentioned in the Act and includes any other place as prescribed by the Act.   |
| aa)            | “Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 114 of the Act.   |
| bb)            | “Paid-up” in relation to shares includes credited as paid-up.  |
| cc)            | “Person” shall be deemed to include corporations and firms as well as individuals.   |
| dd)            | “Proxy” means an instrument whereby any person is authorized to vote for a member at a General Meeting or Poll and includes attorney duly constituted under the power of attorney.   |
| ee)            | “The Register of Members” means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.  |
| ff)            | “Seal” means the common seal for the time being of the Company or any other method of Authentication of documents, as specified under the Act or amendment thereto.  |
| gg)            | “Secretary” shall have the meaning as ascribed to it under Section 2(24) of the Act.   |
| hh)            | “Securities” shall mean securities as defined under the Securities Contract (Regulations) Act, 1956 or any modifications or re-enactment thereof for the time being in force and includes hybrids.   |
| ii)            | “Share” means a share in the share capital of a company and includes stock.  |
| jj)            | “Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.   |
| kk)            | “Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles. “The Statutes” means the Companies Act, 2013 and every other Act for the time being in force affecting the Company. |
| ll)            | “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time or any statutory modifications thereof.  |
| mm)            | “Variation” shall include abrogation; and “vary” shall include abrogation.   |
| nn)            | “Year” means the “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.   |

In these Articles (unless the context requires otherwise):

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|                | <ul style="list-style-type: none"> <li>References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.</li> <li>The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.</li> <li>References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.</li> <li>Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.</li> <li>Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".</li> <li>The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.</li> <li>Reference to statutory provisions shall be construed as meaning and including references also to any amendment or reenactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.</li> </ul> <p>In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail</p> <ul style="list-style-type: none"> <li><i>The marginal notes or headings hereto shall not affect the construction thereof.</i></li> <li><i>Words importing the masculine gender also include the feminine gender.</i></li> <li><i>Words importing the Singular number include where the context admits or requires the plural number and vice versa.</i></li> </ul> <p><i>Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.</i></p> |

### ***Share Capital and Variation of rights***

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| II | <p>1. Subject to the provisions of the Act and Rules made thereunder the Company shall offer its members facility to hold securities issued by it in dematerialized form and will offer the Securities for subscription in dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any, and the register and index of beneficial owners maintained by the relevant Depository under section 11 of the Depositories Act, 1996, shall be deemed to be the corresponding register and index maintained by the Company.</p> <p>Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on</p> |
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|                | the part of any other person whether or not it shall have express or implied notice thereof.  |
| 2.             | <p>Unless otherwise permitted under the Act or the Depositories Act, 1996, The Company shall offer and allot, and every person subscribing to securities offered by the Company shall hold, the securities in dematerialised form with a Depository. The Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in the records the name of the allottee as the beneficial owner of the security. Such a person who is a beneficial owner of the securities can at any time opt out of a Depository, if permitted by the law, in respect of any security 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.</p> <p>All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 90 and such other applicable provisions of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.</p> <p>(a) 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 securities on behalf of the beneficial owner. (b) Save and otherwise provided 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. (c) Every person holding securities of the Company and whose name is 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 rights and benefits and be subject to all liabilities in respect of the securities held by a Depository on behalf of the beneficial owner.</p> <p>Notwithstanding anything contained in these Articles, where securities issued by the Company are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.</p> <p>Nothing contained in Section 45 of the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company, shall apply to securities held with a Depository.</p> <p>3(a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide – (i) one certificate for all his shares without payment of any charges; or (ii) several certificates, each for one or more of his shares, upon payment of Rs. 50 for every certificate or such charges as may be fixed by the Board for each certificate after the first. The charges can be waived off by the Company.</p> <p>(b) Every certificate of shares shall be either under the seal of the company or will be authenticated by (1) two Directors or persons acting on behalf of the Directors under a</p> |

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|                   | <p>duly registered Power of Attorney and (2) the Secretary or some other person appointed by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon.</p> <p>(c) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 46 of the Act.</p> <p>(d) Every certificate shall have distinctive number and shall be issued under the Seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon and shall be in such form as may be prescribed and approved by the Board.</p> <p>(e) 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.</p> <p>(f) 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 deems adequate and on payment of out of pocket expenses incurred by the company in investigating the evidence produced, being given, then only with the prior consent of the Board, a duplicate Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate.</p> <p>(g) Every Certificate shall be issued in such manner as prescribed under the Act or Rules framed thereunder or under other applicable laws applicable from time to time.</p> <p>(h) Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees Fifty for each certificate) as the Directors shall prescribe.</p> <p>(i) The particulars of every renewed or duplicate share certificate issued shall be entered forthwith in a Register of Renewed and Duplicate Share Certificates maintained in prescribed format indicating against the name(s) of the person(s) to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross-references in the "Remarks" column.</p> <p>(j) Register shall be kept at the registered office of the company or at such other place where the Register of Members is kept or at other offices of the Company or at the office of Share Transfer Agent of the Company and it shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other</p> |



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|                | <p>person authorized by the Board for the purpose.</p> <p>(k) All entries made in the Register of Renewed and Duplicate Share Certificates shall be authenticated by the company secretary or such other person as may be authorised by the Board for the purposes of sealing and signing the share certificate.</p> <p>(l) 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.</p> <p>(m) The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p> <p>(n) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to these articles and the terms of issue.</p> <p>(o) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> |
| 4.             | <p>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 any interest in any fractional part of a share, or (except only as is by these Articles otherwise expressly provided or by law otherwise 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 the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>  |
| 5.             | <p>(a) Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. The Board will have the authority to disallow the right to renounce right shares.</p> <p>Provided that except with the sanction of the General Meeting, No option or right to call of shall be given to any person by the board.</p> <p>(b) Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and</p>   |

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|                | any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.  |
|                | (c) The Company may issue securities in any manner whatsoever including by way of a preferential offer / private placement, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and / or 62 of the Act and rules framed thereunder as amended from time to time.  |
|                | (d) The Board or the Company, as the case may be, may by way of rights issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further shares to; <ul style="list-style-type: none"> <li>• persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall, unless disallowed by the Board, be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or;</li> <li>• employees under the employees' stock option or;</li> <li>• (c) any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;</li> </ul> |
|                | (e) The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.  |
|                | (f) An 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 accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.   |
|                | (g) The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.   |
|                | (h) Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.   |
|                | (i) Shares may be registered in the name of individual, any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.  |
|                | (j) The Board shall observe the restrictions as regards allotment of securities to the public, and as regards return on allotments contained in Section 39 of the Act.   |
|                | (k) If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when   |

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|                | <p>due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p> <p>(l) If and whenever as a result of issue of new or further shares or any consolidation or sub-division of shares or otherwise, any shares held by members become fractional shares, all such fractional entitlement shall, unless otherwise determined or approved the Board or shareholders of the Company, be consolidated into whole shares and be allotted to such person, persons or entities as may be nominated by the Board as trustee for sale thereof in open market through SEBI registered share broker at such price as may be approved by such Trustee(s) in this regard and the net proceeds of such sale shall be distributed to the persons entitled thereto in proportion to their respective fractional entitlement.</p> <p>(m) The Company shall, to the extent applicable, observe the provisions of Sections 89 and 90 of the Act and of other applicable laws dealing with beneficial interest in shares.</p> <p>(n) The Board shall observe the restrictions as regards allotment of securities to the public, and as regards return on allotments contained in Section 39 of the Act.</p> <p>(o) The provisions of these Articles relating to share capital and variation of rights thereon shall mutatis mutandis apply to Debentures and other securities of the Company, as applicable.</p>                              |
| 6.             | <p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this Article shall apply to such variation.</p> <p>(b) The rights conferred upon the holders of the Shares including Preference Share, if any, of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari-passu therewith.</p> |
| 7.             | <p>The Board shall comply with such Rules or Regulations or Requirements of any stock exchange or the Rules made under Securities Contract (Regulations) Act, 1956 or any other Act or Rules applicable for the purpose of these Articles.</p> <p>Provided that any restriction, condition or prohibition required to be included in the Articles of Association pursuant to any such Rules, Regulations or Requirements of any stock exchange or the Rules made under Securities Contract (Regulations) Act, 1956 or any other Act and which are not incorporated in these Articles shall be deemed have</p>   |

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|                               | effect as if such restriction, condition or prohibition are expressly provided by or under these Articles.  |
| 8.                            | Company shall not give whether directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company, save as provided by Section 67 of the Act.  |
| <b><i>Lien</i></b>            |   |
| 9.                            | (a) 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, onuses or interest from time to time declared in respect of such shares/ debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. (b) The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. |
| 10.                           | For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they think fit but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators or his committee or other legal representatives as the case may be and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice.   |
| 11.                           | To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer.<br>Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.  |
| 12.                           | The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.   |
| <b><i>Calls on shares</i></b> |   |
| 13.                           | (a) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.<br>(b) A call may be made payable by installments.<br>(c) The option or right to call of shares shall not be given to any person except with  |

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|                   | <p>the sanction of the Issuer in general meetings.</p> <p>(d) Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.</p> <p>(e) A call may be revoked or postponed at the discretion of the Board.</p> <p>(f) The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>  |
| 14.               | A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.  |
| 15.               | <p>(a) Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.</p> <p>(b) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.</p> <p>(c) If any Member fails to pay any 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 not exceeding ten percent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.</p> |
| 16.               | <p>(a) If by the terms of issue of any share or otherwise any amount is made payable at any fixed time (whether on account of the nominal value of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.</p> <p>(b) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply mutatis mutandis as if such sum had become payable by virtue of a call duly made and notified.</p>  |
| 17.               | (a) 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 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, was on the Register of Members as the holder, on 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 recovered; that such money is due pursuant to the terms on which the share was issued; that the resolution making the call was duly   |

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|                   | <p>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 Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board meeting 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.</p> <p>(b) 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 thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.</p>   |
| 18.               | <p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to 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 this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p> |
|                   | <b><i>Transfer of shares</i></b>  |
| 19.               | <p>(a) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.</p> <p>(b) Every holder of securities of the Company who intends to transfer such securities shall get such securities dematerialised before the transfer;</p> <p>Provided that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository.</p> <p>(c) Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities issued by the Company, affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.</p>   |



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|                | <p>(d) A transfer of a security 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 to the instrument of transfer.</p>  |
| 20.            | <p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Board may, at its own absolute and uncontrolled discretion and after assigning the reason for same, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a member), send to the transferee and the transferor notice of the refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.</p>   |
| 21.            | <p>(a) If the Company refuses to register the transfer of any share or any right therein, the Company shall within 30 days from the date on which the instrument of transfer was lodged with the Company, send notice of refusal to the transferee and transferor, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p> <p>(b) There shall be paid to the Company, in respect of the transfer of any number of shares to the same party such fee, if any as the Directors may require. Provided that the Board shall have the power to dispense with the payment of this fee either generally or in any particular case.</p>  |
| 22.            | <p>(a) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them 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 book 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 Directors shall so think fit.</p> <p>(b) In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in as prescribed under the relevant Rules hereof as circumstances permit.</p> <p>(c) No transfer shall be made to any minor, insolvent or person of unsound mind unless represented by a guardian.</p> |
|                | <p style="text-align: center;"><b><i>Transmission of shares</i></b></p>  |



| Article Number | Description   |
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| 23.            | In the case of transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.  |
| 24.            | <p>(a) If the Company refuses to register the transmission of any right therein, the Company shall within 30 days from the date on which the instrument of intimation of transmission was lodged with the Company, send notice of refusal to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p> <p>(b) There shall be paid to the Company, in respect of the transmission of any number of shares to the same party such fee, if any as the Directors may require. Provided that the Board shall have the power to dispense with the payment of this fee either generally or in any particular case.</p> <p>(c) (i) In the case of the death of any one or more of the persons named in the Register of Members as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share (ii) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>   |
| 25.            | <p>(a) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate.</p> <p>(b) The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Section 72 of the Act.</p> |
| 26.            | (a) Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these   |

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|                                    | <p>Articles, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as 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 favour of his nominee an instrument of transfer in accordance with the provisions as prescribed under Act and Rules, and, until he does so, he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the ‘Transmission Clause’.</p> <p>(b) Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p> <p>(c) Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p> |
|                                    | <p><b>27.</b> The Board of Directors shall have power, on giving not less than seven days previous notice in accordance with section 91 and Rules made thereunder, to close the Register of Members and/or the Register of debentures holders and/or other security 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 as it may seem expedient to the Board:</p> <p>Nothing contained in this Article shall be deemed to restrict the Board to fix a record date in substitution of, or in addition to, the closure of Register of Members or debenture holder or other security holders as may be permissible under the provisions of the Act and other applicable laws.</p>  |
| <b><i>Forfeiture of shares</i></b> |   |
|                                    | <p><b>28.</b> If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment.</p>   |
|                                    | <p><b>29.</b> (a) The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest</p>  |

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|                   | <p>thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>(b) The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p> <p>(c) If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p> <p>(d) When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. Provided that option or right to call of forfeited shares shall not be given to any person.</p> |
| <b>30.</b>        | <p>(a) Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p> <p>(b) Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding two per cent per annum more than the bank lending rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p>  |
| <b>31.</b>        | <p>The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.</p>  |
| <b>32.</b>        | <p>(a) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.</p> <p>(b) Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been</p>   |

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|                                     | <p>previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.</p> <p>(c) In the meantime, and until any share so forfeited shall be sold, re-allotted or otherwise dealt with as aforesaid, the forfeiture thereof may at the discretion and by a resolution of the Board, be remitted or annulled as a matter of grace and favour but not as of right, upon such terms and conditions as they think fit.</p> <p>(d) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board 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 of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or 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.</p>   |
| 33.                                 | A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have 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 shares.   |
| 34.                                 | The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.  |
| <b><i>Alteration of capital</i></b> |   |
| 35.                                 | <p>(a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time, with power to the Board, subject to applicable statutory provisions, to re-classify, sub-divide, consolidate or increase and with power from time to time, to issue any share of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and upon the sub-division of shares to apportion the right to participate in any manner as between the shares resulting from such sub-division.</p> <p>(b) 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 as part of the existing capital and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.</p> <p>(c) The Board shall have the power to issue a part of authorized capital by way of differential voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion, and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.</p> |

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|                   | <p><b>36.</b> (a) The Company may in General Meeting or by Postal Ballot, from time to time, by Ordinary Resolution increase its capital by the creation of new shares, which may be classified or unclassified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting or by Postal Ballot resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings or by Postal Ballot of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.</p> <p>(b) The Company may (subject to the provisions of sections 52, 66 and other applicable provisions, if any, of the Act or any other section as notified) from time to time by Special Resolution reduce - (i) the share capital; (ii) any capital redemption reserve account; or (iii) any security premium account</p> <p>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. This Article is not to derogate from any power the Company would have if it were omitted.</p> <p>(c) Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which 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.</p> |
|                   | <p><b>37.</b> (a) Subject to the provisions of the Act and these Articles, the Company shall have the power to issue preference shares, either at premium or at par which are, or at the option of the Company are, a) liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or b) to be converted into equity shares on such terms and in such manner as the company before the issue of such shares may, determine.</p> <p>(b) The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p> <p>(c) In case of issue of redeemable preference shares in accordance with these Articles, the following provisions shall take effect:</p> <p>i) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p>   |

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|                | <p>ii) No such Shares shall be redeemed unless they are fully paid;</p> <p>iii) Subject to section 55(2)(d)(i) of the Act, the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>iv) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>v) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.</p>  |
| <b>38.</b>     | <p>(a) 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, the 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.</p> <p>(b) The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in the Act and Rules framed thereunder.</p> <p>(c) The Company may provide share-based benefits including but not limited to Stock Options, Stock Appreciation Rights, or any other co-investment share plan and other forms of share-based compensations to Employees including its Directors other than independent directors and such other persons as the rules may allow, under any scheme, subject to the provisions of the Act, the Rules made thereunder and any other law for the time being in force, by whatever name called.</p> <p>(d) Subject to compliance with applicable provision of the Act and Rules framed thereunder and other applicable laws, the Company shall have power to issue depository receipts and other permissible securities in any foreign country and to seek listing thereof on any foreign stock exchange(s).</p> <p>(e) Subject to compliance with applicable provisions of the Act and Rules framed</p> |



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|                   | <p>thereunder, the Company shall have power to issue any kind of securities or kinds of share capital as permitted to be issued under the Act and rules framed thereunder.</p> <p>(f) The Company may issue warrants subject to compliance with the provisions of the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modifications or re-enactment thereof and other applicable laws.</p>   |
|                   | <b><i>Capitalisation of profits</i></b>  |
|                   | <p><b>39.</b> (a) The Company in General Meeting may, upon the recommendation of the Board, resolve: (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (ii) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (b) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b). (c) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this Article, may be applied by the Company for the purposes permissible pursuant to the Act. (d) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>   |
|                   | <p><b>40.</b> (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and (ii) generally to do all acts and things required to give effect thereto.</p> <p>(b) The Board shall have full power – (i) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (ii) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(c) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(d) 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 questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p> |



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|                | (e) The member (not being a director) shall have right of inspecting any account or book or document of the Company as conferred by law.   |
|                | <b><i>Buy-back of shares</i></b>   |
| 41.            | Notwithstanding anything contained in these Articles but subject to and in full compliance of the requirements of sections 68 to 70 (both inclusive) and any other applicable provision of the Act and Rules made thereunder, provisions of any re-enactment thereof and any rules and regulations that may be prescribed by the Central Government, the Securities and Exchange Board of India (SEBI) or any other appropriate authority in this regard, the Company may with the authority of the Board or the members in General Meeting, as may be required / and contemplated by Section 68 of the Act, at any time and from time to time, authorize buy-back of any part of the share capital of the Company fully paid-up on that date.   |
|                | <b><i>General meetings</i></b>   |
| 42.            | All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meeting.   |
| 43.            | <p>(a) The Company shall in each financial year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. The Annual General Meeting shall be held within a period of six months, from the date of closing of the financial year; provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred on the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on any day that is not a National Holiday, and shall be held at the Registered Office of the Company or at some other place within the city, town or village where the Registered Office of the Company is situated and the Notices calling the Meeting shall specify it as the Annual General Meeting. Every Member of the Company shall be entitled to attend either in person or by proxy or by other authority including by resolution of the Board of the Company or by power of attorney and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Financial Statements, Auditors' Report (if not already incorporated in the Financial Statements), the Proxy Register with proxies and the Register of Directors' shareholding which latter Register shall remain open and accessible during the continuance of the Meeting.</p> <p>(b) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital of the Company as at the date of deposit of the requisition carry the voting rights and in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting.</p> <p>(c) If at any time there are not within India sufficient Directors capable of acting to</p> |

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|   | <p>form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.</p> <p>(d) Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Registered Office; provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.</p> <p>(e) Upon the receipt of any such requisition, the Board shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty-one days from the date of the requisition being deposited at the Registered Office, to cause a meeting to be called for a day not later than forty-five days from the date of deposit of the requisition, meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.</p>   |
| <b><i>Proceedings at general meetings</i></b> |   |
|   | <p>44. (a) Giving not less than clear twenty-one days' notice (either in writing or electronic mode) of every General Meeting, Annual or Extraordinary, specifying the place, date, day, hour, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons, as given under Act, entitled to receive notice from the Company. A General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode a) in case of Annual General Meeting, by not less than ninety five percent of the members entitled to vote at such meeting and b) in case of any other General Meeting, by majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. In the case of an Annual General Meeting, if any business other than (i) the consideration of financial statements and the reports of the Board of Directors and auditors, (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of, and fixing of the remuneration of, the Auditors is to be transacted, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature or concern (financial or otherwise) and extent of the interest, if any, therein of every Director, Manager, Key Managerial Personnel, and their relatives (if any). Where any item of business consists of the approval of any document the time and place where the document can be inspected shall be specified in the statement aforesaid.</p> <p>(b) The accidental omission to give any such notice as aforesaid to any member, or other person to whom it should be given or the non-receipt thereof, shall not invalidate any resolution passed at any such Meeting.</p> <p>(c) No General Meeting, Annual or Extraordinary shall be competent to enter upon,</p> |

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|                   | <p>discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.</p> <p>(d) No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be the presence in person of such number of members as specified in Section 103 of the Act. A body corporate being a Member shall be deemed to be personally present if represented in accordance with Section 113 of the Act.</p>   |
| 45.               | <p>If, at the expiration of half an hour from the time appointed for the Meeting a quorum of Members is not be present, the Meeting, if convened by or upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine; and if at such adjourned Meeting a quorum of Members is not present at the expiration of half an hour from the time appointed for the Meeting, those Members who are present shall be a quorum, and may, transact the business for which the Meeting was called.</p>  |
| 46.               | <p>(a) The Chairperson of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairperson, or if at any Meeting the Chairperson is not present within fifteen minutes of the time appointed for holding such Meeting or is unwilling to act as a Chairperson, then the Directors present shall elect one of them as Chairperson of the meeting, and if no Director be present or if all the Directors present decline to take the chair, then the Members present shall elect one of their number to be Chairperson.</p> <p>(b) No business, except the election of a Chairperson, shall be discussed at any General Meeting whilst the Chair is vacant.</p> <p>(c) In the case of an equality of votes the Chairperson shall on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.</p> <p>(d) Unless a Poll is demanded or voting is carried out electronically, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the said fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> |
| 47.               | <p>(a) The Board may in its absolute discretion, on giving not less than 7 (seven) clear days' notice in accordance with these Articles, postpone or cancel any meeting of members except a meeting called pursuant to members requisition.</p> <p>(b) If a poll is demanded as aforesaid the same shall be taken in such manner as prescribed under the Act.</p> <p>(c) Any poll duly demanded on the election of Chairperson of the meeting or any</p>   |

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|                   | <p>question of adjournment shall be taken at the meeting forthwith.</p> <p>(d) The demand for a poll except on the question of the election of the Chairperson and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.</p>  |
| <b>48.</b>        | <p>(a) The Board, and the persons authorized by it, shall have the right to take and/or make suitable arrangements for ensuring the safety of any meeting – whether a general meeting or a meeting of any class of Security, or of the persons attending the same, and for the orderly conduct of such meeting, and notwithstanding anything contained in these Articles, any action, taken pursuant to this Article in good faith shall be final and the right to attend and participate in such meeting shall be subject to the decision taken pursuant to this Article.</p> <p>(b) Pursuant to the applicable provisions of Companies Act, 2013 read with rules made thereunder and other applicable laws, rules &amp; regulations the Company may provide e-Voting facility to Members.</p>   |
|                   | <i><b>Adjournment of meeting</b></i>  |
| <b>49.</b>        | <p>(a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(c) When a meeting is adjourned sine die or for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>   |
|                   | <i><b>Voting rights</b></i>   |
| <b>50.</b>        | <p>(a) No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum 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 exercised, any right or lien.</p> <p>(b) Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll (including voting by electronic means) the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided</p> |

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|                | in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.   |
| 51.            | A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian: and any such committee or guardian may, on a poll, vote by proxy; if any Member be minor, the vote in respect of his share shall be by his guardian, or any one of his guardians if more than one, to be selected in case of dispute by the Chairperson of the Meeting.  |
| 52.            | <p>(a) On a poll taken at a 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.</p> <p>(b) Where a poll is to be taken, the Chairperson of the meeting shall appoint such number of Scrutiniser(s) who need not be members of the Company, to scrutinize the poll process, votes casted by poll and to report thereon to him subject to provisions of Act for the time being in force. The Chairperson shall have power, at any time before the result of the Poll is declared to remove a scrutinizer from office and to fill vacancies in the office of scrutinizer arising from such removal or from any other cause.</p>  |
| 53.            | <p>(a) Notwithstanding anything contained in the provisions of the Act and the Rules made there under, the Company may, and in the case of resolutions relating to such business other than the Ordinary business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.</p> <p>Provided that any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by providing facility to members to vote by electronic means under section 108, in the manner provided in that section.</p> <p>(b) A member may exercise his vote on resolutions proposed to be considered at a general meeting by electronic means in accordance with section 108 of the Act and shall vote only once.</p> <p>(c) At any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded under Section 109, or if the voting is carried out electronically, be decided on a show of hands. Such voting in a general meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time.</p> <p>(d) No Member shall be entitled to vote on a show of hands through Proxy unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorized under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such</p> |

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|                   | <p>Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.</p> <p>(e) The Chairperson of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.</p> <p>(f) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.</p>  |
| 54.               | <p>(a) If there be joint registered holders of any share any one of such persons may vote at any Meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto.</p> <p>(b) If more than one of such joint-holders be present at any Meeting either personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>(c) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> <p>(d) Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorized by way of Board Resolution as mentioned in these Articles.</p> <p>(e) A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures or any other Securities) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.</p> <p>(f) 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 in respect of the moneys paid until the same would, but for this payment, become presently payable.</p> <p>(g) A member is not prohibited from exercising his voting rights on the ground that</p> |



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|                | he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.  |
| 55.            | Any person entitled under Article 26 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.   |
| 56.            | <p>(a) Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.</p> <p>(b) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting or each report in such books shall be dated and signed by the Chairperson of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairperson within that period, by a director duly authorised by the Board for the purpose. In case of every resolution passed by postal ballot, by the Chairperson of the Board within the aforesaid period of thirty days or in the event of there being no Chairperson of the Board or the death or inability of that Chairperson within that period, by a director duly authorized by the Board for the purpose.</p> <p>(d) In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.</p> <p>(e) All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>(f) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairperson of the meeting. (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairperson of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.</p> <p>(g) Any such minutes shall be evidence of the proceedings recorded therein.</p> <p>(h) The book containing the minutes of proceedings of General Meetings or resolutions passed by Postal Ballot shall be kept at the office of the Company and shall be open to inspection by any member during business hours, for such periods not being less in the aggregate than two hours on all working days except Saturdays,</p> |



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|                | Sunday and Public Holidays.  |
|                | <i><b>Proxy</b></i>  |
| 57.            | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.  |
| 58.            | An instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105.   |
| 59.            | (a) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.<br><br>(b) An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and every adjournment thereof or every meeting of the Company or every meeting to be held before a date not being later than twelve months from the date of the instrument specified in the instrument and every adjournment of every such meeting. |
|                | <i><b>Board of Directors</b></i>   |
| 60.            | 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 (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.<br><br>The First Directors of the Company are:<br>1. Mr. Munir Abdul Ganee Chandniwala<br>2. Mrs. Shirin Munir Ahmed Chandniwala   |
| 61.            | (a) The Board shall arrange to maintain at the office of the Company, a Register in the Form prescribed under the Act, containing the particulars of the Directors and Key Managerial Personnel. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the Act.<br><br>(b) A Director of the Company shall not be bound to hold any Qualification Shares in the Company.   |
| 62.            | (a) Whenever the Company enters into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any   |

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|                | <p>guarantee or security or for technical collaboration or assistance or for under-writing, the Directors shall have, subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, the power to agree that such appointer, to appoint by a notice in writing addressed to the Company, one or more persons as a Director or Directors of the Company for such period and upon such conditions as may be mentioned in the agreement. Any Director so appointed is herein referred to as a Nominee Director.</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>                   |
| <b>63.</b>     | <p>(a) If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of debentures of the Company, that a trustee appointed under the Trust Deed shall have power to appoint a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the trustee in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation. A debenture Director shall not be bound to hold any qualification shares.</p> <p>(b) The Directors shall appoint one women director as per the requirements of section 149 of the Act.</p> <p>(c) The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.</p> |

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|                | <p>(e) Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director but so that the total number of Directors shall not at any time exceed the maximum fixed under these Articles. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for appointment by the Company as a Director at that Meeting subject to the provisions of the Act.</p> <p>(f) Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, whose appointment shall be subsequently approved by members in the immediate next general meeting, 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, who 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 by him.</p> <p>(g) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.</p> |
| 64.            | The Company, subject to the provisions of the Act, shall have the power to determine the Directors whose period of office shall be liable to determination by retirement of Directors by rotation or not.  |
| 65.            | <p>(a) Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board provided that Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.</p> <p>(b) The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.</p> <p>(c) Any one or more of the Directors shall be paid such additional remuneration as may be fixed by the Directors for services rendered by him or them and any one or more of the Directors shall be paid further remuneration if any as the Company in General Meeting or the Board of Directors, as the case may be, shall from time to time determine. Such remuneration and/or additional remuneration may be paid by way of salary or commission on net profits or turnover or by participation in profits</p>  |

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|                | <p>or by way of perquisites or in any other manner or by any or all of those modes.</p> <p>(d) If any director, being willing shall be called upon to perform extra services, or to make any special exertion for any of the purposes of the Company, the Company in General Meeting or the Board of Directors shall, subject as aforesaid, remunerate such Director or where there is more than one such Director all or such of them together either by a fixed sum or by a percentage of profits or in any other manner as may be determined by the Directors and such remuneration may be either in addition to or in substitution for the remuneration above provided.</p>   |
| 66.            | <p>(a) The office of a Director shall be deemed to be vacated in accordance with Section 167 of the Act.</p> <p>(b) The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be re-appointed a Director by the Board of Directors.</p> <p>(c) Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.</p>  |
|                | <b><i>Proceedings of the Board</i></b>  |
| 67.            | <p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company Secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.</p> <p>(b) The Board of Directors shall be entitled to hold its meeting through video conferencing or other permitted means, and in conducting the Board meetings through such video conferencing or other permitted means the procedures and the precautions as laid down in the relevant Rules shall be adhered to. With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.</p> |
| 68.            | <p>Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.</p>  |
| 69.            | <p>The quorum for a meeting of the Board shall, unless otherwise provided under the Act or other applicable laws, be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other permitted means shall</p>  |

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|                | <p>also counted for the purposes of this Article. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time. Explanation: The expressions “interested Director” shall have the meanings given in Section 184(2) of the said Act and the expression “total strength” shall have the meaning as given in Section 174 of the Act.</p>   |
| 70.            | <p>(a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. (b) Subject to Section 203 of the Act and rules made there under and other applicable laws, one person can act as the Chairperson as well as the Managing Director or Whole-time Director or Chief Executive Officer at the same time.</p> <p>(b) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.</p> <p>(c) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.</p> <p>(d) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.</p> <p>(e) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint. (e) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company. (f) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus.”</p> <p>(f) Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson will have a second or casting vote.</p> |
| 71.            | <p>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p>   |
| 72.            | <p>(a) Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall</p>   |

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|   | <p>in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee 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.</p> <p>(b) The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.</p> <p>(c) (i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p> <p>(d)(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p> |
| 73.                                     | <p>Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.</p>  |
| 74.                                     | <p>A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be, at their addresses registered with the Company, by hand delivery or by post or courier or through electronic means as permissible under the relevant Rules and has been approved by a majority of the Directors as are entitled to vote on the resolution.</p>  |
| <b><i>Resolution by circulation</i></b> |  |
| 75. (a)                                 | <p>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 prescribed and has been approved by a majority of the Directors or members, who are entitled to vote on the resolution:</p> <p>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</p>   |



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|  | <p>decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.</p> <p>(b) A resolution approved by way of circulation 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.</p>   |
| <b><i>Retirement and rotation of directors</i></b>   |   |
| 76.  | <p>(a) Not less than two-thirds of the total number of the Directors of the Company, other than Independent Directors appointed on the Board of the Company, be persons, whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the said Act, be appointed by the Company in General Meeting. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.</p> <p>Subject to the provisions of Section 152 of the Act, at every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.</p> <p>(b) A retiring Director shall be eligible for re-election.</p> |
| <b><i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i></b> |   |
| 77.  | <p>Subject to the provisions of the Act,— (i) A chief executive officer, manager, company secretary or chief financial officer or any other Key Managerial Personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>  |
| 78.  | <p>A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>  |
| <b><i>The Seal</i></b>   |   |
| 79.  | <p>(a) The Board at their option can provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute or not substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>   |



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|                                     | <p>(c) As authorized by the Act or amendment thereto, if the company does not have a common seal, the authorisation under this clause shall be made by two directors or by a director and the Company Secretary, wherever the company has appointed a Company Secretary or persons acting on behalf of the Directors under a duly registered Power of Attorney and the Secretary or some other person authorized by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp.</p> <p>(d) The seal of the Company, if any shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint/authorize for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.</p> <p>(e) If the company does not have a common seal, it may use rubber stamps on any or all documents wherever required.</p> |
| <b><i>Dividends and Reserve</i></b> |  |
|                                     | <p><b>80.</b>(a) 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. (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.</p>   |
|                                     | <p><b>81.</b>The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 123 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.</p>   |
|                                     | <p><b>82.</b>(a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve</p>   |
|                                     | <p><b>83.</b>Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.</p>  |
|                                     | <p><b>84.</b>(a) The Directors may retain any dividends on which the Company has a lien and may</p>  |

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|                 | <p>apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> <p>(b) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.</p> <p>(c) The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.</p>                                     |
| <b>85.</b>      | <p>(a) No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.</p> <p>(b) A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.</p> <p>(c) Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.</p>  |
| <b>86.</b>      | <p>(a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct or electronically by NACH/NEFT/RTGS. (b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by forged endorsements on any cheque or warrant, or the fraudulent or improper recovery thereof by any other means.</p> |
| <b>87.</b>      | <p>Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.</p>   |
| <b>88.</b>      | <p>No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.</p>   |
| <b>Accounts</b> |   |
| <b>89.</b>      | <p>No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of</p>   |

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|                          | the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.  |
| <b><i>Winding up</i></b> |  |
|                          | <b>90.</b> Winding Up of the Company shall be governed by the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 and Rules and Regulations made thereunder or as may be altered from time to time or any statutory modifications thereof.   |
| <b><i>Indemnity</i></b>  |  |
|                          | <p><b>91.(a)</b> Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p> <p>The Company may take and maintain any insurance as the Board may think fit on behalf of its directors (present and former), other employees and the Key Managerial Personnel, for insurers to directly meet all claims, losses, expenses, fines, penalties or such other levies, or for indemnifying any or all of them against any such liability for any acts in relation to the Company for which they may be liable.</p> <p>(b) Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p> <p>An Independent Director, and a Non-executive Director, not being a Promoter or a Key</p> |

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|  | Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.  |
| <b>Others</b>                                    |  |
| <b>92. (a) <u>Underwriting and brokerage</u></b> | <ul style="list-style-type: none"> <li>Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any securities in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the Rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</li> <li>The Company may pay on any issue of securities such brokerage as may be reasonable and lawful.</li> </ul>   |
| <b>(b) <u>Nomination</u></b>                     | <ul style="list-style-type: none"> <li>Notwithstanding anything contained in these Articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Act, shall apply in respect of such nomination.</li> <li>No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Act, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.</li> <li>The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</li> <li>If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</li> <li>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- <ul style="list-style-type: none"> <li>(i) to be registered himself as holder of the security, as the case may be; or</li> <li>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</li> <li>(iii) if the nominee elects to be registered as holder of the security, himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death</li> </ul> </li> </ul> |

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|                | <p>certificate of the deceased security holder;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>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 share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p> <p><b>(c) <u>Conversion of shares into stock</u></b></p> <ul style="list-style-type: none"> <li>• The Company may, by ordinary resolution in General Meeting. (a) convert any fully paid-up shares into stock; and (b) re-convert any stock into fully paid-up shares of any denomination.</li> <li>• The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</li> <li>• The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</li> <li>• Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.</li> </ul> <p><b>(d) <u>Copies of memorandum and articles to be sent to members</u></b></p> <ul style="list-style-type: none"> <li>• A copy of the Memorandum and Articles of Association of the Company and of any other document referred to in Section 17 of the Act shall be sent by the Company to a Member at his request on payment of Rs. 100 or such reasonable sum for each copy as the Directors may, from time to time, decide. The fees can be waived off by the Company.</li> </ul> <p><b>(e) <u>Borrowing powers</u></b></p> |

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|                   | <ul style="list-style-type: none"> <li>Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash creditor by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specified purpose) and securities premium account. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed.</li> <li>Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</li> <li>Subject to the provisions of these Articles the payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects, as the Board may think fit by a resolution passed at a meeting of the Directors, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.</li> <li>Any bonds, debentures, debenture-stock, Global Depository Receipts or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider being for the benefit of the Company.</li> <li>If any uncalled capital of the Company is included in or charged by any mortgage</li> </ul> |

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|                | <p>or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.</p> <ul style="list-style-type: none"> <li>• Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors 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 to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.</li> <li>• The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company.</li> <li>• (a) The Company shall, if at any time it issues debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act. (b) The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture holders resident in that State or country.</li> <li>• The Directors shall arrange to maintain at the Registered office of the Company a Register of Directors, Key Managerial Personnel, containing the particulars and in the form prescribed by Section 170 of the Act. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the said sections.</li> <li>• The Directors shall cause to be kept at the Registered Office or such other place(s) as permissible under the Act - (a) a Register in accordance with Section 170 and (b) a Register of Contracts or arrangements of which they are interested, containing the particulars required by Section 189 of the Act. The Registers can be maintained in electronic form subject to the provisions of the Act.</li> <li>• The provisions contained in these Articles relating to inspection and taking copies shall be mutatis mutandis be applicable to the registers specified in this Article.</li> </ul> <p><b><u>(f) Powers of the Board</u></b></p> <ul style="list-style-type: none"> <li>• The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by these Articles required to be exercised by the Company in General Meeting. However 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.</li> </ul> |



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|                   | <ul style="list-style-type: none"> <li>• Without prejudice to the general powers conferred by these Articles or the governing laws of the Country and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say- <ul style="list-style-type: none"> <li>a) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.</li> <li>b) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.</li> <li>c) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company</li> <li>d) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</li> <li>e) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</li> <li>f) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit</li> <li>g) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.</li> <li>h) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.</li> <li>i) To appoint any person to accept and hold in trust, for the Company property</li> </ul> </li> </ul> |

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|                   | <p>belonging to the Company, or in which it is interested or for any other purposes and to execute and to 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.</p> <p>j) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.</p> <p>k) To act on behalf of the Company in all matters relating to bankruptcy and/or insolvency.</p> <p>l) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.</p> <p>m) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they 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.</p> <p>n) 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 whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;</p> <p>o) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.</p> <p>p) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>q) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company</p> <p>r) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be</p> |

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|                   | <p>required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p> <p>s) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, laborers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p> <p>t) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p> <p>u) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into 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.</p> |

| Article<br>Number | Description  |
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|                   | <p>v) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p> <p>w) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p> <p>x) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p> <p>y) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p> <p>z) To redeem preference shares.</p> <p>aa) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.</p> <p>bb) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p> <p>cc) To purchase or otherwise acquire or obtain foreign license, other license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical knowhow.</p> <p>dd) To sell from time to time any articles, materials, and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and byproducts.</p> <p>ee) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be</p> |

| Article Number | Description  |
|----------------|--|
|                | thought necessary or expedient.  |
|                | ff) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.   |
|                | gg) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.  |
|                | hh) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.  |
|                | ii) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any Director, Officers, Committee of the Board, Person(s), Firm, or Company.  |
|                | jj) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company as may be necessary or expedient to comply with. Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 179 of the said Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them.  |
|                | <b><u>(g) Managing And Whole-Time Directors</u></b>  |
|                | <ul style="list-style-type: none"> <li>(a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time appoint one or more of their body to be a Managing Director, Joint Managing Director or Managing Directors or Whole-time Director or Whole-time Directors, Manager or Chief Executive Officer of the Company either for a fixed term or for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</li> <li>(b) Subject to the provisions of the Act and these Articles, the Managing Director, or the Whole Time Director shall not, while he continues to hold that office, be subject to retirement by rotation under Article 191 but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as the resignation and removal of any other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole Time Director if he ceases to hold the office of Director from any cause provided that if at any time the number of Directors (including Managing Director or Whole Time Directors) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such of the Managing Director or Whole Time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation to the intent that the Directors not so liable to</li> </ul> |

| Article<br>Number | Description  |
|-------------------|--|
|                   | <p>retirement by rotation shall not exceed one-third of the total number of Directors for the time being. (c) A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p> <ul style="list-style-type: none"> <li>• The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes subject to the provision of section 197 and 198 read with schedule V of the Act.</li> <li>• (a) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (b) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (c) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles. (d) The Managing Director or Whole-time Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in them to any officers of the Company or any persons/firm/company/ other entity for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. (e) Notwithstanding anything contained in these Articles, the Managing Director or Whole-time Director is expressly allowed generally to work for and contract on behalf of the Company and especially to do the work of Managing Director or Whole-time Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between them and the Directors of the Company.</li> <li>• The Managing Director (s) shall not exercise the powers to : (a) make calls on shareholders in respect of money unpaid on shares in the Company; (b) issue debentures; and except to the extent mentioned in a resolution passed at the Board meeting under Section 179 of the Act, he or they shall also not exercise the powers to - (c) borrow moneys, otherwise than on debentures; (d) invest the funds of the</li> </ul> |



| Article Number | Description   |
|----------------|---|
|                | Company; and (e) make loans.  |
|                | <p><b><u>(h) Foreign register</u></b></p> <ul style="list-style-type: none"> <li>The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.</li> </ul> <p><b><u>(i) Documents and service of notices</u></b></p> <ul style="list-style-type: none"> <li>Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed or through electronic transmission.</li> <li>Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, any Key Managerial Personnel or other Authorized Officer of the Company (digitally or electronically) and need not be under the Common Seal of the Company and the signature thereto may be written, facsimile, printed, lithographed, Photostat.</li> <li>A document may be served on the Company or an officer thereof by sending it to the Company or 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 prescribed: Provided that 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 or other mode.</li> </ul> <p><b><u>(j) Secrecy</u></b></p> <ul style="list-style-type: none"> <li>Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</li> </ul> <p><b><u>(k) Inspection and Extract of Documents</u></b></p> <ul style="list-style-type: none"> <li>Subject to provisions of the Act and other applicable laws and of these Articles, the Company may allow the inspection of documents, register and returns maintained under the Act to members, creditors and such other persons as are permitted subject to such restrictions as the Board may prescribe and also furnish</li> </ul> |



| Article Number  | Description   |
|---|---|
|   | extract of documents, registers and returns to such persons as are permitted to obtain the same on payment of such fees as may be decided by Board which shall, in no case, exceed the limits prescribed under the Act. |
| <i>The Company has been converted from Private Limited to Public Limited and pursuant to Conversion name of the Company changed from “Influx Healthtech Private Limited” to “Influx Healthtech Limited” vide Special Resolution passed at the EGM of the company held on 09<sup>th</sup> May, 2022.</i> |   |
| <i>The adoption of restated Articles vide Special Resolution passed by the members at Extra Ordinary General Meeting held on January 29, 2025.</i>  |   |

## 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 which are or may be deemed material have been entered into or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the RoC for registration/submission of the Red Herring Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered office: 109,Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai City, Mumbai, Maharashtra, India, 400067 a from date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Offer Closing Date. Copies of the below Material Contracts and Documents are also available on the website of the company on [www.influxhealthtech.com](http://www.influxhealthtech.com).

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

#### MATERIAL CONTRACTS

1. An Offer Agreement signed on January 31, 2025 between our Company, the Selling Shareholder, and the Book Running Lead Manager.
2. Registrar Agreement dated January 31, 2025 between our Company, the Selling Shareholder and the Registrar to the Offer.
3. Sponsor Bank Agreement dated May 23, 2025 among our Company, the Selling Shareholder, the Book Running Lead Manager, The Banker to the Offer/Public Offer Bank/Sponsor Bank and the Registrar to the Offer.
4. Share Escrow Agreement dated May 23, 2025 between our Company, the Selling Shareholder and the Share Escrow Agent.
5. Underwriting Agreement dated May 23, 2025 between our Company, the Selling Shareholder and the Underwriters.
6. Market making Agreement dated May 23, 2025 between our company, the Selling Shareholder the Book Running Lead Manager and the Market Maker.
7. Tripartite Agreement dated July 23, 2024 among CDSL, the Company and the Registrar to the Offer.
8. Tripartite Agreement dated August 16, 2022 among NSDL, the Company and the Registrar to the Offer.
9. Agreement dated July 30, 2024 between our Company and Mr. Munir Abdul Ganee Chandniwala Managing director of the company.
10. Agreement dated July 30, 2024 between our Company and Mrs. Shirin Munir Ahmed Chandniwala Whole-time director of the company.
11. Certificate by Garg & Associates–Independent Chartered Engineer dated June 04, 2025.

#### MATERIAL DOCUMENTS FOR THE OFFER

1. Certified true copy of Certificate of Incorporation (s), the Memorandum of Association and Articles of Association of our Company, as amended.

2. Resolutions of the Board of Directors dated December 23, 2024 in relation to the Offer and other related matters.
3. Shareholders' resolution dated January 15, 2025 in relation to the Offer and other related matters.
4. Consents of Directors, Promoters, Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Offer, Underwriter and Market Maker to the Offer, Banker to the Offer and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated May 28, 2025 on Restated Financial Statements of our Company for the financial year ended March 31, 2025, 2024 and 2023.
6. The Certificate dated June 10, 2025 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Red Herring Prospectus.
7. Certificate of Key Performance Indicators (KPIs) dated June 10, 2025 issued by our Statutory Auditor, M/S. V.B. Goel & Co. Chartered Accountants.
8. Audit Committee Resolution dated June 10, 2025, in relation to KPIs.
9. The Report dated June 9, 2025 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
10. Copy of approval from NSE Emerge vide letter dated May 14, 2025 to use the name of NSE in this Offer Document for listing of Equity Shares on Emerge Platform of NSE.
11. Due diligence certificate dated June 11, 2025 from Book Running Lead Manager to the Offer.
12. Board Resolution dated February 4, 2025 for approval of Draft Red Herring Prospectus and dated June 11, 2025 for approval of Red Herring Prospectus.

*Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.*

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

| Name                                    | Category      | Designation                              | Signature |
|---|---------------|--|-----------|
| Mr. Munir Abdul Ganee Chandniwala       | Executive     | Managing Director                        | Sd /-     |
| Mrs. Shirin Munir Ahmed Chandniwala     | Executive     | Whole Time Director                      | Sd /-     |
| Mr. Abdul Ganee Abdul Rasul Chandniwala | Non-Executive | Director                                 | Sd /-     |
| Mr. Vipul Balubhai Patel                | Non-Executive | Independent Director                     | Sd /-     |
| Mr. Ashok Kumar Jain                    | Non-Executive | Independent Director                     | Sd/-      |
| Mr. Ashish Ghanshyam Shah               | Whole-time    | Chief Financial Officer                  | Sd /-     |
| Mr. Atul Kumar Ashok Kumar Shukla       | Whole-time    | Company Secretary and Compliance Officer | Sd /-     |

**Place: Mumbai**

**Date: June 11, 2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.



**Mr. Munir Abdul Ganee Chandniwala**  
**Managing Director**  
**DIN: 09573672**

**Place: Mumbai**

**Date: 11-06-2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

\_\_\_\_\_  
**Mrs. Shirin Munir Ahmed Chandniwala**

**Whole-time Director**

**DIN: 08459623**

*Sm Chandniwala*

**Place: Mumbai**

**Date: 11-06-2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.



**Mr. Abdul Ganee Abdul Rasul Chandniwala**  
Non- Executive Director  
DIN: 09573672

**Place: Mumbai**

**Date: 11-06-2025**



## DECLARATION



We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

A handwritten signature in blue ink, appearing to read "Vipul", is written over a horizontal line.

**Mr. Vipul Balubhai Patel**  
**Independent Director**  
**DIN: 08091260**

**Place: Mumbai**

**Date: 11-06-2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.



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**Mr. Ashish Ghanshyam Shah**  
**Chief Financial Officer**

**Place: Mumbai**

**Date: 11-06-2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.



**Mr. Atul Kumar Ashok Kumar Shukla**  
**Company Secretary and Compliance Officer**

**Place: Mumbai**

**Date: 11-06-2025**

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.



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**Mr. Ashok Kumar Jain**  
**Independent Director**  
**DIN: 00251096**

**Place: Mumbai**  
**Date: 11/06/2025**