



(Please scan this QR code to view the Prospectus)

**ROCKINGDEALS CIRCULAR ECONOMY LIMITED**  
CIN: U29305DL2002PLC116354

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL ID & CONTACT NO	WEBSITE
Shop Kh No 424 Basement Ghitorni, Gadaipur South West Delhi-110030	12/3, Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana 121003.	Ms. Deepika Dixit Company Secretary	Email: <a href="mailto:compliance@rockingdeals.in">compliance@rockingdeals.in</a> Tel: +91 – 83760 36354	<a href="https://www.rockingdeals.in/">https://www.rockingdeals.in/</a>

**THE PROMOTERS OF OUR COMPANY ARE MR. AMAN PREET, MRS. KULBIR CHOPRA AND MRS. AVNEET CHORPA**

**DETAILS OF THE ISSUE TO PUBLIC**

TYPE	FRESH ISSUE	OFS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	15,00,000 Equity Shares aggregating to ₹ <b>2,100</b> Lakhs	Nil	15,00,000 Equity Shares aggregating to ₹ <b>2,100</b> Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, 2018. As the Company's post issue face value capital is less than ₹1000 Lakhs.

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

NAME	TYPE	NUMBER OF SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE
<b>NIL</b>			

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Issue Price" beginning on page 70, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 20 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge platform of National Stock Exchange India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principal approval letter dated November 08, 2023 from NSE Emerge for using its name in this Offer document for listing our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange India Limited.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



Corporate Capital Ventures

**CORPORATE CAPITALVENTURES PRIVATE LIMITED**  
B1/E13, First Floor, Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi – 110044,  
Tel: +91 11 - 41824066;  
Email: [smeipo@ccvindia.com](mailto:smeipo@ccvindia.com)  
Investor Grievances Email Id- [investor@ccvindia.com](mailto:investor@ccvindia.com)  
Website: [www.ccvindia.com](http://www.ccvindia.com)  
SEBI Registration: INM000012276  
Contact Person: Mrs. Harpreet Parashar



**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali  
Caves Road, Andheri (East) Mumbai-400093, India.  
Tel No.: +91 – 22 – 6263 8200;  
Fax No.: +91 – 22 – 6263 8299  
E-mail: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Investor Grievances Email Id- [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
SEBI Registration No.: INR000001385  
Contact Person: Mr. Babu Rapheal C.

**ISSUE PROGRAMME**

<b>ANCHOR INVESTOR PORTION OFFER OPENS/CLOSE:</b>	<b>Tuesday, November 21, 2023</b>
<b>ISSUE OPENS ON:</b>	<b>Wednesday, November 22, 2023</b>
<b>ISSUE CLOSES ON:</b>	<b>Friday, November 24, 2023</b>

Our Company in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

Our Company was originally incorporated on July 29, 2002 as a Private Limited Company as “Technix Electronics Private Limited” vide Registration No. 116354 under the provisions of the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi and Haryana. Pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on April 20, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Technix Electronics Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 10, 2023 by the Registrar of Companies, NCT of Delhi. Subsequently, pursuant to a special resolution passed by our shareholder in the Extra – Ordinary General Meeting held on August 04, 2023 the name of our Company was changed to “Rockingdeals Circular Economy Limited” and a Fresh Certificate of Incorporation was issued on August 17, 2023 by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U29305DL2002PLC116354. For further details of change in name and change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 113 of this Red Herring Prospectus.

**Registered Office:** Shop Kh No 424 Basement Ghitorni Gadaipur South West Delhi-110030

Corporate Office: 12/3, Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana 121003.

Tel: +91 - 83760 36354; E-mail: [compliance@rockingdeals.in](mailto:compliance@rockingdeals.in); Website: <https://www.rockingdeals.in/>;

Contact Person: Ms. Deepika Dixit, Company Secretary and Compliance Officer;

**OUR PROMOTERS: MR. AMAN PREET, MRS. KULBIR CHOPRA AND MRS. AVNEET CHORPA**

**PUBLIC ISSUE OF 15,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF ROCKINGDEALS CIRCULAR ECONOMY LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 140 PER EQUITY (THE “ISSUE PRICE”) AGGREGATING TO ₹ 2,100 LAKH (“THE ISSUE”) COMPRISING OF A FRESH ISSUE OF 15,00,000 EQUITY SHARES AGGREGATING TO ₹ 2,100 LAKH (THE “FRESH ISSUE”) OF WHICH 85,000 EQUITY SHARES AGGREGATING TO ₹ 119 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 14,15,000 EQUITY SHARES AGGREGATING TO ₹ 1,981 LAKH (THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.51% AND 25.00% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**PRICE BAND: ₹ 136 to ₹ 140 PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH AND THE ISSUE PRICE IS 13.60 TO 14.00 TIMES OF THE FACE VALUE AT THE LOWER PRICE BAND AND THE UPPER PRICE BAND RESPECTIVELY. BID CAN BE MADE FOR MINIMUM OF 1000 EQUITY SHARES AND THE MULTIPLES OF 1000 EQUITY SHARES THEREAFTER.**

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “**Issue Procedure**” beginning on page 232 of this Prospectus.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Issue Price” beginning on page 70, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 20 of this Prospectus.

#### ISSUER’S ABSOLUTE RESPONSIBILITY

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

#### LISTING

The Equity Shares offered through the 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 November 08, 2023. For the purpose of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



Corporate Capital Ventures



**CORPORATE CAPITALVENTURES PRIVATE LIMITED**  
B1/E13, First Floor, Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi – 110044,  
Tel: +91 11 - 41824066;  
Email: [smeipo@ccvindia.com](mailto:smeipo@ccvindia.com)  
Investor Grievances Email Id- [investor@ccvindia.com](mailto:investor@ccvindia.com)  
Website: [www.ccvindia.com](http://www.ccvindia.com)  
SEBI Registration: INM000012276  
Contact Person: Mrs. Harpreet Parashar

**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai-400093, India.  
Tel No.: +91 – 22 – 6263 8200; Fax No.: +91 – 22 – 6263 8299  
E-mail: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Investor Grievances Email Id- [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
SEBI Registration No.: INR000001385  
Contact Person: Mr. Babu Rapheal C.

#### ISSUE PROGRAMME

#### ANCHOR INVESTOR PORTION OFFER OPENS/CLOSE

**Tuesday, November 21, 2023**

ISSUE OPENS ON:

**Wednesday, November 22, 2023**

ISSUE CLOSES ON:

**Friday, November 24, 2023**

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

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

This 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 Prospectus but not defined herein shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

#### General Terms\*

Term	Description
“Company”, “our Company”, “Rockingdeals”, “the Company”	Unless the context otherwise requires, refers to “Rockingdeals Circular Economy Limited”, a company incorporated under the Companies Act, 1956, bearing Corporate Identification Number U29305DL2002PLC116354 and having registered office at Shop Kh No 424 Basement Ghitorni, Gadaipur South West Delhi-110030.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.

**\*Important Note:** The Issuer Company “Rockingdeals Circular Economy Limited” is primarily engaged in B 2 B segment of bulk trading of excess inventory, open boxed inventory, re-commerce products and refurbished products. Further M/s Rockingdeals Private Limited and M/s Rockingdeals (HYD) Private Limited are our promoter group companies, which are engaged in the similar business but in B 2 C segment. The outlets and franchisee of M/s Rockingdeals Private Limited and M/s Rockingdeals (HYD) are not owned or managed by Rockingdeals Circular Economy Limited.

We want to clarify that the “Rockingdeals Circular Economy Limited” is refer as “Rockingdeals CE” in entire Prospectus and the group companies such as Rockingdeals Private Limited and Rockingdeals (HYD) Private Limited as “RDPL” or “RDPL (HYD)” respectively.

#### Company Related Terms

Terms	Description
Articles /Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Rockingdeals Circular Economy Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled — Our Management on page 119 of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s A K A R & Associates, Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of Rockingdeals Circular Economy Limited, including all duly constituted Committees thereof.
Central Registration Centre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Deepika Dixit.
Corporate Office	The Corporate office of our company which is located at 12/3, Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana 121003.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Gaurav Gupta
Depositories Act	The Depositories Act, 1996, as amended from time to time.

Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group 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 set forth in Group Entities on page 137 of this Prospectus.
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled —Our Management on page 119 of this Prospectus.
MOA / Memorandum of Association	Memorandum of Association of Rockingdeals Circular Economy Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
NRIs / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Aman Preet, Mrs. Kulbir Chopra and Mrs. Avneet Chopra are our Promoters.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled — Our Promoters Group. For further details refer page 133 of this Prospectus.
Registered Office	The Registered office of our company which is located at Shop Kh No 424 Basement Ghitorni, Gadaipur South West Delhi-110030.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the period ended on June 2023, and the financial years ended on March 31, 2023, 2022 & 2021 and the restated statements of profit and loss for the period ended on June 2023 and the financial years ended on March 31, 2023, 2022 & 2021 and the restated cash flows for the year period on June 2023 and the financial years ended on March 31, 2023, 2022 & 2021 of our Company prepared in accordance with generally accepted accounting principles (Indian GAAP )and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, NCT of Delhi and Haryana.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.

#### Issue Related Terms

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.

<b>Terms</b>	<b>Description</b>
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this 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 Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being YES Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 232 of this 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 Lot	1000 Equity Shares and in multiples of 1000 Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Friday, November 24, 2023, which published in English editions of Business Standard (a widely circulated English national daily newspaper), Hindi and editions of Business Standard (a widely circulated Hindi national daily newspaper). Further Hindi is also the regional language of the place where our registered office is located. Our Company, in consultation with the LM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, 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, being Wednesday, November 22, 2023, which published in English editions of Business Standard (a widely circulated English national daily newspaper), Hindi editions of Business Standard (a widely circulated Hindi national daily newspaper). Further Hindi is also the regional language of the place where our registered office is located.

Terms	Description
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. Our Company, in consultation with the Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the LM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	Designated Stock Exchange shall be National Stock Exchange of India Limited.
Draft Red Herring Prospectus	Draft Red Herring prospectus filed with the Emerge Platform of National Stock Exchange of India Limited for obtaining In-Principle approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be Finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Offer/Initial Public Offering/ IPO	Public Issue of 15,00,000 Equity Shares of face value of ₹10/- each fully paid of our Company for cash at a price of ₹ 140 per Equity Share (including a premium of ₹ 130 per Equity Share) comprising of a fresh issue of 15,00,000 equity shares aggregating up to ₹ 2100 lakhs by our Company.



Terms	Description
Issue Agreement	The agreement dated September 02, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is Friday, November 24, 2023
Issue Opening Date	The date on which Issue opens for subscription is Wednesday, November 22, 2023
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ₹ 140 per Equity Share of face value of ₹10/- each fully paid.
Issue Proceeds	Proceeds from the Issue that will be available to our Company, being ₹ 21,00,00,000.
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate CapitalVentures Private Limited.
Listing Agreement	The equity listing agreement to be signed between our Company and National Stock Exchange of India Limited.
Market Maker	Market Makers appointed by our Company from time to time, in this case being S S Corporate Securities Limited having SEBI registration number INZ000219533 who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated Thursday, November 09, 2023.
Market Maker Reservation	The Reserved Portion of 85,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ 140 per Equity Share aggregating ₹ 1,19,00,000/- for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 14,15,000 Equity Shares of ₹10/- each of Issuer at ₹ 140 (including share premium of ₹ 130) per equity share aggregating to ₹ 19,81,00,000/-.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled — Objects of the Issue beginning on page 63 of this Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹ 2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Public Issue Account	Account to be opened with the Banker to the Issue/Public Issue Bank i.e. YES Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which will be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign

Terms	Description
	corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹25,00,00,000/- pension fund with minimum corpus of ₹25,00,00,000/- NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being YES Bank Limited].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being Bigshare Services Private Limited. For more information please refer — General Information on page 41 of this Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case YES Bank Limited.
Underwriter	Underwriter to this Issue is Corporate CapitalVentures Private Limited.
Underwriting Agreement	The agreement dated Friday, November 10, 2023 entered into between Corporate CapitalVentures Private Limited and our Company.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Prospectus are open for business. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city of Haryana as notified in the Prospectus are open for business; In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Saturdays, Sundays and bank holidays in accordance with circular issued by SEBI.

#### Conventional and General Terms and Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

Abbreviation	Full Form
AY	Assessment Year
BRLM	Book Running Lead Manager
BIFR	Board for Industrial and Financial Reconstruction
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
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
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
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Integrated Database
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
NAV	Net Asset Value
NDOH	Next Date of Hearing
NGT	National Green Tribunal
NOC	No Objection Certificate
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSE Limited	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number

Abbreviation	Full Form
PAT	Profit After Tax
Plots	Parcel of land demarcated through boundary
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
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.

#### Industry Related Terms

Term	Description
B2B	Business to Business
B2C	Business to Customers
COVID-19	Coronavirus Pandemic 2019
CPI	Consumer Price Index
E-Commerce	Electronic Commerce
ESG	Environmental, Social, and Governance
E-Waste	Electronic Waste
MSME	Micro, Small & Medium Enterprises
Re- Commerce	Reverse Commerce
USP	Unique Selling Proposition / Unique Selling Point.
USD	United States Dollar
WPI	Wholesale Price Index

*Notwithstanding the foregoing:*

- 1. In the section titled "Main Provisions of the Articles of Association" beginning on page number 262 of this Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 2. In the chapters titled "Summary of Issue Documents" and "Our Business" beginning on page numbers 16 and 89 respectively, of this Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 3. In the section titled "Risk Factors" beginning on page number 20 of this Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 4. In the chapter titled "Statement of Tax Benefits" beginning on page number 73 of this Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 5. In the chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page number 182 of this Prospectus, defined terms shall have the meaning given to such terms in that section.*

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Statements", as Restated 'beginning on page 144 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act 2013, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Statements", as Restated beginning on page 144 of this Prospectus.

### Currency and units of presentation

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

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 20, 89 and 182 respectively of this Prospectus.

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

## SECTION II - SUMMARY OF OFFER DOCUMENTS

### SUMMARY OF OUR BUSINESS OVERVIEW

Our company, Rockingdeals Circular Economy Ltd. (herein this section referred as “**Rockingdeals CE**”) is primarily a B-2-B re-commerce player which started its operations in 2005. Our company is primarily engaged in bulk trading of excess inventory, open boxed inventory, re-commerce products and refurbished products, which has been further detailed in this section. These products range in several categories such as small home appliances, apparel, kitchenware’s and household, speaker & mobile accessories, large appliances, footwear etc. These products are generally of various well-known brands such as Samsung, Thomson, MI, LG, symphony, ZARA, Nike, Reebok, Campus, Sony, JBL, Boat, Gizmore, One Plus, etc.

As we are more of B2B platform, Rockingdeals CE take the aforementioned products in bulk from various dealers of Inalsa, Khaitan etc and supplies these products in bulk to clients such as Jindal Mega Mart, Brand Wala, VLE Bazaar Private Limited, HIC International, PSUAVI, KRAT India, Zazz Technology besides to its sister companies such as (Rockingdeals Private Limited, Rockingdeals (HYD) Private Limited, Harkrishanji Products Private Limited). Please refer to page no 104 to see the top ten clients of our company and their respective per centage contribution in our revenue generation.

As on date our company has over 18 categories of Stock Keeping Units (SKU) i.e., electrical appliances (Syska, Havells, LG, Panasonic, Usha, Crompton, Luminous, Phillips etc.), apparels & footwear (Zara, Nike, Campus etc), speaker (Boat, JBL, Gizmore), mobile and mobile accessories (Lenovo, Boat, Gizmore etc) and various other products which the company procures from ecommerce vendors of platforms like Snapdeal (Juscorp), affiliates of Flipkart, Amazon and, etc; companies like GO Auto, Salora International, Zazz Technology Connect Private Limited; and dealers & distributors like Matrix Housewares, Raj Agency, Sudhi Enterprises etc.

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers 89 of this Prospectus.

### A. SUMMARY OF OUR INDUSTRY

By 2025, India's Consumer Electronics and Appliances Industry is predicted to be the fifth-largest in the world. The Indian Appliances and Consumer Electronics (ACE) market is predicted to nearly double in the next 3 years, reaching approximately US\$ 17.93 billion (Rs. 1.48 lakh crore) by 2025. The Indian appliances and consumer electronics industry stood at US\$ 9.84 billion in 2021, and is expected to more than double to reach Rs. 1.48 lakh crore (US\$ 21.18 billion) by 2025. Electronics hardware production in the country stood at US\$ 63.39 billion in 2021. (Source: <https://www.ibef.org/industry/consumer-durables-presentation> )

Re-commerce, or reverse supply chain, entails offering new products in exchange for old ones; reselling returned products; repairing defective products; or recycling or refurbishing used products. It has great significance in today’s times when there is growing awareness amongst businesses and consumers about the need to make environmentally responsible choices.

A report by Infogence Global Research estimated India’s re-commerce at USD 29.54 billion in 2022 and projected it to grow at a CAGR of 6.15 percent by 2027. The report points out that the used smartphone market is seeing better margins for retailers compared to the sale of new smartphones. In 2021 alone, India witnessed the purchase of over \$15 billion worth of new smartphones online. With the number of smartphone users reaching the 550 million mark, it is estimated that, on average, a re-commerce app user sells more than two smartphones from each household when the need to upgrade to new devices rises, as per Red Seer's research.

(Source:<https://timesofindia.indiatimes.com/blogs/voices/re-commerce-is-accelerating-the-progress-of-indias-industries-and-economy-toward-circularity/>)

For detailed information on the Industry please refer to “Our Industry” beginning on page numbers 76 of this Prospectus.



## B. PROMOTERS

The promoters of our Company are Mr. Aman Preet, Mrs. Kulbir Chopra and Mrs. Avneet Chopra. For detailed information please refer chapter titled Our Promoters and Our Promoter Group on page number 133 respectively of this Prospectus.

## C. ISSUE SIZE

The Issue size comprises of issuance of up to 15,00,000 Equity Shares of face value of ₹ 10/- each fully paid-up of the Company for cash at price of ₹ 140 per Equity Share (including premium of ₹ 130 per Equity Share) aggregating to ₹21,00,00,000/-.

## D. OBJECTS OF THE ISSUE

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

	Particulars	Amount (In ₹. Hundreds)
1	Working Capital Requirement	14,00,000.00
2	Brand Positioning and Marketing & Advertisement	1,42,000.00
3	General Corporate Purposes*	1,67,784.00
	<b>Total</b>	<b>17,09,784.00</b>

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

## E. AGGREGATE PRE-ISSUE & POST-ISSUE SHAREHOLDING OF THE PROMOTER, PROMOTER GROUP & PUBLIC AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER

Sr. No.	Name of share holder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
<b>Promoters</b>					
1	Aman Preet	20,55,450	49.42	20,55,450	36.32
2	Kulbir Chopra	16,23,270	39.03	16,23,270	28.68
3	Avneet Chopra	30	Negligible	30	Negligible
	<b>Total - A</b>	<b>36,78,750</b>	<b>88.45</b>	<b>36,78,750</b>	<b>65.00</b>
<b>Promoter Group</b>					
4	Preeti Singh	30	Negligible	30	Negligible
	<b>Total - B</b>	<b>30</b>	<b>Negligible</b>	<b>30</b>	<b>Negligible</b>
<b>Public</b>					
5	Existing Shareholders	4,80,220	11.55	4,80,220	8.49
6	IPO	-	-	15,00,000	26.51
	<b>Total - C</b>	<b>4,80,220</b>	<b>11.55</b>	<b>19,80,220</b>	<b>35.00</b>
	<b>Grand Total (A+B+C)</b>	<b>41,59,000</b>	<b>100.00</b>	<b>56,59,000</b>	<b>100.00</b>

## F. SUMMARY OF FINANCIAL INFORMATION

(Amount in Hundreds except per equity share value)

Particulars	For period ended on June 30, 2023	For the year ended March 31		
		2023	2022	2021
Share Capital	3,67,887.00	12,262.90	12,262.90	12,262.90
Net Worth	8,18,463.05	6,93,311.31	5,38,972.16	5,39,476.66
Revenue (Total income)	9,58,149.53	15,17,532.31	15,33,084.56	10,69,618.61
Profit after Tax	1,25,151.74	1,54,339.14	14,367.98	(1,482.86)
Earnings per share Basic and Diluted*	3.40	4.20	0.39	(0.04)
Net Asset Value per Equity	22.25	18.85	14.65	14.66

Share (in ₹)*				
Total borrowings				
- Long Term	32,310.93	36,817.52	68,241.16	68,851.66
- Short Term	3,40,501.40	3,56,386.30	3,37,860.76	3,42,994.63

\* Since the bonus issue is an issue without consideration. The issue is treated as if it had occurred prior to the beginning of the year march 2021. For further details, please refer chapter titled “Financial Statements” beginning on page 144 of this Prospectus.

\*Adjusted Net Asset Value

#### G. QUALIFICATIONS OF AUDITORS

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

#### H. SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Hundreds)
Company	By	-	1	-	-	20,000.00
	Against	-	-	8	-	11,693.65
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter Group	By	-	-	-	-	-
	Against	-	-	-	-	-
Group Companies/Entities	By	-	1	-	-	Amount not Quantified till date
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 194 of this Red Herring Prospectus.

#### I. RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 20 of this Prospectus.

#### J. SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Prospectus there is no contingent liability other than that mentioned in “Financial Statements”, as Restated beginning on page 175 this Prospectus on the Company.

#### K. SUMMARY OF RELATED PARTY TRANSACTIONS

For details of Related Party Transaction, please refer chapter titled Restated Financials on page 176 of this Prospectus.

#### L. 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 Prospectus.

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

Name of shareholders	No. of Equity Shares bought	Average cost of Acquisition (in ₹)
Aman Preet	19,86,935	0.00
Kulbir Chopra	15,69,161	0.00
Avneet Chopra	30	14.93

*Only the shares acquired, acquired through Bonus Issue and share transfers are considered.*

**N. AVERAGE COST OF ACQUISITION**

The average cost of acquisition per Equity Share to our Promoters as at the date of this red herring prospectus is:

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Aman Preet	20,55,450	1.60
Kulbir Chopra	16,23,270	8.44
Avneet Chopra	30	14.93

*Only the shares acquired, acquired through Bonus Issue and share transfers are considered.*

**O. DETAILS OF PRE-ISSUE PLACEMENT**

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

**P. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has not issued shares for consideration other than cash during last one year except the following:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
April 10, 2023	35,56,241	10.00	NIL	Other than Cash	Bonus Issue

For further details regarding Issue of Shares please refer chapter titled Capital Structure on Page 49 of this Prospectus.

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

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

**R. EXEMPTION FROM COMPLYING SECURITIES LAWS**

No, our company has not been granted any such exemption.

*This space has been left blank intentionally*

**SECTION III- RISK FACTORS**

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 89 and 182, respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “Financial Information, as Restated” beginning on page number 144 of this Prospectus.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.*

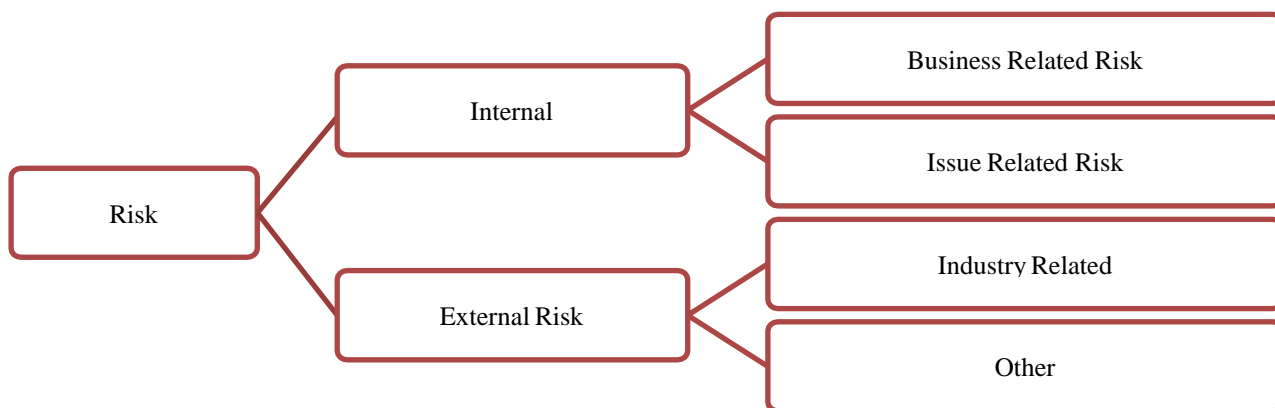
*This Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

**Materiality**

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

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

**Classification of Risk Factors**



*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.*

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

## INTERNAL RISK FACTORS

### Business Related Risks:

- 1. Our Company has given Corporate Guarantees\* of ₹ 5,65,917.47 as on June 30, 2023 in respect to the credit facilities taken by our promoter group company. We cannot assure that there will be no default done by our promoter group entity in the future.**

Our company has extended Corporate Guarantees to support the credit facilities availed by the promoter group company, M/s Rockingdeals Private Limited. These credit facilities include a cash credit limit of Rs. 4,95,000.00 and a guaranteed emergency credit line of Rs. 70,917.47 as on June 30, 2023. Further, the company has utilized its property as collateral for the aforementioned credit facilities.

We cannot assure you that there will be any default in the re-payment by the group entity in the future. If any default commits by our group entity, it may affect our business. This would mean that we would have to pay off the loan on behalf of our group entity, which would impact our cash flows and financial position. Additionally, this could lead to a deterioration in our relationship with the banks extending the loan to our group entity, making it harder for us to secure loans in the future. Beyond the financial implications, a default by our group entity could also dent our reputation and credibility in the market. Lenders and other stakeholders may question our ability to manage our affairs, which could result in loss of confidence and a decline in the value of our securities. This could, in turn, impact our ability to raise capital and grow our business in the long run. There have been no instances of crystallization of guarantees in the past. This indicates that our company and associates have been able to meet their loan obligations without triggering the need for the corporate guarantees to be invoked. While the absence of past crystallizations is positive, it is important to consider that the risk of crystallization remains present in the future. Unforeseen events or financial difficulties faced by our group entity could potentially lead to the invocation of the guarantees. In such a scenario, our company would be required to honour the guarantee and make the repayments on behalf of its group entity.

*(\*The figures mentioned in this risk factor are in Hundreds)*

- 2. We may continue to derive a material portion of our revenue from our top five customers, which include Rockingdeals Private Limited/ Harkrishanji Products Private Limited/ Rockingdeals (HYD) Private Limited (Our Promoter Group Companies). Any loss of business from one or more of top 5 customer may adversely affect our revenues and profitability.**

At present, we derive most of our revenues from the sale of products from limited number of customers.

*(Figures in Hundreds)*

Particular	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Revenue from Operations	15,01,008.14	14,82,816.41	10,55,632.13
Top 5 Customers	12,24,154.46	13,24,069.00	7,00,815.85
<b>% of top 5 Customers to Revenue from Operations</b>	<b>81.56</b>	<b>89.29</b>	<b>66.38</b>

Our Top 5 Customers are:

*(Figures in Hundreds)*

Name of Top 5 Customers	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Rockingdeals Private Limited	4,35,853.49	9,63,845.60	2,99,595.13
Newjaisa Technologies Limited	3,75,037.12	-	-
Harkrishanji Products Private Limited (HR)	2,21,119.47	2,19,968.78	1,85,685.86
Rockingdeals Private Limited (Hyderabad)	1,26,112.51	56,159.42	-
Krat India	66,031.86	-	-
Aar Kay Innovations Limited	-	47,547.95	-
PSUAVI	-	36,547.25	-
Karma Enterprises	-	-	1,07,499.32

Garg Enterprises	-	-	69,691.65
Laxyo Energy Limited	-	-	38,343.88

Any decline in our quality standards, growing competition and any change in the demand for our product by these customers 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, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

**3. Majority of our state wise revenues from operations for the last 3 years is dependent majorly on Haryana. Any adverse developments affecting our operations in these states could have an adverse impact on our revenue and results of operations.**

Geographical distribution of our revenue bifurcated on page no. 102 of this Prospectus, Majority of state wise revenue is contributed from Haryana i.e 48.73%, 74.13%, 59.38% of our revenues for the year ended March 31, 2023, 2022 and 2021 respectively. Such concentration of revenue in Haryana may have an adverse effect. Further, drastic change in Taxes and other levies imposed by State Government of Haryana as well as other financial policies and regulations, political and deregulation policies, if changed, could harm business and economic conditions. However, the composition and revenue generated from various states might change as we continue to add new customers in the different parts of India.

**4. Our Company procure the product from various brands or external vendors for sourcing the product requirements. Also, we do not have long-term agreements with our suppliers and an inability to procure the desired quality, quantity of our products at acceptable prices, may adversely affect our business, profitability and reputation.**

At present, we derive most of our purchase from limited number of vendors.

(Amount in Hundreds)

Particular	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Total Purchases	10,59,686.45	12,90,879.93	8,98,535.91
Top 5 Suppliers	6,06,731.91	11,10,208.13	6,54,086.96
<b>% of top 5 suppliers to total purchases</b>	<b>57.25%</b>	<b>86.00%</b>	<b>73.00%</b>

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of our products at acceptable prices. The absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors.

Further, we cannot assure you of our ability to enter into any agreements with our existing suppliers on terms acceptable to us, which could have an adverse effect on our ability to source supplies in a commercially viable and timely manner which may impact our business and profitability. Discontinuation of such supply or a failure of these vendors to adhere to the delivery schedule or the required quality could hamper our sales and therefore affect our business and results of operations.

**5. There is risk of Forward or Downward Integration by our supplier to directly start selling their products to the end customer or our clients.**

Forward or Downward Integration means manufacturer or suppliers start selling their products to the end consumer. As our business is dependent on the supply of products from the various e-commerce platform or manufacturers for the open boxed or excess inventory. There is always a risk from our supplier that they directly start selling their products to the end consumer or our clients. In that scenario, the supply of the product gets disrupt and we will not able to fulfil the demand for our clients. It will have an adverse effect on our business, cash flows, financial condition and results of operations.

**6. Our inability to expand or effectively manage our B2B Partners/ Vendors network may have an adverse effect on our business, results of operations and financial condition.**

Our ability to expand and grow in B2B is somehow dependent upon our B2B Vendors, to whom we sell our bulk inventories. We continuously seek to increase the penetration of our products by appointing new vendors targeted at different customer

groups and geographies. We cannot assure you that we will be able to successfully identify or appoint new vendors or effectively manage our existing network. If the terms offered to such vendors by our competitors are more favourable than those offered by us, vendors may decline to distribute our products and terminate their arrangements with us. We may be unable to appoint or replacement vendors in a timely fashion, or at all, which may reduce our sales volumes and adversely affect our business, results of operations and financial condition.

**7. Our company "Rockingdeals Circular Economy Limited" and our promoter group companies "Rockingdeals Private Limited" and "Rockingdeals (HYD) Private Limited" are working under the same brand name "Rockingdeals".**

As our company and our promoter group companies are working under the same brand names. There are several risks which our company may face in future:

- If any of the promoter group companies faces a significant issue, such as a scandal, financial crisis, or product recall, it can tarnish the brand's reputation.
- Operating under the same brand can create confusion in the market about the distinct identity and operations of individual company within the group. This might hinder our company's ability to establish its unique presence.
- In some cases, operating under the same brand can lead to legal and regulatory challenges, if any of our promoter group company faces the regulatory action, it will impact brand image of our company also.

**8. The possibility of counterfeit or fake products could result in liability issues and harm our reputation.**

Our company engaged in the business of open boxed, excess inventory and refurbished products there are high chances of receiving counterfeit and fake products from our vendors, henceforth our business is exposed to the risk of product liability. Therefore, if our products found fake or counterfeit then it will lead to negative publicity which will harm the reputation and brand image of the company. Consequently, it has the potential to impact our business, financial positions and operational outcomes.

**9. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same.**

The objects of the Issue have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates and consequently our funding requirements may also change. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**10. Our company has entered into a partnership with the SSL E-Waste Management LLP, in future our company may rely on the future purchases.**

Recently, our company has entered into a partnership with SSL E-Waste Management LLP "SSL" for fulfilling our demand for the e-waste product. In future our company may procure the e-waste product from the SSL at a fair market value which in the past has been procured from our other vendors. Once the operations of this SSL will start our company has plan to procure the e-waste products from the SSL. Consequent to which our company may rely on the SSL for procurement of e-waste products. Such level of dependency on a supplier for e-waste product may poses a risk to our supply chain. In the event of any unanticipated external disruptions or conflict between the partners of the LLP, may result to affect the supply chain and could have an impact on revenue from e-waste product.

**11. We require certain registrations and permits to operate our business, and failure to obtain them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.**

Our Company is not in possession of Fire NOC in respect of our registered office, corporate office and warehouses. Upon cognizance being taken by the appropriate authority, the Company and its officers in default may face penalties and/or prosecution under the extant provisions, which could have an adverse impact on our business, results of operations and cash

flows. However, our company is in the process of making application for the fire NOC. For details regarding pending approvals, please refer to section titled “Government and Other Approvals” beginning on page 201 of the Prospectus.

- 12. Our Company has in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.**

As on June 30, 2023, we have entered into related party transactions with our Promoter, Directors and Group Companies which are in compliance with applicable provisions of the Companies Act, 2013 and all other applicable laws. Whilst these related party transactions have been disclosed in our financial statements as per AS-18, and we believe that all such transactions have been conducted on an arms-length basis, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, 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. For further details kindly refer to Note no. 31 of the Restated Financial Statement on page no. 176 of the Prospectus.

- 13. Our business is subject to seasonality (as we see higher demand of our products from our customers during the festive seasons), which may contribute to fluctuations in our periodical results of operations and financial condition.**

Our business is subject to seasonality as we see higher demand of our products from our customers during the festive seasons which generally starts from Dusshera/Diwali/ Christmas / New Year onwards and higher demand from clients in third and fourth quarter of financial year, these two quarters contribute around 70% of our total revenue. Accordingly, our results of operations and financial condition in one or two quarter/period may not accurately reflect the trends for the entire financial year and may not be comparable with our results of operations and financial condition for other quarters/periods. Additionally, any significant event such as unforeseen economic slowdown, political instabilities or epidemics during these peak seasons may adversely affect our business and results of operations.”

- 14. We do not own the premises in which our registered office is located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.**

We operate our business from the following places which is taken by our company on lease or rent basis. As on date our company has registered office, one corporate office, one showroom and two warehouses.

Sr. No.	Details of Property	Name of Lessor/Owner	Purpose	Tenure	Validity upto	Rent (in Hundreds)
1.	Shop Khasra No. 424, Basement, M.G. Road Ghitorni, New Delhi-110030	Rocking Deals Private Limited	Registered Office	11 Months	11.12.2023	2,200.00/- P.A.
2.	12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana - 121003	M/s Chopra & Electricals	Corporate Office & Warehouse	3 years	15.01.2025	6,562.50/- P.A.*
3.	Ground Floor, Plot No. 186, Sector 59, Ballabhgarh, Industrial Area – 121004,	Mr. Amanpreet	Warehouse	11 Months	01.07.2024	2,200.00/- P.A.
4.	Plot No. 180, Sector 58, Ballabhgarh, Industrial Area – 121004	M/s Rockingdeals Private Limited	Warehouse	11 Months	01.07.2024	2,200.00/- P.A.
5.	5N/44A, K.C. Road, Near, BTW, NIT 5, Faridabad (Haryana)	BK Malik HUF	Marketing Store	7 Months	30.11.2023	1,000.00/- P.M.

\*subject to escalation rate of 5%



The registered office and warehouse premises are owned by our promoter group Company M/s Rockingdeals Private Limited and our promoter Mr. Aman Preet. In case of conflict of Interest our company has required to vacate the premises.

Unless the lease of our premises is renewed, upon termination of the lease, we are required to return the premises office to the Lessor/Licensor. There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licensor terminates or does not renew the agreements, we are required to vacate the said premises where operational activities are carried out. In such a situation, we have to identify and take alternative premises and enter into fresh lease or leave and license agreement at less favourable terms and conditions to shift our registered office and operations. Such a situation could result in time overruns and may adversely affect our operations temporarily.

**15. One of our lease agreements has not been registered as a result of which our operations may be affected.**

Our lease agreement for the store situated at 5N/44A, K.C. Road, Near, BTW, NIT 5, Faridabad (Haryana) has not been registered under the Registration Act 1908. The effect of non-registration is that the document is not an admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for non-registration. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to registration may impact the operations of our Company. However, our company will vacate this premises on 30.11.2023

**16. Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition and results of operations.**

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability.

Our high level of inventory increases the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business. In the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner, which could have an adverse effect on our business, cash flows, financial condition and results of operations.

**17. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.**

Our success heavily depends upon the continued services of our Key Managerial Personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Personnel for executing our day-to-day activities. The loss of any of our Promoters and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to chapter —Our Management|| beginning on page 119.

**18. Our company and group companies are involved in certain legal proceeding(s) potential litigations, departmental notices and tax proceedings. Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a adverse effect on our business, results of operations, cash flows and financial condition. A classification of these legal and other proceedings are as follows:

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs. in Hundreds)
Company	By	-	1	-	-	20,000.00
	Against	-	-	8	-	11,693.65
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Promoter Group	By	-	-	-	-	-
	Against	-	-	-	-	-
Group Companies/Entities	By	-	1	-	-	Not Quantified till Date
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

We are involved in the certain departmental notices and tax proceedings against the Company adjudication at different levels of adjudication. We cannot provide assurance that these below mentioned proceedings will be decided in our favour.

Summary of Departmental Notices is provided below:

S. No.	Notice Number	By/Against	Proceedings/Status	Amount Involved (In Hundreds)	Department
1.	GST/D.EAST/MCIE/R-165/AGCR AUDIT/182/2022	Against	Response submitted on 08.09.2022. No next date of hearing fixed.	Not quantified till date.	Assistant Commissioner, GST Department, Delhi
2.	2015201437002206893C	Against	Response submitted on 22.09.2022. No next date of hearing fixed.	1,338.63/-	Income Tax Department, Delhi
3.	2020201937008316814C	Against	Response submitted on 22.09.2022. No next date of hearing fixed.	88.42/-	Income Tax Department, Delhi
4.	2013200937014617311T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	293.28/-	Income Tax Department, Delhi
5.	2011201037007579773T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	413.08/-	Income Tax Department, Delhi
6.	2020202037023728584T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	3,506.08/-	Income tax Department, Delhi
7.	2018201537045230655T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	4,780.72/-	Income Tax Department, Delhi
8.	2018201837103225492T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	1,273.44/-	Income Tax Department, Delhi

For further details, please refer chapter titled "Outstanding Litigations & Material Developments" beginning on page 194 of this Prospectus.

**19. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies and taxation authorities.**

In the past, there have been some instances of delays in filing statutory forms with the RoC such as MGT-7, MGT- 14, AOC-4, DPT-3, MR-1 with the additional fees. Also, we have delayed in filing few of our GST returns, TDS Returns, Advanced Tax,

EPF returns with the concerned offices on several instances and have accordingly been subjected to penalty and charged with interest for delayed deposit of tax on various instances.

Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

**20. We have issued Equity Shares during the last one year at a price that may be below the Issue Price.**

During the last one year we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
April 10, 2023	35,56,241	10.00	NIL	Other than Cash	Bonus Issue
September 15, 2023	4,80,130	10.00	100	Cash	Preferential Allotment

**21. Our Company does not have any documentary evidence for the educational qualifications for one of our promoters.**

Our esteemed promoter, Mrs. Kulbir Chopra, unfortunately cannot locate her education qualification certificates at the moment. The table below presents the qualifications attained by her. Regrettably, the educational records are currently unavailable for review due to misplacement. In this regard, we have taken the step of filing reports with the appropriate police stations, as indicated by the dates provided below. For further details, please refer to the chapter titled “Our Management” on page 119 of this Prospectus.

Sr. No.	Name of Director	Designation	Qualifications	FIR with Police Station and Date
1.	Mrs. Kulbir Chopra	Promoter and Director	High School Graduate	With Crime Branch of Delhi Police on May 11, 2023

**22. We operate in a competitive environment and face fair competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.**

The industry in which the Company operates is fairly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by competitive pricing, latest consumer trends and technology. These frequent changes and their impact on consumer demand may result into both price and demand volatility, leading to change in the competitive scenario. Due to the expansive nature of our business, we face competition from various kinds of players including, players operating in retail, wholesale and e-commerce space. Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. We compete primarily on the basis of quality of our services, customer satisfaction. We face various competitive challenges, few are:

- pricing our products to remain competitive while achieving a customer perception of comparatively higher value;
- anticipating and quickly responding to changing consumer demands;
- maintaining favorable brand recognition and effectively marketing our products to consumers in diverse markets;
- providing strong and effective marketing support;

Thus, some of our competitors may have certain other advantages over us, including established track record, superior service offerings, larger portfolio of services, technology and greater market penetration, which may allow our competitors to better respond to market trends. They may also have the ability to spend more aggressively on marketing initiatives and may have more flexibility to respond to changing business and economic conditions than we do. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands and customer preferences, and offer customer quality services at competitive prices. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**23. *The possibility of defective products could result in liability issues and harm our reputation.***

As we engaged in the business of unboxed or excess inventory, there are huge chances of receiving defective and damage product from our vendors, therefore our business is inherently exposed to the risk of product liability, which arises due to the possibility that some manufacturers or vendors may not offer warranties for their products. In such cases, if the product found defective our company has to bear the cost of such defective products. Further the defective product led to costs associated with product repairs. Furthermore, if our products are sold without identifying the defect or perceived as defective and receive negative publicity, it could harm our brand image and reputation. Consequently, any of these factors has the potential to significantly and negatively impact our business, financial standing, and operational outcomes.

**24. *The possibility of counterfeit or fake products could result in liability issues and harm our reputation.***

Our company engaged in the business of open boxed, excess inventory and refurbished products there are high chances of receiving counterfeit and fake products from our vendors, henceforth our business is exposed to the risk of product liability. Therefore, if our products found fake or counterfeit then it will lead to negative publicity which will harm the reputation and brand image of the company. Consequently, it has the potential to impact our business, financial positions and operational outcomes.

**25. *Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

As on date of this Prospectus, we have obtained various insurance policies such as insurance coverage in respect of certain risks related to stock. We face the risk of loss resulting from product liability, warranty, and other lawsuits, whether or not such claims are valid. Moreover, our insurance coverage may not be adequate to cover such claims or may not be available to the extent we expect. Although, we attempt to obtain coverage for and mitigate our liability for damages arising from negligent acts, errors or omissions through insurance policies, our liability may sometimes not be covered as a result of the limitations of liability set forth in our insurance policies. For details of insurance policies we maintain, see "Business – Insurance" beginning on page 106 of Prospectus.

**26. *We have applied for registration of logo  and do not own the trademark legally as on date. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third-party intellectual property rights.***

We have applied for registration of our name and logo under the provisions of the Trademarks Act, 1999 and do not own the trademark as on date. As such we do not enjoy the statutory protections accorded to a registered trademark as on date. We are in the process of for registration of our logo under the provisions of the Trade Marks Act, 1999. There can be no assurance that we will be able to register the trademark in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all.

Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

**27. *Quality concerns and negative publicity, if any, would adversely affect the value of our brand, and our sales.***

Our business is dependent on the trust our customers have in the quality of our products as well as on our ability to protect our brand value. Any negative publicity regarding our Company, brands or products, including those arising from a drop in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our brand value, our operations and our results from operations.

**28. *We may not be able to sustain effective implementation of our business and growth strategy.***

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business plan but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

***29. Our growth will depend on our ability to build our brand and failure to do so will negatively impact our ability to effectively compete in this industry.***

We believe that we need to continue to build our brand, “”, which will be critical for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. The brand promotion activities that we may undertake may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we are unable to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.

***30. The outbreak of COVID-19 or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.***

One significant risk factor related to COVID-19 is the disruption in supply chains. Due to the pandemic, many countries implemented lockdowns, travel bans, and restrictions on economic activities. If for any reason the same situation arises in the upcoming areas, it may affect our supply or demand schedules, potentially leading to delays of product delivery. Moreover, the manufacturer who sourced their components or raw materials are sourced from heavily affected regions, their production and distribution may be severely impacted, causing prolonged delays in fulfilling demands or even halting production altogether. The risk of disruption in supply chains highlights the importance for companies to diversify their supplier base geographically and establish contingency plans for alternative sources of essential components. However, the uncertainty and risk associated with COVID-19 cannot be completely ignored.

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

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

***32. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Promoters who are directors as well, hold Equity Shares in our Company and may be interested in our Company to the extent of interest received on loan given, their shareholding and dividend entitlement in our Company.***

Our Promoters who are directors as well are interested in our Company to the extent of interest received on the loan given to the company and their shareholding and dividend entitlement in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled “Our Management” and “Our Promoters and Promoter Group” on pages 119 and 133 respectively of this Prospectus.

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

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer “Dividend Policy” on page 143 of this Red Herring Prospectus.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company has entered presently and may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see “Dividend Policy” on page no 143 of this Prospectus.

***34. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,00,00,000/-. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

***35. You may be subject to Indian taxes arising out of capital gains on sale of 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 realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months shall be subject to capital gains tax in India at 10% of such capital gain exceeding Rs. 1,00,000 if Securities Transaction Tax (STT) has been paid on both acquisition and transfer of such shares. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. However, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised 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. For more details, please refer to —Statement of Tax Benefits|| beginning on page 73.

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

Prior to this Issue, there has been no public market for our Equity Shares. S S Corporate Securities Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and

limitations of Market Maker, please refer to the section titled —General Information – Details of the Market Making Arrangement|| for this Issue beginning on page 41

**Issue Related Risk:**

- 1. We cannot assure you that our equity shares will be listed on the NSE Emerge in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through the Red Herring Prospectus listed on NSE EMERGE platform in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the Emerge platform of NSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

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

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

- 3. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to our Industry;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

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

The Issue Price of our Equity Shares has been determined by book building method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 70 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;

4. General market conditions; and
5. Domestic and international economic, legal and regulatory factors unrelated to our performance.

#### **EXTERNAL RISK FACTORS**

**1. *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.

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

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

**3. *If inflation rises in India, increased costs may result in a decline in profits.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. Increasing inflation in India could cause a rise in the costs of rent, wages, raw materials and other expenses. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse

**4. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- Custom duties on imports of raw materials and components;
- Goods and Service Tax

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

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

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

**6. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**7. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Prospectus.***



While facts and other statistics in the Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled **“Industry Overview”** beginning on page 76 of this 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, as the case may be, elsewhere.

**8. *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 and magnitude, which may negatively affect our stock prices.

**9. *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.

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## SECTION IV- INTRODUCTION

### THE ISSUE

PRESENT OFFER IN TERMS OF THIS PROSPECTUS	
<b>Offer for Equity Shares*</b>	Up to 15,00,000 Equity Shares aggregating to ₹ 21,00,00,000/-
Public Offer of Equity Shares by our Company	
<b>The Offer consists of:</b>	
<b>Fresh Issue</b>	15,00,000 Equity Shares aggregating to ₹ 21,00,00,000/-
<b>of which</b>	
<b>Reserved for the Market Makers</b>	85,000 Equity Shares aggregating to ₹ 1,19,00,000/-
<b>Net Offer to the Public</b>	14,15,000 Equity Shares aggregating to ₹ 19,81,00,000/-
<b>Out of which</b>	
<b>A. QIB Portion</b>	Not more than 7,00,000 Equity Shares aggregating to ₹ 9,80,00,000/-
Of which:	
(a) Anchor Investor Portion	Upto 4,20,000 Equity Shares aggregating to ₹ 5,88,00,000/-
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Upto 2,80,000 Equity Shares aggregating to ₹ 3,92,00,000/-]
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	Upto 14,000 Equity Shares aggregating to ₹ 19,60,000/-
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 2,66,000 Equity Shares aggregating to ₹ 3,72,40,000/-
<b>B. Non-Institutional Category</b>	Not Less than 2,15,000 Equity Shares aggregating to ₹ 3,01,00,000/-
<b>C. Retail Portion</b>	Not Less than 5,00,000 Equity Shares aggregating to ₹ 7,00,00,000/-
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	41,59,000 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Offer</b>	56,59,000 Equity Shares of face value of ₹10 each
<b>Objects of the Offer/ Use of Offer Proceeds</b>	Please see the chapter titled “Objects of the Issue” on page 63 of Prospectus for information about the use of Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

#### Notes

- 1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (1) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*
- 2) *The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on August 17, 2023 and by our Shareholders pursuant to a resolution passed at the EGM held on August 19, 2023. For further details please refer to section titled, Issue Structure” beginning on page no. 228 of this Prospectus.*
- 3) *\*The allocation in the net issue to the public category shall be made as per the requirements of Regulation 253(1) of SEBI ICDR regulations, as amended from time to time. Our Company in consultation with the BRLMs may allocate as follows-*
  - a) *Not less than thirty-five per cent to retail individual investors;*
  - b) *Not less than fifteen per cent to non-institutional investors; and*
  - c) *Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds;*

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

*Provided further that in addition to five percent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

*For further details, please see the section entitled “Issue Structure” or “Issue Procedure” on page 228 or 232. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.*

## SUMMARY OF FINANCIAL INFORMATION

## STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In Hundreds)

PARTICULARS		Note No.	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
<b>A</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholder's Funds</b>					
	(a) Share Capital	3	3,67,887.00	12,262.90	12,262.90	12,262.90
	(b) Reserves and Surplus	4	4,50,576.05	6,81,048.41	5,26,709.26	5,27,213.76
	(c) Money received against share warrants		-	-	-	-
			<b>8,18,463.05</b>	<b>6,93,311.31</b>	<b>5,38,972.16</b>	<b>5,39,476.66</b>
<b>2</b>	<b>Share application money pending allotment</b>					
<b>3</b>	<b>Non Current Liabilities</b>					
	(a) Long term Borrowings	5	32,310.93	36,817.52	68,241.16	68,851.66
	(b) Deferred Tax Liabilities (Net)		-	-	-	-
	(c) Other Long term Liabilities		-	-	-	-
	(d) Long term Provisions	9	4,945.20	4,945.20	9,075.60	10,920.21
			<b>37,256.13</b>	<b>41,762.72</b>	<b>77,316.76</b>	<b>79,771.87</b>
<b>4</b>	<b>Current Liabilities</b>					
	(a) Short Term borrowings	6	3,40,501.40	3,56,386.30	3,37,860.76	3,42,994.63
	(b) Trade Payable	7				
	(i) total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		46,656.71	5,332.73	4,14,225.51	4,48,907.91
	(c) Other Current Liabilities	8	1,00,629.51	80,068.80	26,099.56	4,46,148.38
	(d) Short Term Provisions	9	93,939.48	49,736.00	2,795.03	5,786.78
			<b>5,81,727.10</b>	<b>4,91,523.82</b>	<b>7,80,980.85</b>	<b>12,43,837.71</b>
	<b>Total</b>		<b>14,37,446.28</b>	<b>12,26,597.85</b>	<b>13,97,269.78</b>	<b>18,63,086.24</b>
<b>B</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-Current Assets</b>					
	(a) Property, Plant and Equipment & Intangible Assets					
	(i) Property, Plant and Equipment	10	3,85,687.41	3,91,543.88	4,07,039.65	4,32,149.34
	(ii) Intangible Assets		-	-	-	-
	(iii) Capital work in progress		-	-	-	-
	(iv) Intangible Assets under development		-	-	-	-
	(b) Non-current Investments	11	13,210.00	1,210.00	1,210.00	1,210.00
	(c) Deferred Tax Assets (Net)	12	19,973.59	20,181.87	21,222.81	22,737.87
	(d) Long term loans & advances	13	71,301.71	72,752.66	69,939.34	35,701.17
	(e) Other non-current assets		-	-	-	-
			<b>4,90,172.71</b>	<b>4,85,688.40</b>	<b>4,99,411.80</b>	<b>4,91,798.38</b>
<b>2</b>	<b>Current Assets</b>					
	(a) Current Investments		-	-	-	-
	(b) Inventories	14	7,39,492.25	5,04,674.43	5,07,358.38	4,89,886.26
	(c) Trade Receivables	15	1,06,645.22	2,22,297.56	3,47,455.40	4,16,051.69
	(d) Cash and Cash Equivalents	16	8,242.26	6,452.16	30,114.93	15,865.42
	(e) Short term loans & advances		-	-	-	-
	(f) Other Current Assets	17	92,893.84	7,485.29	12,929.27	4,49,484.48
			<b>9,47,273.57</b>	<b>7,40,909.45</b>	<b>8,97,857.97</b>	<b>13,71,287.85</b>
	<b>Total</b>		<b>14,37,446.28</b>	<b>12,26,597.85</b>	<b>13,97,269.78</b>	<b>18,63,086.24</b>

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates**  
**Chartered Accountants**  
**FRN: 003753N**

**Rasik Makkar**  
**Partner**  
**M.No: 086414**  
**UDIN- 23086414BGSLIZ6364**

**Date: 02-09-2023**  
**Place: Delhi**

**For & on behalf of Board of Directors**  
**Rockingdeals Circular Economy Limited (Formerly**  
**known as Technix Electronics Limited, Originally known**  
**as Technix Electronics Private Limited)**

**Aman Preet**  
**Managing Director**  
**DIN: 00140021**

**Kulbir Chopra**  
**Director**  
**DIN: 03193553**

**Gaurav Gupta**  
**Chief Financial Officer**  
**PAN: BAOPG5507K**

**Deepika Dixit**  
**Company Secretary**  
**Mem. No.: A61222**

## STATEMENT OF PROFIT AND LOSS AS RESTATED

(Figures in Hundreds)

PARTICULARS		Note No.	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I	Revenue from Operations	18	9,58,149.53	15,01,008.14	14,82,816.41	10,55,632.13
II	Other Income	19	0.31	16,524.17	50,268.15	13,986.48
III	<b>Total income (I+ II)</b>		<b>9,58,149.84</b>	<b>15,17,532.31</b>	<b>15,33,084.56</b>	<b>10,69,618.61</b>
IV	<b>EXPENSES</b>					
	Cost of materials consumed		-	-	-	-
	Purchase of Stock -in Trade	20	9,46,725.96	10,59,686.45	12,90,879.93	8,98,535.91
	Changes in inventory of finished goods, work-in -progress, stock-in trade	21	(2,34,817.82)	2,683.95	(17,472.12)	(1,63,066.54)
	Employee benefits expenses	22	18,785.03	50,978.49	69,698.15	1,30,748.08
	Finance Costs	23	12,062.25	43,455.40	39,000.15	36,499.66
	Depreciation and Amortization Expense	10	5,856.46	24,953.66	23,449.46	37,566.12
	Other Expenses	24	40,262.93	1,30,931.07	1,09,202.94	1,27,153.12
	<b>Total Expenses (IV)</b>		<b>7,88,874.81</b>	<b>13,12,689.02</b>	<b>15,14,758.51</b>	<b>10,67,436.34</b>
V	<b>Profit before exceptional and extraordinary items and tax (III -IV)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
VI	Exceptional Items		-	-	-	-
VII	<b>Profit before extraordinary items and tax (V-VI)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
VIII	Extraordinary Items		-	-	-	-
IX	<b>Profit before Tax (VII-VIII)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
X	Tax Expense:					
	1) Current Tax		43,915.01	49,463.20	2,443.01	4,566.33
	2) Deferred Tax		208.28	1,040.94	1,515.06	(901.20)
XI	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>1,25,151.74</b>	<b>1,54,339.14</b>	<b>14,367.98</b>	<b>(1,482.86)</b>
XII	Profit/(loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operations		-	-	-	-
XIV	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
XV	<b>Profit/(loss) for the Period (XI+ XIV)</b>		<b>1,25,151.74</b>	<b>1,54,339.14</b>	<b>14,367.98</b>	<b>(1,482.86)</b>
XVI	Earning Per Equity Share (Rs)	25				
	1) Basic		3.40	4.20	0.39	(0.04)
	2) Diluted		3.40	4.20	0.39	(0.04)

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates  
Chartered Accountants  
FRN: 003753N**

**Rasik Makkar  
Partner  
M.No: 086414  
UDIN- 23086414BGSLIZ6364**

**Date: 02-09-2023  
Place: Delhi**

**For & on behalf of Board of Directors  
Rockingdeals Circular Economy Limited (Formerly  
known as Technix Electroncs Limited, Originally known  
as Technix Electronics Private Limited)**

**Aman Preet  
Managing Director  
DIN: 00140021**

**Kulbir Chopra  
Director  
DIN: 03193553**

**Gaurav Gupta  
Chief Financial Officer  
PAN: BAOPG5507K**

**Deepika Dixit  
Company Secretary  
Mem. No.: A61222**

## STATEMENT OF CASH FLOW AS RESTATED

(Figures in Hundreds)

PARTICULARS	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Cash Flow from Operating Activities</b>				
Net Profit Before Taxation	1,69,275.03	2,04,843.29	18,326.05	2,182.27
<u>Adjustments For:</u>				
Depreciation on Fixed Assets	5,856.46	24,953.66	23,449.46	37,566.12
Interest Expense	12,062.25	43,455.40	39,000.15	36,499.66
<u>Deduct:</u>				
Profit on Sale of Fixed Asset	-	-	589.77	8,645.71
Amount written off	-	-	14,872.47	-
Interest Income	-	261.31	534.41	7.54
<b>Operating Profit Before Working Capital</b>	<b>1,87,193.74</b>	<b>2,72,991.03</b>	<b>64,779.01</b>	<b>67,594.79</b>
<u>Adjustments For:</u>				
(Increase) /Decrease in Inventories	(2,34,817.82)	2,683.95	(17,472.12)	(1,63,066.54)
(Increase) /Decrease in Trade Receivables	1,15,652.34	1,25,157.84	68,596.29	(1,75,363.13)
(Increase) /Decrease in Loans and Advances	1,450.95	(2,813.32)	(34,238.17)	67,618.79
(Increase) /Decrease in Other Current Assets	(85,408.55)	5,443.97	4,36,555.21	(3,23,763.31)
Increase/(Decrease) In Trade Payables	41,323.98	(4,08,892.78)	(34,682.40)	4,23,872.30
Increase/(Decrease) In Current Liabilities	20,560.71	53,969.24	(4,20,048.83)	(49,993.68)
Increase/(Decrease) In Provisions	288.47	(4,204.71)	(1,859.52)	11,168.52
<b>Cash Generated from Operations</b>	<b>46,243.83</b>	<b>44,335.23</b>	<b>61,629.48</b>	<b>(1,41,932.26)</b>
Less: Income Tax Paid	0	2,447.92	5,419.85	7,779.90
<b>Net Cash Inflow From/(Outflow) From Operating Activities (A)</b>	<b>46,243.83</b>	<b>41,887.31</b>	<b>56,209.63</b>	<b>(1,49,712.16)</b>
<b>Cash Flow from Investing Activities</b>				
(Purchase)/ Sale of Investments	(12,000.00)	-	-	-
Profit on Sale of Investment	-	-	-	-
(Purchase)/ Sale of Fixed Assets (Tangible + Intangible)	0	(9,457.88)	2,250.00	37,500.00
Dividend Received	-	-	-	-
Interest Received	-	261.31	534.41	7.54
<b>Net Cash Inflow From/(Outflow) From Investing Activities (B)</b>	<b>(12,000.00)</b>	<b>(9,196.57)</b>	<b>2,784.41</b>	<b>37,507.54</b>
<b>Cash Flow from Financing Activities</b>				
Proceeds From Issue of Shares (Including Premium)	-	-	-	-
Net Proceeds from short term borrowings	(15,884.89)	18,525.54	(5,133.87)	39,631.30
Dividend Paid	-	-	-	-
Long Term Borrowing	(4,506.60)	(31,423.64)	(610.50)	(22,257.69)
Interest Paid	(12,062.25)	(43,455.40)	(39,000.15)	(36,499.66)
<b>Net Cash Inflow From/(Outflow) From Financing Activities (C)</b>	<b>(32,453.73)</b>	<b>(56,353.50)</b>	<b>(44,744.53)</b>	<b>(19,126.05)</b>
<b>Net Increase /(Decrease) In Cash and Cash Equivalents (A+B+C)</b>	<b>1,790.09</b>	<b>(23,662.76)</b>	<b>14,249.51</b>	<b>(1,31,330.67)</b>
<b>Cash And Cash Equivalents at The Beginning of The Period</b>	<b>6,452.16</b>	<b>30,114.93</b>	<b>15,865.42</b>	<b>1,47,196.08</b>

<b>Cash And Cash Equivalents at The Closing of The Period</b>	<b>8,242.26</b>	<b>6,452.16</b>	<b>30,114.93</b>	<b>15,865.42</b>

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates**  
**Chartered Accountants**  
**FRN: 003753N**

**For & on behalf of Board of Directors**  
**Rockingdeals Circular Economy Limited (Formerly known as Technix Electroncs Limited, Originally known as Technix Electronics Private Limited)**

**Rasik Makkar**  
**Partner**  
**M.No: 086414**  
**UDIN- 23086414BGSLIZ6364**

**Aman Preet**  
**Managing Director**  
**DIN: 00140021**

**Kulbir Chopra**  
**Director**  
**DIN: 03193553**

**Date: 02-09-2023**  
**Place: Delhi**

**Gaurav Gupta**  
**Chief Financial Officer**  
**PAN: BAOPG5507K**

**Deepika Dixit**  
**Company Secretary**  
**Mem. No.: A6122**



## SECTION V - GENERAL INFORMATION

Our Company was originally incorporated on July 29, 2002 as a Private Limited Company as “Technix Electronics Private Limited” vide Registration No. 116354 under the provisions of the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi and Haryana. Pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on April 20, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Technix Electronics Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 10, 2023 by the Registrar of Companies, NCT of Delhi. Subsequently, pursuant to a special resolution passed by our shareholder in the Extra – Ordinary General Meeting held on August 04, 2023 the name of our Company was changed to “Rockingdeals Circular Economy Limited” and a Fresh Certificate of Incorporation was issued on August 17, 2023 by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U29305DL2002PLC116354.

For further details of change in name and change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 113 of this Prospectus.



### Brief Information on Company and Issue

<b>Registered Office</b>	Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West Delhi-110030 Tel: +91-83760 36354 Fax: N.A. E-mail: <a href="mailto:compliance@rockingdeals.in">compliance@rockingdeals.in</a> Website: <a href="https://www.rockingdeals.in/">https://www.rockingdeals.in/</a>			
<b>Corporate Office</b>	12/3, Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana 121003 Tel: +91-83760 36354 Fax: N.A. E-mail: <a href="mailto:compliance@rockingdeals.in">compliance@rockingdeals.in</a> Website: <a href="https://www.rockingdeals.in/">https://www.rockingdeals.in/</a>			
<b>Date of Incorporation</b>	July 29, 2002			
<b>CIN</b>	U29305DL2002PLC116354			
<b>Company Category</b>	Company Limited by Shares			
<b>Registrar of Company</b>	Registrar of Company, Delhi 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019 Email: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a> Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>			
<b>Company Secretary &amp; Compliance Officer</b>	Ms. Deepika Dixit Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West Delhi-110030 Tel: +91-83760 36354 Fax: N.A. E-mail: <a href="mailto:compliance@rockingdeals.in">compliance@rockingdeals.in</a> Website: <a href="https://www.rockingdeals.in/">https://www.rockingdeals.in/</a>			
<b>Chief Financial Officer</b>	Mr. Gaurav Gupta Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West Delhi-110030 Tel: +91-81066 90763 Fax: N.A. E-mail: <a href="mailto:finance@rockingdeals.in">finance@rockingdeals.in</a> Website: <a href="https://www.rockingdeals.in/">https://www.rockingdeals.in/</a>			
<b>Designated Stock Exchange</b>	NSE Emerge National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 Website : <a href="https://www.nseindia.com/">https://www.nseindia.com/</a>			
<b>Issue Programme</b>	Issue Opens On:	<b>Wednesday, November 22, 2023</b>	Issue Closes On:	<b>Friday, November 24, 2023</b>

**Note:** Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA

Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Corporate Capital Ventures</b> <small>SEBI Registered Category I Merchant Banker</small>  <b>CORPORATE CAPITALVENTURES PRIVATE LIMITED</b> B-1/E-13, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044 <b>Tel:</b> +91 11-41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Investor Grievances Email id-</b> <a href="mailto:investor@ccvindia.com">investor@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Validity:</b> Permanent <b>Contact Person:</b> Mrs. Harpreet Parashar	  <b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093, India. <b>Tel No.:</b> +91 – 22 – 6263 8200; <b>Fax No.:</b> +91 – 22 – 6263 8299 <b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievances Email Id-</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration No.:</b> INR000001385 <b>Contact Person:</b> Mr. Babu Rapheal C.
BANKER TO THE ISSUE & SPONSOR BANK	MARKET MAKER
<b>YES Bank Limited</b> <b>Address:</b> YES Bank House, Off Western Express Highway, Santacruz (West), Mumbai - 400055 <b>Tel:</b> +91-22- 68547260; <b>Fax No:</b> N.A; <b>E-mail:</b> <a href="mailto:dlbtiservices@yesbank.in">dlbtiservices@yesbank.in</a> <b>Website:</b> <a href="http://www.yesbank.in">www.yesbank.in</a> <b>SEBI Registration:</b> INBI00000935 <b>Contact Person:</b> Mr. Sachin Shinde/Jagdish More	<b>S S Corporate Securities Limited</b> <b>Address:</b> 3 <sup>rd</sup> Floor, D-Block, NDM -2 Netaji Subash Place, Pirampura Delhi- 110034 <b>Telephone:</b> 011-47003600 <b>Email:</b> <a href="mailto:info@sscoperate.com">info@sscoperate.com</a> <b>Website:</b> <a href="http://www.sscoperate.com">www.sscoperate.com</a> <b>SEBI Registration:</b> INZ000219533
STATUTORY AUDITOR OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<b>M/s A K A R &amp; Associates</b> <b>Chartered Accountants</b> <b>Firm Registration No.:</b> 003753N <b>Peer Review Regn. No.:</b> 015352 <b>Address:</b> N-59, Greater Kailash-1, New Delhi 110048 <b>Tel:</b> +91 9312249888 <b>Email:</b> <a href="mailto:rasik.makkar@akarassociates.com">rasik.makkar@akarassociates.com</a> <b>Contact Person:</b> CA Rasik Makkar	<b>A &amp; M Legal</b> <b>Enrollment No.:</b> D/1488/2015 <b>Address:</b> C-8/8278, Vasant Kunj, New Delhi – 110070 <b>Tel:</b> 97176 71403 <b>Fax No.:</b> NA <b>E-mail:</b> <a href="mailto:shikhar@anmlegal.in">shikhar@anmlegal.in</a> <b>Contact Person:</b> Shikhar Mittal

#### DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N.	Name	DIN	Category	Designation
1.	Aman Preet	00140021	Executive	Managing Director
2.	Tarun Goel	08759451	Executive	Director
3.	Kulbir Chopra	03193553	Non-Executive	Director
4.	Avneet Chopra	08390596	Non-Executive	Director

5.	Ravtej Singh Teer	10172719	Non-Executive	Independent Director
6.	Prabhkamal Singh Sahni	10174405	Non-Executive	Independent Director

For further details of our Directors please refer chapter titled “Our Management” beginning on page 119 of this Prospectus. Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, i.e., Ms. Deepika Dixit and/or Bigshare Services Private limited in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

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

#### **SELF-CERTIFIED SYNDICATE BANKS**

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

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website [www.sebi.gov.in](http://www.sebi.gov.in) at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

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

#### **REGISTERED BROKERS**

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

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

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

## COLLECTING DEPOSITORY PARTICIPANTS

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

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

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

## CREDIT RATING

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

## IPO GRADING

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

## EXPERT OPINION

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

1. Our Company has received written consent dated September 12, 2023 from Peer Review Auditor namely, M/s. A K A R & Associates, Chartered Accountants, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 02, 2023 on our restated Standalone financial information; and (ii) its report dated September 12, 2023 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated April 19, 2023 from Mr. Shikhar Mittal, Advocate, having registration number D/1488/2015 to include its name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this 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 Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## DEBENTURE TRUSTEE

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

## APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹10,000 Lakh. Since the Issue size is below ₹10,000 Lakh, our Company has not appointed any monitoring

agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

#### UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated **November 10, 2023**. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in hundreds )	% of the Total Issue Size Underwritten
<b>Corporate Capital Ventures Private Limited</b> <b>Address:</b> B-1/E-13, Mohan Cooperative Industrial, Estate Mathura Road, New Delhi 110044 <b>Tel:</b> +91 11 - 41824066; <b>Email:</b> <a href="mailto:smeipo@ccvindia.com">smeipo@ccvindia.com</a> <b>Website:</b> <a href="http://www.ccvindia.com">www.ccvindia.com</a> <b>SEBI Registration:</b> INM000012276 <b>Validity:</b> Permanent <b>Contact Person:</b> Mrs. Harpreet Parashar	15,00,000	21,00,000.00	100%
<b>Total</b>	<b>15,00,000</b>	<b>21,00,000.00</b>	<b>100%</b>

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

#### FILING OF OFFER DOCUMENT

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

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

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi & Haryana situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019 at least (3) three working days prior from the date of opening of the Issue

#### CHANGE IN THE AUDITOR DURING LAST 3 YEAR

There is no change in Auditor of the company in the Last 3 years.

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public

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

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER**

Our Company and the Lead Manager have entered into a tripartite agreement dated Thursday, November 09, 2023 with S S Corporate Securities Limited the Market Maker for this Issue, duly registered with NSE Emerge to fulfill the obligations of Market Making:

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a 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.
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 above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other

Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our corporate office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** EmERGE Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** EmERGE Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
11. 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. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - (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 following spread will be applicable on the SME Exchange Platform.

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

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

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹ 20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%

₹50 Crore To ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Marketing Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/NSE from time to time.

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



## SECTION VI - CAPITAL STRUCTURE

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

S.No	Particulars	Amount (Rs. in Hundreds)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	<b>Authorised Share Capital</b>		
	57,30,000 Equity Shares of ₹ 10/- each (₹ 5,73,00,000 Equity Share Capital)	5,73,000.00	-
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	41,59,000 Equity Shares of ₹10/- each	4,15,900.00	-
C.	<b>Present Issue in terms of the Prospectus</b>		
	Fresh Offer of 15,00,000 Equity Shares of Face Value ₹10/- each at a Price of ₹ 140 per Equity Share	1,50,000.00	21,00,000.00
	<b>Consisting of:</b>		
	<b>Reservation for Market Maker</b> – 85,000 Equity Shares of ₹ 10/- each at a price of ₹ 140 per Equity Share reserved as Market Maker Portion.	8,500.00	1,19,000.00
	<b>Net Issue to the Public</b> – 14,15,000 Equity Shares of ₹ 10/- each at a price of ₹ 140 per Equity Share.	1,41,500.00	19,81,000.00
	<b>Of the Net Issue to the Public</b>		
	<b>1. QIB Portion</b>	70,000.00	9,80,000.00
	Of which:		
	(a) Anchor Investor Portion	42,000.00	5,88,000.00
	(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	28,000.00	3,92,000.00
	Of which:		
	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	1,400.00	19600.00
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds	26,600.00	3,72,400.00
	<b>2. Non-Institutional Category</b>	21,500.00	3,01,000.00
	<b>3. Retail Portion</b>	50,000.00	7,00,000.00
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	56,59,000 Equity Shares of ₹10/- each	5,65,900.00	
E.	<b>Securities Premium Account</b>		
	Before the Issue	4,32,117.00	
	After the Issue	23,82,117.00	

*The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated August 17, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on August 19, 2023.*

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

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of increase in Authorised Share Capital:

Since 29/07/2002 the authorised share capital of our Company has been altered in the manner set forth below:

S.N.	Date	No. of Equity Shares Issued	Face Value (in₹.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in₹.)	Whether AGM/EGM
1.	On Inception	50,000	10	50,000	5,00,000	N.A.
2.	December 14, 2012	4,50,000	10	5,00,000	50,00,000	EGM
3.	April 01, 2023	50,00,000	10	55,00,000	5,50,00,000	EGM
4.	August 31, 2023	2,30,000	10	57,30,000	5,73,00,000	EGM

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

Note	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Equity Paid - up Capital (Rs.)	Cumulative Securities premium (Rs.)
1	On Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
2	October 01, 2008	23,000	10	150	Cash	Right Issue	33,000	3,30,000	32,20,000
3	January 31, 2012	11,760	10	500	Cash	Right Issue	44,760	4,47,600	89,82,400
4	March 10, 2015	77,869	10	270	Cash	Right Issue	1,22,629	12,26,290	2,92,28,340
5	April 10, 2023	35,56,241	10	Nil	Other than Cash	Bonus Issue	36,78,870	3,67,88,700	Nil
6.	September 15, 2023	4,80,130	10	100	Cash	Private Placement	41,59,000	4,15,90,000	4,32,11,700

#### Note:

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

Sr. No.	Name of Person	No. of Shares Allotted
1.	Late. Harinder Pal Singh	5,000
2.	Mrs. Kulbir Chopra	5,000
<b>Total</b>		<b>10,000</b>

- The Company thereafter allotted 23,000 Equity shares as Right Issue on October 01, 2008, the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mrs. Kulbir Chopra	9,000
2.	Late. Harinder Pal Singh	8,000
3.	Mr. Aman Preet	6,000
	<b>Total</b>	<b>23,000</b>

3. The Company thereafter allotted 11,760 Equity shares as Right Issue on January 31, 2012, the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Late. Harinder Pal Singh	7,260
2.	Mr. Aman Preet	4,500
	<b>Total</b>	<b>11,760</b>

4. The Company thereafter allotted 77,869 Equity shares as Right Issue on March 10, 2015, the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mr. Aman Preet	36,833
2.	Mrs. Kulbir Chopra	23,111
3.	Late. Harinder Pal Singh	17,925
	<b>Total</b>	<b>77,869</b>

5. The Company thereafter allotted 35,56,241 Equity shares as Bonus Issue on April 10, 2023 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mr. Aman Preet	19,86,935
2.	Mrs. Kulbir Chopra	15,69,161
3.	Ms. Avneet Chopra	29
4.	Mr. Hemant Bahri	29
5.	Mr. Akash Singh	29
6.	Mr. Madan Singh Rawat	29
7.	Ms. Preeti Singh	29
	<b>Total</b>	<b>35,56,241</b>

6. The Company thereafter allotted 4,80,130 Equity shares as Private Placement on September 15, 2023 the details of which is given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mr. Dinesh Kumar	40000
2.	Mr. Jagdish Prasad Sharma	35000
3.	Manoj Agarwal HUF	35000
4.	Manish Kumar HUF	35000
5.	Unizon Fintech Pvt Ltd	35000
6.	Mr. Gaurav Chauhan	35000
7.	Mr. Utsav Pramod Kumar Shrivastav	35000
8.	Mr. Santosh Kumar Pandey	30000
9.	Mrs. Kavita Jain	25000
10.	Mr. Jatin Rasiklal Mansata	25000
11.	Ambalal Jivraj Shah HUF	20000
12.	Mr. Sagar Haresh Kumar Doshi	20000

13.	Mr. Sandeep Raina	20000
14.	Mr. Dinesh Gupta	20000
15.	Mr. Amit Kumar	10000
16.	Muskaan Anurag Goyal HUF	10000
17.	Mr. Anirudh Saraswat	10000
18.	Dinesh Kumar HUF	10000
19.	Mr. Vipin Kumar Vindal	10000
20.	Mr. I Pramod	10000
21.	Megasec Capital Advisors (P) Ltd	5000
22.	Mr. Kallam Srinivas Reddy	5000
23.	Mrs. Uma Bahri	130
	<b>Total</b>	<b>4,80,130</b>

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

As on the date of this prospectus, our Promoters - Mr. Aman Preet, Mrs. Kulbir Chopra and Mrs. Avneet Chopra holds total 20,55,450, and 16,23,270 Equity Shares and 30 Equity shares respectively representing 49.42% and 39.03% and 0.00% (*negligible*) respectively of the pre-issue paid up share capital of our Company.

#### Details of build-up of shareholding of the Promoters

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
<b>Mr. Aman Preet</b>						
October 01, 2008	Shares Issued	6,000	10	150	Cash	-
January 31, 2012	Shares Issued	4,500	10	500	Cash	-
March 10, 2015	Shares Issued	36,833	10	270	Cash	-
December 04, 2017	(Transfer)	(19,298)	10	356.35	Cash	Late. Harinder Pal Singh
December 04, 2017	(Transfer)	(16,998)	10	356.35	Cash	Kulbir Chopra
October 23, 2020	Transfer	57,483	10	Nil	Gift	Late. Harinder Pal Singh
January 20, 2023	(Transfer)	(1)	10	448	Cash	Hemant Bahri
January 20, 2023	(Transfer)	(1)	10	448	Cash	Akash Singh
January 20, 2023	(Transfer)	(1)	10	448	Cash	Madan Singh Rawat
January 20, 2023	(Transfer)	(1)	10	448	Cash	Avneet Chopra
January 20, 2023	(Transfer)	(1)	10	448	Cash	Preeti Singh
April 10, 2023	Bonus Allotment	19,86,935	10	Nil	Other than Cash	
<b>Total</b>		<b>20,55,450</b>				
<b>Mrs. Kulbir Chopra</b>						
On Inception	Subscriber to MOA	5000	10	10	Cash	-
October 01, 2008	Shares Issued	9,000	10	150	Cash	-
March 10, 2015	Shares Issued	23,111	10	270	Cash	-
December 04, 2017	Transfer	16,998	10	356.35	Cash	Aman Preet
April 10, 2023	Bonus	15,69,161	10	Nil	Other than Cash	
<b>Total</b>		<b>16,23,270</b>				
<b>Mrs. Avneet Chopra</b>						
January 20, 2023	Share Transfer	1	10	448	Cash	Amanpreet
April 10, 2023	Bonus	29	10	Nil	Other than Cash	-
<b>Total</b>		<b>30</b>				

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

#### 4. Our shareholding Pattern

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

Category Code	Category of shareholder	No. Of shareholder	No. of fully paid up equity shares Held	No. of Partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of Convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form 0
								No. of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
								Class X	Class Y								
I	II	III	IV	V	VI	VII= IV+V+VI	IX			X	XI=VII+X	XII		XIII		XIV	
(A)	Promoters and Promoter Group	4	36,78,780	-	-	36,78,780	88.45%	36,78,780	36,78,780	88.45%	-	-	36,78,720	88.45%	-	-	36,78,780
(B)	Public	34	4,80,220	-	-	4,80,220	11.55%	4,80,220	4,80,220	11.55%	-	-	3,37,460	8.11%	-	-	4,80,220
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>38</b>	<b>41,59,000</b>			<b>41,59,000</b>	<b>100.00 %</b>	<b>41,59,000</b>	<b>41,59,000</b>	<b>100.00 %</b>			<b>40,16,180</b>	<b>96.57%</b>	-	-	<b>41,59,000</b>

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

*\*\* Remaining 1,42,820 Equity Shares are under the process of Locked-in, these shares will be lock in prior to listing of the equity shares on NSE Emerge.*

**Note:**

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, all the existing equity shares of the Company are held in dematerialized form.*
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*

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

Sr. No.	Name of share holder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
<b>Promoters</b>					
1	Aman Preet	20,55,450	49.42	20,55,450	36.32
2	Kulbir Chopra	16,23,270	39.03	16,23,270	28.68
3	Avneet Chopra	30	Negligible	30	Negligible
<b>Total - A</b>		<b>36,78,750</b>	<b>88.45</b>	<b>36,78,750</b>	<b>65.00</b>
<b>Promoter Group</b>					
4	Preeti Singh	30	Negligible	30	Negligible
<b>Total - B</b>		<b>30</b>	<b>Negligible</b>	<b>30</b>	<b>Negligible</b>
<b>Public</b>					
5	Existing Shareholders	4,80,220	11.55	4,80,220	8.49
6	IPO	-	-	15,00,000	26.51
<b>Total - C</b>		<b>4,80,220</b>	<b>11.55</b>	<b>19,80,220</b>	<b>35.00</b>
<b>Grand Total (A+B+C)</b>		<b>41,59,000</b>	<b>100.00</b>	<b>56,59,000</b>	<b>100.00%</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition** (₹)
Aman Preet	20,55,450	1.60
Kulbir Chopra	16,23,270	8.44
Avneet Chopra	30	14.93

\*for buildup of capital, please refer note no. 3 above.

\*\* Only the shares acquired, acquired through Bonus Issue and share transfers are considered.

**8. Details of Major Shareholders:**

- (A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Aman Preet	20,55,450	49.42%
2.	Kulbir Chopra	16,23,270	39.03%
<b>Total</b>		<b>36,78,720</b>	<b>88.45*%</b>

\*Total equity shares of the company as on date of Red Herring Prospectus is 41,59,000.

- (B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Aman Preet	20,55,450	49.42%
2.	Kulbir Chopra	16,23,270	39.03%
<b>Total</b>		<b>36,78,720</b>	<b>88.45*%</b>

\*Total equity shares of the company as on date of Red Herring Prospectus is 41,59,000.

- (C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to



the date of this Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Aman Preet	68,520	55.88%
2.	Kulbir Chopra	54,109	44.12%
	<b>Total</b>	<b>1,22,629</b>	<b>100.00%</b>

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1	Aman Preet	68,520	55.88%
2	Kulbir Chopra	54,109	44.12%
	<b>Total</b>	<b>1,22,629</b>	<b>100.00%</b>

9. The company has not issued any convertible instrument like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on the date of this prospectus.
10. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
11. Our Company has not issued any Equity Shares during a period of one year preceding the date of this prospectus at a price lower than the Issue Price, except the following:

**Right Issue: Nil**

**Bonus Issue: 35,56,241 Shares**

Sr. No.	Name of shareholders	No. of Shares Allotted	FaceValue (Rs.)	IssuePrice (Rs.)	Date of Allotment	Reason for Allotment
1.	Aman Preet	19,86,935	10	NIL	April 10, 2023	Bonus
2.	Kulbir Chopra	15,69,161	10	NIL	April 10, 2023	Bonus
3.	Avneet Chopra	29	10	NIL	April 10, 2023	Bonus
4.	Akash Singh	29	10	NIL	April 10, 2023	Bonus
5.	Madan Singh Rawat	29	10	NIL	April 10, 2023	Bonus
6.	Hemant Bahri	29	10	NIL	April 10, 2023	Bonus
7.	Preeti Singh	29	10	NIL	April 10, 2023	Bonus
	<b>Total</b>	<b>35,56,241</b>				

**Preferential Allotment: 4,80,130 Equity Shares at an Issue Price of INR 100/- per equity shares.**

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mr. Dinesh Kumar	40000
2.	Mr. Jagdish Prasad Sharma	35000
3.	Manoj Agarwal HUF	35000
4.	Manish Kumar HUF	35000
5.	Unizon Fintech Pvt Ltd	35000
6.	Mr. Gaurav Chauhan	35000
7.	Mr. Utsav Pramod Kumar Shrivastav	35000
8.	Mr. Santosh Kumar Pandey	30000
9.	Mrs. Kavita Jain	25000

10.	Mr. Jatin Rasiklal Mansata	25000
11.	Ambalal Jivraj Shah HUF	20000
12.	Mr. Sagar Haresh Kumar Doshi	20000
13.	Mr. Sandeep Raina	20000
14.	Mr. Dinesh Gupta	20000
15.	Mr. Amit Kumar	10000
16.	Muskaan Anurag Goyal HUF	10000
17.	Mr. Anirudh Saraswat	10000
18.	Dinesh Kumar HUF	10000
19.	Mr. Vipin Kumar Vindal	10000
20.	Mr. I Pramod	10000
21.	Megasec Capital Advisors (P) Ltd	5000
22.	Mr. Kallam Srinivas Reddy	5000
23.	Mrs. UMA Bahri	130
	<b>Total</b>	<b>4,80,130</b>

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
13. We have **38 (Thirty-Eight)** shareholders as on the date of filing of this Prospectus.
14. As on the date of this prospectus, our Promoter and Promoters Group hold total 36,78,780 Equity Shares representing 88.45% of the pre-issue paid up share capital of our Company.
15. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Prospectus.
16. The members of the Promoters Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Prospectus.
- 17. Details of Promoter's Contribution locked in for three years:**

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

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

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

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

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

The Minimum Promoter's 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 Promoter's 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.

### **Equity Shares locked-in for three years**

The details of Lock-in Period of existing Pre-IPO Capital are as follows:

Sr. No.	Category	No. of Shares
1.	Mr. Aman Preet	5,66,000
2.	Mrs. Kulbir Chopra	5,65,800

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

The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

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

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

### **Equity Shares locked-in for one year**

The details of Lock-in of existing Pre IPO capital is as follows:

Sr. No.	Category	No. of Shares	Lock-in Period
1.	Promoter	25,46,950	1 year

2.	Promoter Group	30	1 year
3.	Public	4,80,220	1 year
<b>Total</b>		30,27,200	

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

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

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

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

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

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

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

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

17. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation except the following:

Sr. No.	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment
1.	Aman Preet	19,86,935	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
2.	Kulbir Chopra	15,69,161	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
3.	Hemant Bahri	29	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
4.	Akash Singh	29	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
5.	Madan Singh Rawat	29	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1

6	Avneet Chopra	29	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
7	Preeti Singh	29	10.00	-	April 10, 2023	Bonus Issue in the ratio of 29:1
<b>Total</b>		<b>35,56,241</b>				

19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
20. Our Company has not re-valued its assets in last 10 years and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
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 Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments convertible into our Equity Shares.
25. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the 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 Issue.
27. There is no —Buyback, —Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Prospectus.
28. As on the date of this 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 over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
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 Lead Manager and NSE Emerge.
31. The Issue is being made through Book Building Method.
32. Lead Manager to the Issue viz. Corporate Capital Ventures Private Limited and its associates do not hold any Equity Shares of our Company. However, Mr. Jagdish Prasad Sharma, who is immediate relative of Mr. Kulbhushan Parashar, Director of Corporate Capital Ventures is holding 35,000 equity shares aggregating to 0.84% of the existing pre issue capital. Further, Unizon Fintech Pvt Limited, where Mr. Kulbhushan Parashar is director is holding 24,700 shares aggregating to 0.59% of the existing pre issue capital.
33. Our Company has not raised any bridge loan against the proceeds of this Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
37. 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.
38. Our Promoters and the members of our Promoter Group will not participate in this Issue.
39. Our Company has not made any public issue since its incorporation.
40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
41. For the details of transactions by our Company with our Promoter, Promoter Group, Group Companies during the last three Fiscals i.e. 2021, 2022, 2023 and period ended on June 30, 2023 please refer to paragraph titled —Related Party Transaction in the chapter titled, “Financial Information” beginning on page number 176 of this Prospectus.
42. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled —Our Management beginning on page 119.

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Emerge Platform of National Stock Exchange of India Limited.

The Issue includes a fresh Issue of 15,00,000 Equity Shares of our Company at an Issue Price of ₹ 140 per Equity Share.

#### Fresh Issue

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

		(₹ in Hundreds)
Particulars		Amount
Gross Proceeds from the Fresh Issue		21,00,000.00
Less: Issue related expenses		3,90,216.00]
<b>Net Proceeds of the Fresh Issue</b>		<b>17,09,784.00</b>

#### Requirement Of Fund

As per the Objects of the Issue, we intend to utilize the net proceeds for The Following Objects

- A. To meet the working capital requirements of the company
- B. Brand Positioning, Marketing and Advertisement
- C. General Corporate Purposes

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see "History and Certain Corporate Matters" on page 113.

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

			(Amount in Hundreds)
Sr. No.	Particulars		Estimated Amount
1	To Meet working capital requirement		14,00,000.00
2	Brand Positioning, Marketing and Advertisement		1,42,000.00
3	General corporate purpose*		<b>1,67,784.00</b>
	<b>Total: Net Issue Proceeds</b>		<b>17,09,784.00</b>

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

*Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that the firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue is not applicable.*

The above fund requirements are based on internal management estimates of our Company and are subject to revision in the future at the discretion of the management, depending on various factors such as market conditions, competitive environment, cost of commodities, and interest or exchange rate fluctuations.

In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects or towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations.

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 the date of filing the Red Herring Prospectus.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Please refer to the section titled “Risk Factors” beginning on page no. 20 for further details on the risks involved in our business plans and executing our business strategies.

#### SCHEDULE OF IMPLEMENTATION OF THE OBJECT AND PROGRESS

			Amt in Hundreds		
S.No	Particulars	Progress	Nov-23	Dec-23	Jan-24
A	Utilisation for Working Capital	-	4,00,000.00	5,00,000.00	5,00,000.00
B	Brand Positioning, Marketing and Advertising	Agreement with the Brand Ambassador will be done soon after receiving of funds, we have received the quotations from independent agency, whose details are mentioned below.	70,000.00	50,000.00	22,000.00
<b>Total</b>			<b>4,70,000.00</b>	<b>5,50,000.00</b>	<b>5,22,000.00</b>

#### Details of the Use of the Proceeds

##### A. Working Capital Requirement and basis of estimation:

Our business is working capital intensive and our company funds a majority of our working capital requirement through internal accruals and secured / unsecured Loans. For the expansion of our business and to enter product categories and new brand tie ups, our company requires additional working capital which is based on our management estimations of the future business plan for the FY 2023-24.

Details of estimation of working capital requirement are as follows:

Particulars	31-03-2021	31-03-2022	31-03-2023	31-03-2024
	(Restated)	(Restated)	(Restated)	(Estimation)
Cash & Bank Balance	15,865.42	30,114.93	6,452.16	12,900.00
Sundry Debtors	4,16,051.69	3,47,455.40	2,22,297.56	2,50,000.00



Inventory	4,89,886.26	5,07,358.38	5,04,674.43	20,00,000.00
Other Current Assets	4,49,484.48	12,929.27	7,485.29	15,000.00
<b>Total Current Assets</b>	<b>13,71,287.85</b>	<b>8,97,857.98</b>	<b>7,40,909.44</b>	<b>22,77,900.00</b>
Sundry Creditors	4,48,907.91	4,14,225.51	5,332.73	1,30,000.00
Other Current Liabilities	4,46,148.38	26,099.56	80,068.80	1,69,000.00
<b>Total Current Liabilities</b>	<b>8,95,056.29</b>	<b>4,40,325.07</b>	<b>85,401.53</b>	<b>2,99,000.00</b>
<b>Working Capital Gap</b>	<b>4,76,231.56</b>	<b>4,57,532.91</b>	<b>6,55,507.91</b>	<b>19,78,900.00</b>
<b>Source of Working Capital</b>				
Proceeds from IPO	-	-	-	14,00,000.00
Short Term Borrowings	3,04,090.78	3,08,738.81	3,14,560.65	3,15,000.00
Internal Accrual	172,140.78	1,48,794.10	3,40,947.26	2,63,900.00
<b>Total</b>	<b>4,76,231.56</b>	<b>4,57,532.91</b>	<b>6,55,507.91</b>	<b>19,78,900.00</b>

### **Assumption on working capital requirement**

We have estimated our working capital requirement based on the following holding periods:

<b>Particulars</b>	<b>31-03-2021</b>	<b>31-03-2022</b>	<b>31-03-2023</b>	<b>31-03-2024</b>
Sundry Debtors Holding period (days)	142	85	53	14
Inventory Holding Period (days)	167	123	120	115
Sundry Creditor Holding Period (days)	182	117	2	36

### **Justification for holding period levels**

<b>Particular</b>	<b>Assumption made and Justification</b>
<b>Sundry Debtor Holding Period</b>	Decreasing Trend: The decreasing number of days for trade receivables, from 142 days in 2021 to 53 days in 2023, indicate the company's efforts to improve the collection process and credit management. Improved Efficiency: Company has consistently reduced the debtors holding period by aggressive follow ups and engaging with customers along with increasing revenue. Going forward the assumption of 14 days suggests Company is confident of optimizing the debtors and reduce it further.
<b>Inventory Holding Period</b>	Decreasing Trend: Consistent decreasing trend of inventory holding period from 167 days in 2021 to 120 days in 2023 shows company's ability to manage inventory effectively and efficiently. Improved Efficiency: With further expansion company shall be able to leverage its dominate position while controlling inventory and rotates it faster and better.
<b>Sundry Creditor Holding Period</b>	Industry Trend: The Industry to which this company belongs, operates on cash and carry basis. Cash Flow Management: Our company has a very small amount of creditors in 2023 due to the nature of this industry. However, going forward, our company will be dealing with lot of brands and other intermediaries, which will help to get credit to optimize the working capital cycle.

### **Detailed Rationale for increase in working capital requirements**

#### **The reasons for increase in working capital requirement in FY 24 as compared with FY 23.**

1. As our company is in the process of tie-ups on exclusive basis for procuring the 100% inventory, in this regards our company has recently entered into purchase agreement with the following suppliers such as:
  - a) Luxury Personified LLP: Under this agreement, we will buy 100% of the excess inventory of Marshall, Dyson brands bought by the vendor at mutually decided rates.

- b) Dhiren Polymers ('DP'): Under this agreement we will buy 100% of excess inventory of Sanjeev Kapoor/ DP inventory bought by Vendor at mutually decided rates.

Generally, when we enter into this type of purchase agreement, we have to deposits the security deposit with these suppliers. In the past, we have paid security deposit to our suppliers. Consequently, to which the need for working capital will increase in FY 24.

2. On an Average one brand tie up takes about Rs. 10,00,000/- of Security Deposits & Rs. 3,00,00,000/- of inventory holding.
3. Our Company is also negotiating with various vendors for better rates by paying them in advance or ahead of schedule.
4. As our company is planning to extend credit limits to our buying partners on selective basis. Our company has already started working on this initiative and extended the credit limit to few of our customers.
5. Company is also planning to extend its warehouses to other 3 regions of India (South, East & West). One warehouse of standard size takes about Rs. 5,00,00,000/- to 6,00,00,000/- of inventory and Rs. 20,00,000 - 30,00,000/- of rental deposits. All this shall result in increased requirement for working capital.

**The reasons for increase in working capital requirement in FY 23 as compared with FY 22 as follows:**

1. The company's turnover has been at same level around Rs. 15,00,00,000/- in order to drive better margins; company has repaid most of its creditors in advance or ahead of its time. Creditors has come down from Rs. Rs. 4,14,22,551 to Rs. 5,33,273/-.
2. (a) Company has managed to keep other key elements of working capital well in control like maintaining inventory around same levels of 5,00,00,000/-.  
(b) Realizing the money from debtors to bring down them from Rs. 3,47,45,540/- to Rs. 2,22,297.56/-. These elements put together has created a working capital gap, which is funded through Bank CC & internal accruals.

**B. Brand Positioning, Marketing & Advertisement**

Our industry is an emerging industry in India and is in early stage of development, which necessitates significant investments in marketing and customer education regarding its advantages and its societal and environmental impact. We plan to allocate funds to various marketing endeavors, including corporate branding, employing brand ambassadors, running print and digital media advertisements.

Effective branding and marketing efforts are essential for us to attract new customers, boost sales, and command premium prices for our products and services. Additionally, a robust brand presence can foster customer loyalty and foster a sense of community among our customers.

To establish a lasting impression and establish trust within the local market, we intend to allocate resources to marketing initiatives such as online and offline marketing campaigns, participation in events and conferences, and other relevant activities as needed. These activities will help generate leads for our business and enhance our reputation in the industry. We intend to spend Rs. 1,42,00,000/- on the Brand Positioning and Marketing, for which we plan to utilize funds as follows:

*(Amount in Hundreds)*

Sr. No.	Particular	Amount
1.	Celebrity Fees	82,500.00
2.	Management Fees	6,000.00
3.	Pre-Production	34,000.00
4.	Miscellaneous Expenses	15,000.00
5.	Post Production	4,500.00
	<b>Total</b>	<b>1,42,000.00</b>

**Plan of Action:**

- ✓ **Engagement with advertising agency:** As our company has already taken the quotation from different agencies, our first move will be for finalizing of the agency which is cost effective to us. Further, Company may seek quotes from other agencies as well, in order to have the best quotes and services.

- ✓ **Script and Concept finalization:** After finalizing the advertising agency, since our company is dealing in re-commerce product, therefore we need to be very particular about our concept and script which reflects the business of our company in well-defined manner.
- ✓ **Shortlisting and finalizing the brand ambassador:** As our company targets the middle-class people or tier 2 or tier 3 cities. Therefore, our company will appoint that brand ambassador who can relate to that class.
- ✓ **Ad shooting & Digital Marketing:** After finalizing the script and the brand ambassador, by utilizing a mix of channels i.e. Google, Instagram, Digital Media etc we wish to market our company. Through this tactic we hope that our company is able to attract more customers to drive product sales.

The company has taken tentative cost and a quotes from different agencies for the above said objective purpose, the agency are as follows:

1. Motif Global valid till 13.03.2024 and signed by Vivek Kumar.
2. AKJ Advertising valid till 13.03.2024 and signed by Ashwani.

### C. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., Rs. 2,26,28,400/-, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- i. Strategic initiatives
- ii. brand building and strengthening of marketing activities; and
- iii. ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

### TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Issue are estimated to be approximately ₹ 3,90,21,600/- 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:

(Amount in Hundreds)

Expenses	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds
Book Running Lead Manager Issue Management fees	22,500.00	5.77%	1.07%
Selling and Distribution fees	2,15,466.00	55.22%	10.26%
Underwriting Commission	93,750.00	24.03%	4.46%
Advertising and marketing expenses	20,000.00	5.13%	0.95%
Fees payable to Registrar to the Issue	5,000.00	1.28%	0.24%

Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable	1,000.00	0.26%	0.05%
Processing fees to the SCSBs and to the Sponsor Banks for ASBA Forms procured by Registered Brokers, RTAs or CDPs	5,000.00	1.28%	0.24%
Printing and distribution of issue stationery	2,000.00	0.51%	0.10%
Others		0.00%	0.00%
a. Listing fees	250.00	0.06%	0.01%
b. NSE Processing	250.00	0.06%	0.01%
c. Book Building software fees	3,500.00	0.90%	0.17%
d. Other regulatory expenses	500.00	0.13%	0.02%
e. Fees payable to legal counsel	1,000.00	0.26%	0.05%
f. Miscellaneous	20,000.00	5.13%	0.95%
<b>Total Estimated Issue Expenses</b>	<b>3,90,216.00</b>	<b>100.00%</b>	<b>18.58%</b>

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

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

- ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.
- Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted.
- Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted.
- Sponsor Bank shall be payable processing fees on UPI application processed by them – Rs 8.25 /- per application on wherein shares are allotted.
- No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.
- Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

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

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

#### **Shortfall of Funds**

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

#### **Bridge Financing Facilities**

As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft

arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

### **Interim Use of Proceeds**

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

### **Monitoring Utilization of Funds**

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

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

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

### **Variation in Objects**

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

### **Other Confirmations**

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

## BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue Price is 13.60 times the face value at the lower end of the Price Band and 14.00 times the face value at the higher end of the Price Band. Investors should refer to “Risk Factors”, “Our Business”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 20, 89, 144 and 182, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

We believe the following are our competitive strengths:

- Widespread Vendor Network.
- Experienced Promoters and Sound Operation Team.
- Long Term Relationship with Clients and Repeat Business.
- Quality Assurance.

For further details, see “Risk Factors” and “Our Business” on pages 20 and 89, respectively.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Information” on page 144. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

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

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
FY 2020-21	(0.04)	(0.04)	1
FY 2021-22	0.39	0.39	2
FY 2022-23	4.20	4.20	3
<b>Weighted Average</b>	<b>2.22</b>	<b>2.22</b>	
June 30, 2023	<b>3.40</b>	<b>3.40</b>	

**Note:**

The ratios have been computed as under:

1. Basic and diluted EPS: profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding during the period. Equity shares has been adjusted, since there was a bonus issue on April 10, 2023, the issue is treated as if it had occurred prior to the beginning of the year March 2021;
2. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights

#### 2. Price / Earning (P/E) Ratio in relation to Issue Price of ₹ 136 to ₹ 140 per Equity Share

Particulars	P/E at the lower end of the price band (no. of times)	P/E at the higher end of the price band (no. of times)
a) P/E ratio based on Basic and Diluted EPS of ₹ 4.20 as at March 31, 2023	32.38	33.33
b) P/E ratio based on Weighted Average EPS of ₹ 2.22	61.26	63.06

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

Year ended	RoNW (%)	Weight
FY 2020-21	(0.27)	1
FY 2021-22	2.67%	2
FY 2022-23	22.26%	3
<b>Weighted Average</b>	<b>11.97%</b>	
June 30, 2023	15.29%	

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

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

### 4. Net Asset Value (NAV) per Equity Share

Particulars	INR
As of March 31, 2023	565.37
As of March 31, 2022	439.51
As of March 31, 2021	439.93
<b>NAV post issue:</b>	
As of June 30, 2023	22.25
At the lower end of the price band of ₹ 136	58.99
At the upper end of the price band of ₹ 140	60.05
Issue price per share	140

#### (Net Asset Value\* (NAV) calculated Post Dilution & Bonus Shares)

$$\text{Net asset value per equity share} = \frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{No. of equity shares outstanding at the end of the each year}}$$

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

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

Particulars	INR
As of March 31, 2023	18.85
As of March 31, 2022	14.65
As of March 31, 2021	14.66
<b>NAV post issue:</b>	
As of June 30, 2023	22.25
At the lower end of the price band of ₹ 136	58.99
At the upper end of the price band of ₹	60.05
Issue price per share	140

#### (Adjusted Net Asset Value (NAV) calculated Post Dilution & Bonus Shares)

$$\text{Net asset value per equity share} = \frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{No. of equity shares outstanding after Bonus Issue}}$$

**6. Comparison of Accounting Ratios with Industry Peers**

We believe that none of the listed companies in India offer re-commerce products under various segment in which we operate. Hence a strict comparison is not possible.

**7. The Issue Price is 14.00 times of the Face Value of the Equity Shares.**

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

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*” and “*Financial Information*” on pages 20, 89 and 144, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” and you may lose all or part of your investments.

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## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**Rockingdeals Circular Economy Limited**  
(Formerly known as Technix Electronics Limited, Technix Electronics Private Limited)  
Shop Kh No 424 Basement Ghitorni, Gadaipur, South West Delhi-110030

Dear Sirs,

**Sub: Statement of Possible Special Tax Benefit ('the Statement') Available to Rockingdeals Circular Economy 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')**

We hereby confirm that the enclosed annexure, prepared by Rockingdeals Circular Economy Limited ("the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

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

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

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.



**For M/s AKAR & Associates**

**Chartered Accountants**

**FRN No.: 003753N**

**CA Rasik Makkar**

**Partner**

**Membership No.: 086414**

**UDIN No: 23086414BGSJLM1121**

**Place: New Delhi**

**Date: 12-09-2023**

**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 forced 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.**

1. Special Tax Benefits available to the Company under the Act:  
The Company is not entitled to any Special tax benefits under the Act.
2. 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.

**Notes:**

1. 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.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

Signed in terms of our separate report of even date.

**For M/s AKAR & Associates**  
**Chartered Accountants**  
**FRN No.: 003753N**

**CA Rasik Makkar**  
**Partner**  
**Membership No.: 086414**  
**UDIN No: 23086414BGSLJM1121**

**Place: New Delhi**  
**Date: 12.09.2023**

## SECTION VIII: ABOUT US

### OUR INDUSTRY

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.

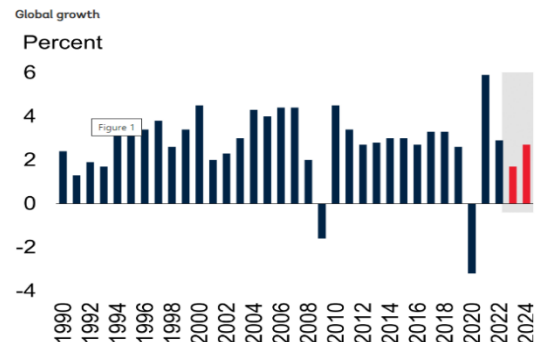
### GLOBAL ECONOMIC OVERVIEW

#### GLOBAL ECONOMIC OUTLOOK IN FIVE CHARTS

Global economic activity is decelerating sharply as a result of synchronized monetary policy tightening to contain very high inflation, less favorable financial conditions, and disruptions from the Russian Federation’s invasion of Ukraine. According to the latest [Global Economic Prospects](#) report, [global growth will slow from 2.9 percent in 2022 to 1.7 percent in 2023. The outlook has several downside risks, including the possibility of higher inflation, even tighter monetary policy, financial stress, and rising geopolitical tensions.](#) To mitigate the impacts of recent negative shocks and promote a strong and inclusive recovery, policymakers need to prioritize reforms that support long-term growth prospects and bolster the resilience of vulnerable groups.

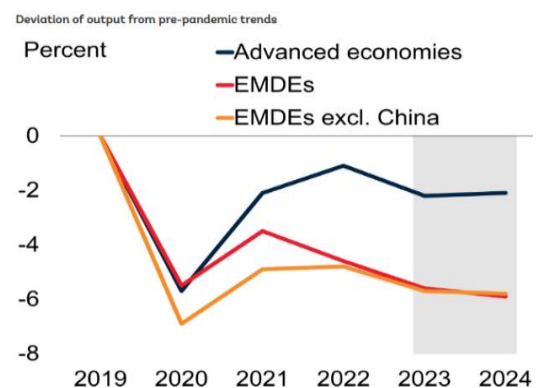
#### 1. The global economy is perilously close to falling into recession

This year, the world economy is set to grow at the third weakest pace in nearly three decades, overshadowed only by the recessions caused by the pandemic and the global financial crisis. Growth has slowed to the extent that the global economy is perilously close to falling into recession—defined as a contraction in annual global per capita income. Major economies are undergoing a period of pronounced weakness, and the resulting spill overs are exacerbating other headwinds faced by emerging market and developing economies (EMDEs).



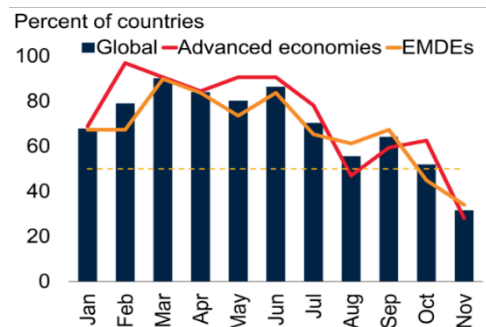
#### 2. EMDEs are projected to experience subdued growth in 2023, with activity set to remain well below its pre-pandemic trend

In EMDEs, growth prospects have worsened materially, with the forecast for 2023 downgraded 0.8 percentage point to a subdued 3.4 percent . The downward revision results in large part from weaker external demand and tighter financing conditions. Downgrades to growth projections mean that EMDE activity is now expected to fall even further below its pre-pandemic trend over the forecast horizon. Moreover, per capita income growth is expected to be slowest where poverty is highest.



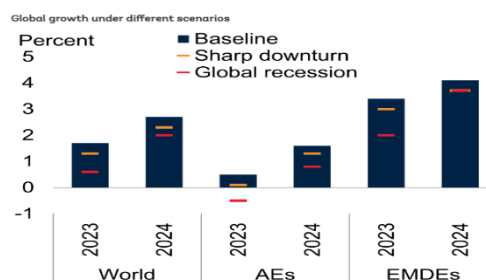
**3. Headline inflation has started to abate but high core inflation in many countries has been unexpectedly persistent**

Global inflation has been pushed higher by demand pressures, including from earlier policy support, and supply shocks, including disruptions to both global supply chains and the availability of key commodities. Inflationary pressures have begun to abate, reflecting softening demand and easing commodity prices, and inflation is rising in fewer countries. Although inflation is likely to gradually moderate through the year, high core inflation in many countries has been unexpectedly persistent.



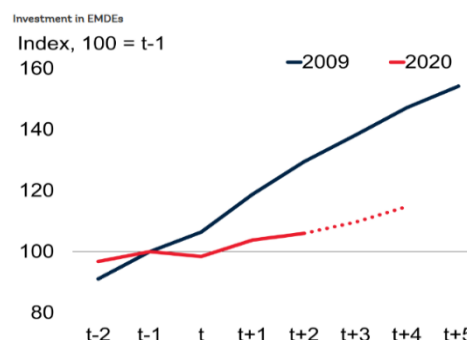
**4. Risks to the global outlook are tilted to the downside**

The Global Economic Prospects report features model simulations to assess two downside scenarios for the global economy. In the first scenario, central banks tighten monetary policy more than expected in response to rising inflation expectations, resulting in global GDP growth falling to 1.3 percent in 2023. In the second scenario, major central banks' policy rates are even more restrictive, and markedly tighter financial conditions lead to significant financing difficulties across EMDEs, leaving the world in recession.



**5. Global cooperation and decisive national policies are needed to bolster investment and growth prospects**

The overlapping negative shocks of the past three years have weighed on investment—which is set to experience a feeble recovery—and long-term growth prospects in EMDEs. Prioritizing structural reforms to stimulate investment, promote food security, and foster gender equality can help to reverse the impact of these negative shocks and buttress resilience of vulnerable populations. Global cooperation is also needed to mitigate the risk of global recession, debt distress in EMDEs, safeguard the global commodity trading system, and accelerate the clean energy transition.



Source: <https://blogs.worldbank.org/developmenttalk/global-economic-outlook-five-charts-0>

**Forces Shaping the Outlook**

The global fight against inflation, Russia's war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most—though not all—major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.

**COVID-19 deepens China's slowdown.**

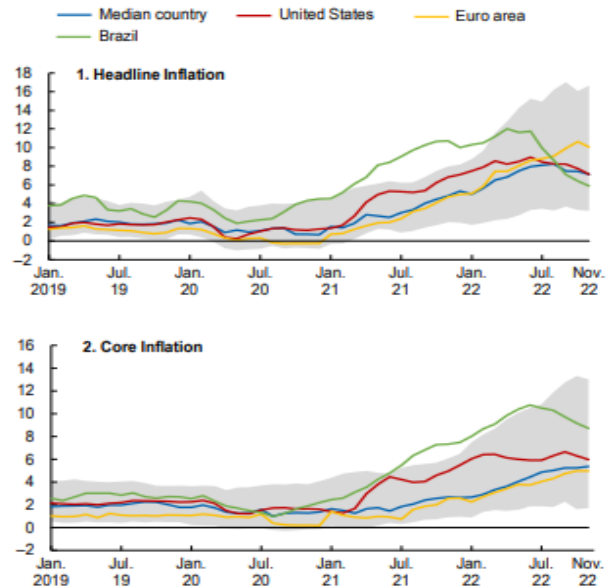
Economic activity in China slowed in the fourth quarter amid multiple large COVID-19 outbreaks in Beijing and other densely populated localities. Renewed lockdowns accompanied the outbreaks until the relaxation of COVID-19 restrictions in November and December, which paved the way for a full reopening. Real estate investment continued to contract, and developer restructuring is proceeding slowly, amid the lingering property market crisis. Developers

have yet to deliver on a large backlog of presold housing, and downward pressure is building on house prices (so far limited by home price floors). The authorities have responded with additional monetary and fiscal policy easing, new vaccination targets for the elderly, and steps to support the completion of unfinished real estate projects. However, consumer and business sentiment remained subdued in late 2022. China’s slowdown has reduced global trade growth and international commodity prices.

**Monetary policy starts to bite.**

Signs are apparent that monetary policy tightening is starting to cool demand and inflation, but the full impact is unlikely to be realized before 2024. Global headline inflation appears to have peaked in the third quarter of 2022 (Figure 1). Prices of fuel and nonfuel commodities have declined, lowering headline inflation, notably in the United States, the euro area, and Latin America. But underlying (core) inflation has not yet peaked in most economies and remains well above pre-pandemic levels. It has persisted amid second-round effects from earlier cost shocks and tight labor markets with robust wage growth as consumer demand has remained resilient. Medium-term inflation expectations generally remain anchored, but some gauges are up. These developments have caused central banks to raise rates faster than expected, especially in the United States and the euro area, and to signal that rates will stay elevated for longer. Core inflation is declining in some economies that have completed their tightening cycle—such as Brazil. Financial markets are displaying high sensitivity to inflation news, with equity markets rising following recent releases of lower inflation data in anticipation of interest rate cuts (Box 1), despite central banks’ communicating their resolve to tighten policy further. With the peak in US headline inflation and an acceleration in rate hikes by several non-US central banks, the dollar has weakened since September but remains significantly stronger than a year ago.

**Figure 1. Twin Peaks? Headline and Core Inflation**  
(Percent, year over year)



Sources: Haver Analytics; and IMF staff calculations.  
Note: The figure shows the developments in headline and core inflation across 18 advanced economies and 17 emerging market and developing economies. Core inflation is the change in prices for goods and services, but excluding those for food and energy (or the closest available measure). For the euro area (and other European countries for which the data are available), energy, food, alcohol, and tobacco are excluded. The gray bands depict the 10th to 90th percentiles of inflation across economies.

**THE FORECAST BY IMF**

Global growth, estimated at 3.4 percent in 2022, is projected to fall to 2.9 percent in 2023 before rising to 3.1 percent in 2024 (Table 1). Compared with the October forecast, the estimate for 2022 and the forecast for 2023 are both higher by about 0.2 percentage point, reflecting positive surprises and greater-than-expected resilience in numerous economies. Negative growth in global GDP or global GDP per capita—which often happens when there is a global recession—is not expected. Nevertheless, global growth projected for 2023 and 2024 is below the historical (2000–19) annual average of 3.8 percent.

The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation—especially in advanced economies—as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging market and developing economies, growth is estimated to have bottomed out in 2022. Growth is expected to pick up in China with the full reopening in 2023. The expected pickup in 2024 in both groups of economies reflects gradual recovery from the effects of the war in Ukraine and subsiding inflation. Following the path of global demand, world trade growth is expected to decline in 2023 to 2.4 percent, despite an easing of supply bottlenecks, before rising to 3.4 percent in 2024.

These forecasts are based on a number of assumptions, including on fuel and nonfuel commodity prices, which have generally been revised down since October, and on interest rates, which have been revised up. In 2023, oil prices are projected to fall by about 16 percent, while nonfuel commodity prices are expected to fall by, on average, 6.3 percent. Global interest rate assumptions are revised up, reflecting intensified actual and signaled policy tightening by major central banks since October.

For advanced economies, growth is projected to decline sharply from 2.7 percent in 2022 to 1.2 percent in 2023 before rising to 1.4 percent in 2024, with a downward revision of 0.2 percentage point for 2024. About 90 percent of advanced economies are projected to see a decline in growth in 2023.

- In the United States, growth is projected to fall from 2.0 percent in 2022 to 1.4 percent in 2023 and 1.0 percent in 2024. With growth rebounding in the second half of 2024, growth in 2024 will be faster than in 2023 on a fourth-quarter-over-fourth-quarter basis, as in most advanced economies. There is a 0.4 percentage point upward revision for annual growth in 2023, reflecting carryover effects from domestic demand resilience in 2022, but a 0.2 percentage point downward revision of growth in 2024 due to the steeper path of Federal Reserve rate hikes, to a peak of about 5.1 percent in 2023.
- Growth in the euro area is projected to bottom out at 0.7 percent in 2023 before rising to 1.6 percent in 2024. The 0.2 percentage point upward revision to the forecast for 2023 reflects the effects of faster rate hikes by the European Central Bank and eroding real incomes, offset by the carryover from the 2022 outturn, lower wholesale energy prices, and additional announcements of fiscal purchasing power support in the form of energy price controls and cash transfers.
- Growth in the United Kingdom is projected to be -0.6 percent in 2023, a 0.9 percentage point downward revision from October, reflecting tighter fiscal and monetary policies and financial conditions and still-high energy retail prices weighing on household budgets.
- Growth in Japan is projected to rise to 1.8 percent in 2023, with continued monetary and fiscal policy support. High corporate profits from a depreciated yen and earlier delays in implementing previous projects will support business investment. In 2024, growth is expected to decline to 0.9 percent as the effects of past stimulus dissipate.
- For emerging market and developing economies, growth is projected to rise modestly, from 3.9 percent in 2022 to 4.0 percent in 2023 and 4.2 percent in 2024, with an upward revision of 0.3 percentage point for 2023 and a downward revision of 0.1 percentage point for 2024. About half of emerging market and developing economies have lower growth in 2023 than in 2022.
- Growth in emerging and developing Asia is expected to rise in 2023 and 2024 to 5.3 percent and 5.2 percent, respectively, after the deeper-than-expected slowdown in 2022 to 4.3 percent attributable to China's economy. China's real GDP slowdown in the fourth quarter of 2022 implies a 0.2 percentage point downgrade for 2022 growth to 3.0 percent—the first time in more than 40 years with China's growth below the global average. Growth in China is projected to rise to 5.2 percent in 2023, reflecting rapidly improving mobility, and to fall to 4.5 percent in 2024 before settling at below 4 percent over the medium term amid declining business dynamism and slow progress on structural reforms. Growth in India is set to decline from 6.8 percent in 2022 to 6.1 percent in 2023 before picking up to 6.8 percent in 2024, with resilient domestic demand despite external headwinds. Growth in the ASEAN-5 countries (Indonesia, Malaysia, Philippines, Singapore, Thailand) is similarly projected to slow to 4.3 percent in 2023 and then pick up to 4.7 percent in 2024.
- Growth in emerging and developing Europe is projected to have bottomed out in 2022 at 0.7 percent and, since the October forecast, has been revised up for 2023 by 0.9 percentage point to 1.5 percent. This reflects a smaller economic contraction in Russia in 2022 (estimated at -2.2 percent compared with a predicted -3.4 percent) followed by modestly positive growth in 2023. At the current oil price cap level of the Group of Seven, Russian crude oil export volumes are not expected to be significantly affected, with Russian trade continuing to be redirected from sanctioning to non-sanctioning countries.
- In Latin America and the Caribbean, growth is projected to decline from 3.9 percent in 2022 to 1.8 percent in 2023, with an upward revision for 2023 of 0.1 percentage point since October. The forecast revision reflects upgrades of 0.2 percentage point for Brazil and 0.5 percentage point for Mexico due to unexpected domestic demand resilience, higher-than-expected growth in major trading partner economies, and in Brazil, greater-than-expected fiscal support. Growth in the region is projected to rise to 2.1 percent in 2024, although with a downward revision of 0.3 percentage point, reflecting tighter financial conditions, lower prices of exported commodities, and downward revisions to trading partner growth.

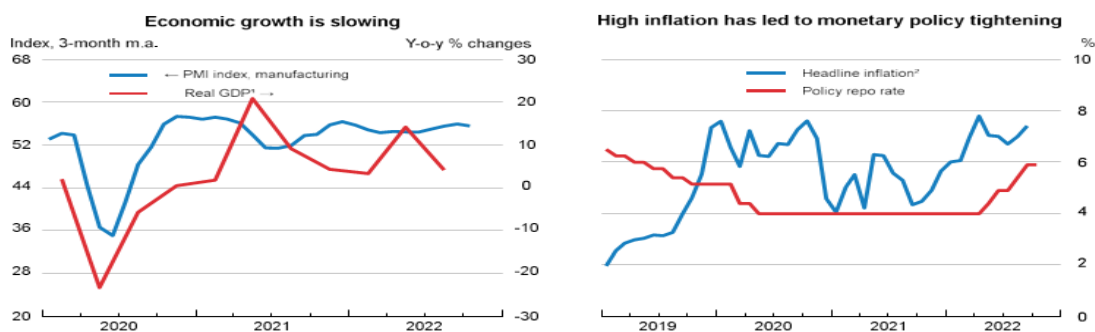
- Growth in the Middle East and Central Asia is projected to decline from 5.3 percent in 2022 to 3.2 percent in 2023, with a downward revision of 0.4 percentage point since October, mainly attributable to a steeper-than-expected growth slowdown in Saudi Arabia, from 8.7 percent in 2022 (which was stronger than expected by 1.1 percentage points) to 2.6 percent in 2023, with a negative revision of 1.1 percentage points. The downgrade for 2023 reflects mainly lower oil production in line with an agreement through OPEC+ (Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), while non-oil growth is expected to remain robust.
- In sub-Saharan Africa, growth is projected to remain moderate at 3.8 percent in 2023 amid prolonged fallout from the COVID-19 pandemic, although with a modest upward revision since October, before picking up to 4.1 percent in 2024. The small upward revision for 2023 (0.1 percentage point) reflects Nigeria’s rising growth in 2023 due to measures to address insecurity issues in the oil sector. In South Africa, by contrast, after a COVID-19 reopening rebound in 2022, projected growth more than halves in 2023, to 1.2 percent, reflecting weaker external demand, power shortages, and structural constraints.

**INDIAN ECONOMY**

India is set to be the second-fastest growing economy in the G20 in FY 2022-23, despite decelerating global demand and the tightening of monetary policy to manage inflationary pressures. GDP growth will slow to 5.7% in FY 2023-24, as exports and domestic demand growth moderate. Inflation will crimp private consumption but moderate at the end of the projection period, helping, along with improved global conditions, to boost growth to 6.9% in FY 2024-25, in line with the 20-year average (excluding the COVID-19 recession). After a spike in 2022, the current account deficit will narrow as import price pressures abate. High medium-term global uncertainty reinforces the importance of continued efforts to raise potential output growth and resilience. Macroeconomic stability should be pursued through monetary policy geared towards anchoring inflation expectations and fiscal policy oriented towards debt control and targeting of current and capital spending. Improvements in the business climate, when combined with financial deepening and skills development, can boost investment and infrastructure and create more and better jobs.

The strong recovery has slowed Economic growth has lost momentum over the summer, due to a combination of erratic rainfall, which impacted sowing activities, and falling purchasing power. Concerns over demand conditions are considerable in services and infrastructure sectors, while consumers have become cautious regarding non-essential spending due to higher prices for food and energy. Tighter financial market conditions are weighing on the demand for capital goods, a leading indicator for aggregate investment. Export growth remains well-oriented, especially for services, and the progressive entry into force of comprehensive trade agreements with major partners is helping to improve prospects. Nonetheless, the monthly energy and food import bill keeps rising and the current account deficit widened in the July-September quarter to 2.9% of GDP. Headline inflation remains above 6% (the central bank’s upper bound of the tolerance band), mostly due to the trend increase in the price of food (which in India accounts for a larger share of the consumer basket than in any other G20 country). Unemployment estimates suggest improving labour market conditions in both urban and rural areas, but there are few signs of a wage-inflation spiral.

▲ **India 1**



1. Projected value for 2022Q3.  
 2. Headline inflation refers to the change in price of all goods in the basket. OECD seasonal adjustment based on monthly consumer price index (index 2012 = 100) from the Ministry of Statistics and Programme Implementation (MOSPI).  
 Source: OECD Economic Outlook 112 database; S&P Global; CEIC; and RBI.



## India: Demand, output and prices

	2019	2020	2021	2022	2023	2024
<b>India</b>	Current prices INR trillion	Percentage changes, volume (2011/2012 prices)				
<b>GDP at market prices</b>	200.7	-6.6	8.7	6.6	5.7	6.9
Private consumption	122.4	-6.0	7.9	17.7	6.5	7.2
Government consumption	22.0	3.6	2.6	5.3	8.2	8.1
Gross fixed capital formation	57.4	-10.4	15.8	6.9	4.6	6.3
Final domestic demand	201.8	-6.3	9.4	13.2	6.1	7.0
Stockbuilding <sup>1,2</sup>	4.2	-0.8	1.5	-0.3	0.0	0.0
Total domestic demand	205.9	-7.7	11.3	9.8	6.0	7.0
Exports of goods and services	37.5	-9.2	24.3	10.4	5.2	6.0
Imports of goods and services	42.7	-13.8	35.5	22.6	6.5	6.5
Net exports <sup>1</sup>	- 5.2	1.4	-2.9	-3.7	-0.8	-0.7
<i>Memorandum items</i>						
GDP deflator	—	5.6	10.0	10.8	9.7	9.4
Consumer price index	—	6.2	5.5	6.8	5.0	4.3
Wholesale price index <sup>3</sup>	—	1.3	13.0	12.5	11.7	11.5
General government financial balance <sup>4</sup> (% of GDP)	—	-13.3	-9.6	-7.5	-7.5	-6.1
Current account balance (% of GDP)	—	0.9	-1.2	-3.4	-3.0	-2.8

Note: Data refer to fiscal years starting in April.

1. Contributions to changes in real GDP, actual amount in the first column.

2. Actual amount in first column includes statistical discrepancies and valuables.

3. WPI, all commodities index.

4. Gross fiscal balance for central and state governments.

Source: OECD Economic Outlook 112 database.

### Macroeconomic policies are turning restrictive

In line with the central bank's commitment to take calibrated action to bring headline inflation back within the 2-6% tolerance band and keep inflation expectations anchored, policy rates are expected to rise by 75bps, to reach 6.65% in February 2023 before the tightening cycle is paused. In fighting inflation, monetary policy is complemented by cuts in excise taxes and a series of measures taken by the government, such as the export bans on wheat, wheat flour, sugar and broken rice and a 20% export duty on some varieties of non-basmati rice. Such trade restrictions must be temporary, use transparent methodologies to determine their duration, and give due consideration to the effects on trading partners' food security.

Expanding infrastructure spending, such as on highways and railways, occupies a central position in the government strategy. These programmes are being successfully implemented, surmounting some technical obstacles at the state level. At the same time, prolonged targeted and non-targeted fiscal measures and rising interest rates weigh on the public debt. On current trends, tax collection will surpass the budgeted projections by the end of FY 2022-23, due to higher inflation and better compliance, thus reducing borrowing requirements. The projections assume fiscal tightening in the next biennium. There still remain considerable margins to improve efficiency, accountability, and transparency of public spending, devoting more resources to health and education and building fiscal space to enhance resilience.

### The economy will not escape the global slowdown

After hitting 6.6% in FY 2022-23, GDP growth is expected to slow in coming quarters, to 5.7% in FY 2023- 24, before reverting to around 7% in FY 2024-25. CPI inflation will remain above the central bank's upper limit target of 6% at least until early 2023 and then gradually recede as higher interest rates take effect. High inflation will slow household consumption and delay investment, as financing becomes more expensive, and exports will be affected by the economic slowdown in advanced countries and geopolitical tensions. Offsetting these forces, at least partially, some improvements can be expected as more contact-intensive services sectors normalise, including international tourism once borders are fully open and restrictions lifted.

Most risks to the projections are tilted to the downside and include a deterioration of banks' assets quality, despite enhanced provisioning and the establishment of a 'bad bank', as well as possible delays in fiscal consolidation and in

concluding bilateral trade negotiations. Declining geopolitical uncertainty, on the other hand, would boost confidence and benefit all sectors, as would faster-than-expected conclusion of free-trade agreements with key partners and the incorporation therein of services.

### **Progress in financial inclusion and energy security can be further extended**

India has recorded impressive progress in recent years in extending access to financial services to a larger portion of the population, including disadvantaged socio-economic groups. Leveraging the country's competitive strength in ICT, the Unified Payments Interface (UPI) and other tools are easing the transition towards a cashless economy. Nonetheless, gaps and challenges in the usage of financial services are still considerable: in particular, roughly a third of bank accounts are inactive. In order to enhance energy security, the use of LED bulbs in private and public spaces can have sizeable effects (savings of more than 4% of electricity final consumption per year); important results have been achieved and further actions are needed to develop appropriate financial instruments (for example, the Treasury is expected to debut on the green bonds market with a forthcoming INR 160 billion issue), test new business models and strengthen institutional capacity.

**Source:** <https://issuu.com/oecd.publishing/docs/india-oecd-economic-outlook-projection-note-novemb>

### **Road Ahead**

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

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

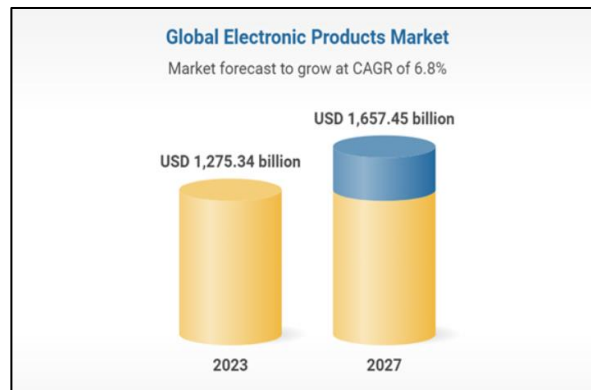
Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%,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

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

## GLOBAL ELECTRONIC AND RECOMMERCE INDUSTRY OUTLOOK

### GLOBAL ELECTRONIC PRODUCT MARKET

The global electronic products market grew from \$1186.56 billion in 2022 to \$1275.34 billion in 2023 at a compound annual growth rate (CAGR) of 7.5%. The Russia-Ukraine war disrupted the chances of global economic recovery from the COVID-19 pandemic, at least in the short term. The war between these two countries has led to economic sanctions on multiple countries, a surge in commodity prices, and supply chain disruptions, causing inflation across goods and services and affecting many markets across the globe. The electronic products market is expected to grow to \$1657.45 billion in 2027 at a CAGR of 6.8%.

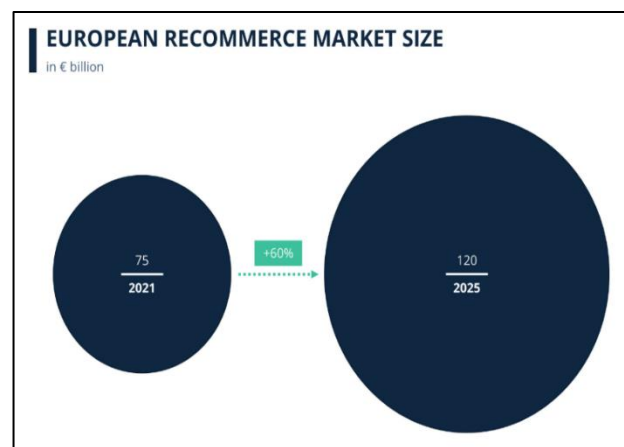


The electronic products market growth is aided by stable economic growth forecasted in many developed and developing countries. The International Monetary Fund (IMF) stated that the global GDP growth was 3.3% in 2020 and 3.4% in 2021. Recovering commodity prices, after a significant decline in the historic period is further expected to aid the market growth. Developed economies are also expected to register stable growth during the forecast period. Additionally, emerging markets are expected to continue to grow slightly faster than the developed markets in the forecast period. Stable economic growth is expected to increase investments in the end-user markets, thereby driving the market during the forecast period.

(Source: <https://www.researchandmarkets.com/report/consumer-electronics>)

### GLOBAL RE-COMMERCE INDUSTRY:

In times of climate change and global warming, sustainability becomes an ever more important topic also in retail. With a growing awareness of environmental issues, people's consumption behaviour changes. According to the Statista Global Consumer Survey Content Special Sustainable Consumption, 51% of German consumers have the feeling that they can contribute to the tackling of environmental problems through their own daily behaviour. More than half of respondents pay attention to aspects like environmentally friendly packaging, animal welfare or fair trade. Second-hand purchasing is also a way to reduce carbon footprints. 52% of consumers are second-hand shoppers. In countries like France or the UK, the percentage is even slightly higher.



Re-Commerce is a relatively young term which describes the sale of pre-owned, sometimes unused and sometimes refurbished or recycled products mostly via online marketplace platforms in a form of circular economy.

According to the latest data published by Cross-Border Commerce Europe SPRL, the total European Re-Commerce market was worth €75 billion in 2021. Rising ecological awareness but also a higher price-sensitivity among consumers due to inflation drive the market further – for 2025, a market volume of €120 billion is expected, which corresponds to an increase of 60%. Also, the role that Re-Commerce plays in overall E-Commerce is expected to grow – the share of second-hand E-Commerce in the overall online retail market is forecast to be 14% in 2025, up from 10% in 2021.

As per the report of Statista in 2021, the Re-Commerce market in the United States was estimated at more than 160 billion U.S. dollars, a 15 percent increase from nearly 140 billion in 2020. That growth is expected to continue in the future, with a forecast to get close to 245 billion dollars by 2025.

(Source: <https://ecommercedb.com/insights/recommerce-market-grows-by-60/3979> and <https://www.statista.com/statistics/1331465/recommerce-market-size-us/>)

## **TWO MAJOR PRODUCTS SEGMENT IN RE-COMMERCE INDUSTRY:**

### **1. Refurbished Electronics Products:**

The global Refurbished Electronics market size was valued at **US\$ 48.29 billion in 2023** and is expected to reach **US\$ 94.10 billion by 2030**, grow at a compound annual growth rate (CAGR) of **10% from 2023 to 2030**.

As per the current market research conducted by CMI Team, the global Refurbished Computers and Laptops Market is expected to record a CAGR of 11.6 % from 2023 to 2032. In 2022, the market size is projected to reach a valuation of USD 4.9 billion. By 2032, the valuation is anticipated to reach USD 12.6 billion.

- ✓ North America is the largest market for refurbished electronics, accounting for 35.3% of the global market share in 2022. North America has been a significant player in the refurbished electronics market due to its well-developed e-commerce infrastructure, consumer awareness of sustainability, and a tech-savvy population.
- ✓ Europe is the second largest market for refurbished electronics, accounting for 27.7% of the global market share in 2022. Europe's refurbished electronics market has also gained traction due to stringent regulations promoting sustainable practices and consumer protection.
- ✓ Asia Pacific is the third largest market for refurbished electronics, accounting for 22.5% of the global market share in 2022. The Asia-Pacific region is witnessing significant growth in the refurbished electronics market, driven by a large population, increasing urbanization, and rising smartphone Countries like India, China, and South Korea have seen a surge in demand for refurbished smartphones and other electronic devices, catering to budget-conscious consumers who seek reliable options.

(Source: <https://www.coherentmarketinsights.com/market-insight/refurbished-electronics-market-6166> and <https://www.custommarketinsights.com/report/refurbished-computers-and-laptops-market/>)

### **2. Apparel Re-Commerce Market:**

The Apparel Re-Commerce Market is likely to hold the global market at a moderate CAGR of ~24.6% during the 2022 to 2032. The global market holds a forecasted revenue of ~US\$ 72.12 Billion in 2022 and is likely to cross ~US\$ 652.3 Billion by the end of 2032.

In recent years, the re-commerce sector for garments has been growing quickly. An online marketplace that facilitates the purchasing and selling of used clothing is called apparel re-commerce. No matter if it is footwear or another accessory, apparel re-commerce has made it simpler for customers to buy and sell. There are a number of websites and online e-commerce websites, that are providing apparel and accessories to customers with discounted prices and attractive offers, helping the market to grow.

- ✓ American youth is supporting re-commerce market; as new fashion trends are taking over. Millennials and Generation Z in the US are interested in second-hand apparel products. There are multiple fashion trends in the US and updating one wardrobe from time to time is necessary. At such a time, resale marketplaces are the go-to place for American youth. Not just apparel and fashion products, there are several luxury products available for resale on these marketplaces. Due to changing lifestyles and increasing environmental awareness, Americans are embracing the apparel re-commerce market.
- ✓ China is the biggest manufacturer and consumer of apparel and accessories products. There is a number of brands and counterfeit manufacturers, providing different products to customers. Even though, purchasing second-hand clothing at a low price and using them is not attracting Chinese customers. Chinese customers are ignoring the resale markets, due to their social image and superstitions related to second-hand clothing. Also, fake and counterfeit products are the biggest concern for them. Again, viral infections and health concerns are other reasons that apparel re-commerce is not popular in China.

(Source: <https://www.futuremarketinsights.com/reports/apparel-re-commerce-market>)

## **MARKET DYNAMICS OF RE-COMMERCE INDUSTRY:**

### **Why is it Growing?**

- ✓ **Millennials' adoption of the sharing economy:** Younger consumers who are now entering prime earning potentials have proven to favor the concept of sharing over owning. Immensely successful companies such as Uber and Airbnb are only a few that comes to mind to illustrate how the sharing economy is here to stay.
- ✓ **Consumer's desire to access used goods at a discount:** Bargain shoppers have the ability to easily shop overstock, out of seasons, or gently used products from trusted online stores without leaving their houses thereby having a FOMO Behaviour.
- ✓ **Powerful digital marketplaces (eBay, Craigslist, ThredUp, etc.):** The proliferation of reliable, easy-to-use digital marketplaces that make it easy for consumers to market and sell used goods are plentiful today. They range from offering a large variety of content (eBay and Craigslist) to curated content targeted to nice segments (Rent The Runway, The Real Real).
- ✓ **The environmental consciousness of consumers and brands alike:** Being able to resale used goods instead of throwing them away creates an environment where consumers can easily find an ethical outlet for the product and receive fair compensation. More concern towards sustainability and conscious consumption.

### **Common Risk in Re-Commerce Industry:**

- ✓ Identity theft of customers
- ✓ Low search engine ranks or website traffic interruptions
- ✓ Intellectual property violations
- ✓ Weak authentication and transactions being prone to cyber attacks
- ✓ Bad customer service/Poor customer experience
- ✓ Customer disputes and chargebacks
- ✓ Platform downtime
- ✓ Non-compliance with government rules and regulations
- ✓ Warehousing and Logistics

## **INDIAN ELECTRONIC AND RECOMMERCE INDUSTRY**

### **INDIAN ELECTRONIC INDUSTRY**

The demand for a wide range of consumer durable goods is growing as a result of the ongoing increase in disposable income and technological innovation in India. This in turn is fueling fierce competition among the various consumer durable brands that are available across the country. India is viewed by multinational organizations as one of the primary markets from which future growth is likely to originate.

By 2025, India's Consumer Electronics and Appliances Industry is predicted to be the fifth-largest in the world. The Indian Appliances and Consumer Electronics (ACE) market is predicted to nearly double in the next 3 years, reaching approximately US\$ 17.93 billion (Rs. 1.48 lakh crore) by 2025. The Indian appliances and consumer electronics industry stood at US\$ 9.84 billion in 2021, and is expected to more than double to reach Rs. 1.48 lakh crore (US\$ 21.18 billion) by 2025. Electronics hardware production in the country stood at US\$ 63.39 billion in 2021.

As per the report issued by IBEF, the appliances and consumer electronics market in 2021 is US\$ 9.84 billion and the demand for electronics hardware in India is expected to reach US\$ 400 billion by FY24. The government anticipates that the Indian electronics manufacturing sector will reach US\$ 300 billion by 2024–25. According to RedSeer, India's consumer digital economy is projected to reach US\$ 800 billion by 2030, from US\$ 85-90 billion in FY20, driven by increase in online shopping.

**White Goods Consumer Durable Market Estimates:**

The White Goods market is estimated to cross \$21 Bn by 2025 expanding at a CAGR of 11%. Domestic manufacturing contributes nearly \$4.6 Bn on an average to this industry.

- Air Conditioner Market in India to increase to \$9.8 Bn by FY26 from \$3.8 Bn in FY21 at a CAGR of 20.8%.
- Refrigerator Market in India to increase to \$6.7 Bn by FY26 from \$3.8 Bn in FY21 at a CAGR of 9.5%.
- LED Lights Market in India to increase to \$8.1 Bn by FY26 from ~ \$3.6 Bn in FY21 at a CAGR of 18.64%.
- Personal Care Appliances (Dryers, Trimmers and Straighteners) Market in India to increase to ~\$1.4 Bn by FY26 from \$435 Mn in FY21 at a CAGR of 21%.
- Dishwasher Market in India to increase to \$93.5 Mn by FY26 from \$45.6 Mn in FY21 at a CAGR of 10.8%.
- By FY22, television industry in India is estimated to reach Rs. 1,227.34 billion (US\$ 17.56 billion). According to FICCI, India's TV production stood at US\$ 4.24 billion in FY21, and is expected to reach US\$ 10.22 billion by FY26, at a CAGR of 20%.

Demand for consumer durables in India has been growing on the back of rising incomes. This trend is set to continue even as other factors like rising rural incomes, increasing urbanisation, a growing middle class and changing lifestyles aid demand growth in the sector. Significant increase in discretionary income and easy financing schemes have led to shortened product replacement cycles and evolving lifestyles where consumer durables like ACs and LCD TVs are perceived as utility items rather than luxury possessions.

(Source: <https://www.ibef.org/industry/consumer-durables-presentation>  
<https://www.investindia.gov.in/sector/consumer-goods/white-goods>)

and

**INDIAN RE-COMMERCE INDUSTRY:**

Re-commerce, or reverse supply chain, entails offering new products in exchange for old ones; reselling returned products; repairing defective products; or recycling or refurbishing used products. It has great significance in today's times when there is growing awareness amongst businesses and consumers about the need to make environmentally responsible choices.

A report by Infogence Global Research estimated India's re-commerce at USD 29.54 billion in 2022 and projected it to grow at a CAGR of 6.15 percent by 2027. Some of India's leading online marketplaces, too, have taken to re-commerce for refurbished smartphones and appliances. The consumer trust and loyalty they have earned over the years now extends to their offerings of refurbished goods. These e-commerce players are driving better value realization and great experiences for consumers through technology-enabled features for easier accessibility, convenience, and affordability.

The report points out that the used smartphone market is seeing better margins for retailers compared to the sale of new smartphones. In 2021 alone, India witnessed the purchase of over \$15 billion worth of new smartphones online. With the number of smartphone users reaching the 550 million mark, it is estimated that, on average, a re-commerce app user sells more than two smartphones from each household when the need to upgrade to new devices rises, as per Red Seer's research.

Manufacturers and sellers of certain product types – automobiles, smartphones, electronic goods, and appliances in the lead – are embracing re-commerce for circularity and business growth. It is important to do so because e-waste, in particular, contains metals and components that are hazardous and can contaminate soil and water if not disposed of properly. The good thing is that much of this e-waste is recyclable. According to a Grant Thornton study, almost 31.5 million tonnes of electronics and appliances are discarded every year, of which many of the components can be recycled or reused.

(Source: <https://timesofindia.indiatimes.com/blogs/voices/re-commerce-is-accelerating-the-progress-of-indias-industries-and-economy-toward-circularity/>)

## **TWO MAJOR PRODUCTS SEGMENT IN RE-COMMERCE INDUSTRY:**

### **1. Refurbished Electronic Product Market:**

Indian buyers are increasingly turning to refurbished electronic devices as global supply chain disruptions take up the prices of new products. While smartphones are primary growth drivers, other electronic products, too, have seen rising demand amid the growth of organized sellers of refurbished goods.

According to a report by research firm RedSeer, IT services major Tata Consultancy Services Ltd sources 100,000 refurbished laptops every year from organized reverse commerce (or re-commerce) companies.

Redseer said the refurbished electronics goods market in India could grow to \$11 billion in gross value by March 2026, up from approximately \$5 billion in March 2021.

As per the speaker of RedSeer, laptops, televisions, headphones, wearables, washing machines, and gaming consoles will constitute about \$1 billion of the market. "In India, wearables that could contribute to the sector would be the aspirational ones, such as the flagship Fitbits or the Apple Watch.

The RedSeer report, too, said smartphones account for 90% of the sector. Fuelling this growth are two factors—rising prices of new smartphone and higher profit margins for retailers.

(Source: <https://www.livemint.com/technology/tech-news/q20-summit-world-bank-report-proposes-tech-driven-financial-inclusion-11694157095409.html>)

### **2. Apparel Re-Commerce Market:**

In India, the fashion Re-Commerce industry is at a nascent stage. It is most likely that luxury brands, particularly in the ethnic segment will take the lead before re-commerce goes mainstream. The future of growth for fashion Re-Commerce is that of cautious optimism.

Fashion re-commerce is yet to gain significant traction in India. Although there have been several brands operating in the Fashion rental space a pure fashion re-commerce player is yet to emerge in India. Even the Indian Unicorn Meesha which started as a social commerce-enabling reseller has now pivoted to a pure-play e-commerce marketplace model.

(Source: <https://timesofindia.indiatimes.com/blogs/voices/resale-commerce-or-re-commerce-will-continue-to-get-mainstream/>)

## **Government Policies Supporting India's Sustainable Circular Economy**

A circular economy ecosystem refers to a closed-loop production model where resources are reused and kept in the production loop, allowing for more value generation. The objective is to retain as much value as possible from resources, products, and materials to create an ecosystem that sustainably promotes longevity, reuse, refurbishment, and recycling.

India's circular economy could touch \$45 billion by 2030, an opportunity startup can potentially to tap into, according to a report by venture capital fund Kalaari Capital. According to the report, "India is expected to become the world's third largest economy by 2030, accounting for about 8.5% of global GDP. If the global circular economy touches \$4.5 trillion by 2030, then we're looking at a \$45 billion opportunity provided India captures just 1% of this market. If India's share of the circular economy matches its contribution to global GDP at 8.5%, we'll have an over \$380 billion circular economy.

To drive the nation towards a sustainable circular economy, the government of India has been actively formulating policies and various incentivizing projects.

- 1) The government has implemented different rules to control plastic waste such as Plastic Waste Management Rules, e-Waste Management Rules, Construction and Demolition Waste Management Rules, and Metals Recycling Policy. These rules have been formed to achieve sustainable economic growth.

- 2) 11 committees have been formed by the government which comprise representatives from NITI Aayog and the Ministry of Environment, Forest, and Climate Change (MoEFCC), SMEs and industry representatives. These different committees have been formed for eleven focus areas to accelerate the transition from a linear to a circular economy. The committees will develop an extensive action plan for transitioning the economy from a linear to a sustainable circular economy in their respective focus areas. The committee will also take regulatory measures to ensure the efficient implementation of their recommendations and findings. The 11 focus areas wherein the government is focussing to accelerate the transition involve municipal solid waste and liquid waste, scrap metal, electronic waste, lithium-ion batteries, solar panels, gypsum, toxic and hazardous industrial waste, used oil waste, agriculture waste, tyre and rubber recycling and end-of-life vehicles (ELVs).
- 5) The National Action Plan on climate change working on formulating a comprehensive strategy for addressing climate change in India. It also focuses on measures to reduce emissions and adapt to the impacts of climate change.

To reduce greenwashing, the Securities and Exchange Board of India (SEBI) has introduced new guidelines for companies to disclose their environmental, social, and governance (ESG) performance. Under these guidelines, companies are required to disclose information on their environmental and social policies, performance, and risks, as well as their governance structure and practices. These principles are intended to give investors additional knowledge about a company's ESG performance so they can determine more informed investment choices. These rules also give businesses a structure for disclosure and reporting, which will aid them in improving their ESG performance. These new regulations will take effect in the 2023-24 fiscal year. The government of India will issue Sovereign Green Bonds (SGrBs) as part of its broader market borrowings to raise money for green projects. The earnings will be used to fund public sector initiatives to lower the economy's carbon intensity.

The implementation of a circular economy has numerous advantages including direct and positive implications for the competitiveness of companies, individual stakeholders, and the overall industrial sectors. To achieve an impactful circular economy transition, macro-economic level planning is important along with considering stakeholders. The government advocates about 7Rs of circular economy which includes Reduce, Reuse, Recycle, Redesign, Remanufacture, Refurbish, and Repair. These should be considered as guiding principles while designing new ventures, business parks, and industrial clusters. With a system-level approach and favourable economic conditions, India can become a sustainable manufacturing hub in the coming years.

(Source: <https://www.ibef.org/research/case-study/sustainable-circular-economy-in-india>)



## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read the entire Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 20 for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 144 and 182 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

*Please refer to the disclaimer clause at given on page no 208 of this Prospectus.*

### BUSINESS OVERVIEW

Our company, Rockingdeals Circular Economy Ltd. (herein this section referred as "**Rockingdeals CE**") is primarily a B-2-B re-commerce player which started its operations in 2005. Our company is primarily engaged in bulk trading of excess inventory, open boxed inventory, re-commerce products and refurbished products, which has been further detailed in this section. These products range in several categories such as small home appliances, apparel, kitchenware's and household, speaker & mobile accessories, large appliances, footwear etc. These products are generally of various well-known brands such as Samsung, Thomson, MI, LG, symphony, ZARA, Nike, Reebok, Campus, Sony, JBL, Boat, Gizmore, One Plus, etc.

As we are more of B2B platform, Rockingdeals CE take the aforementioned products in bulk from various dealers of Inalsa, Khaitan etc and supplies these products in bulk to clients such as Jindal Mega Mart, Brand Wala, VLE Bazaar Private Limited, HIC International, PSUAVI, KRAT India, Zazz Technology besides to its sister companies such as (Rockingdeals Private Limited, Rockingdeals (HYD) Private Limited, Harkrishanji Products Private Limited). Please refer to page no 104 to see the top ten clients of our company and their respective per centage contribution in our revenue generation.

As on date our company has over 18 categories of Stock Keeping Units (SKU) i.e., electrical appliances (Syska, Havells, LG, Panasonic, Usha, Crompton, Luminous, Phillips etc.), apparels & footwear (Zara, Nike, Campus etc), speaker (Boat, JBL, Gizmore), mobile and mobile accessories (Lenovo, Boat, Gizmore etc) and various other products which the company procures from ecommerce vendors of platforms like Snapdeal (Juscorp), affiliates of Flipkart and Amazon etc; companies like GO Auto, Salora International, Zazz Technology Connect Private Limited; and dealers & distributors like Matrix Housewares, Raj Agency, Sudhi Enterprises etc.

We deal in bulk quantities, we procure the goods from our various vendors and mostly sell these products in bulk quantities itself. In order to store these products in bulk quantities we have a duly established, spacious and well connected to the National Highway No. 02, warehouse located at 12/03 Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana- 121003.



Furthermore, in this digital era, we have not restricted ourselves to only offline modes, we believe in offline as well as online distribution model for sale of our products. We have our offline distributors spread across various states who in turn sell our products through various retailers. Under B2C online sales, we sell our products through the e-commerce platform of Shopclues. Further, we are looking for more such opportunities hence our company has recently deployed 4 (four) personnel for marketing purposes. Also, we have strategically established a dedicated call centre staffed with a team of skilled individuals under the customer relationship management initiative. The initiative allows us to engage with our customers and potential clients on a broader scale, reaching every corner of the nation. Through this call centre, we can provide personalized assistance, gather valuable feedback, and address inquiries promptly.

The USP of our business model lies in the final discount which is unmatched with any of the manufacturer, company or distributor and this is possible here because of our vast team experience. Our business model allows customers to save money by purchasing products at a reduced price. This can be especially beneficial for consumers who are looking for high-quality products but may not be able to afford brand new products at their original prices.

At Rockingdeals CE, our prime focus is efficiently managing (by purchasing) surplus inventory from various brands within the B2B sector. The B2B segment constitutes a significant portion of our revenue, contributing 97.43% in FY 2022-23, 96.84% in FY 2021-22, and 99.94% in FY 2020-21. Our clients include, Jindal Mega Mart, Brand Wala, VLE Bazaar Private Limited, HIC International, PSUAVI, KRAT India, Zazz Technology etc. It's important to note that we also engage in the B2C market which constitutes very small amount of total revenue. In our B2C segment, our company caters to numerous unorganised retailers who procure our products in large quantities.

**The Revenue bifurcation are:**

*(Amount in Hundreds)*

Particular	As at March 31, 2023	%age of Total Revenue	As at March 31, 2022	%age of Total Revenue	As at March 31, 2021	%age of Total Revenue
<b>B2B</b>	14,62,470.29	97.43	14,35,897.92	96.84	10,54,962.55	99.99

B2C	38,537.85	2.57	46,918.48	3.16	669.58	Negligible
<b>Total</b>	<b>15,01,008.14</b>	<b>100%</b>	<b>14,82,816.40</b>	<b>100%</b>	<b>10,55,632.13</b>	<b>100%</b>

**SINCE INCEPTION OUR COMPANY HAS ENTERED INTO VARIOUS STRATEGIC PARTNERSHIP:**

<b>2005</b>	Started business of selling various mobile phones such as Tata Indicom, or other mobile phones.
<b>2007</b>	Became the selling agent for TATA Sky. In 2007, our company has been honoured with certificate of Appreciation - For outstanding performance in selling of TATA Sky.
<b>2012</b>	In 2012, our company has entered into the business of excess inventory and refurbished products.
<b>2014</b>	Started distribution of various brands of mobile phones of various brands.
<b>2017</b>	Started purchasing of customer return mobile phones of Redmi.
<b>2018</b>	Started purchases excess and unboxed inventory from Affiliates of Snapdeal, further our company has been honoured with the Seller Excellence Platinum Award in 2018 by Snapdeal.
<b>2021</b>	Warehouse Tie-up with Flipkart for purchase of customer returned products.
<b>2022</b>	Started purchases of various brands of product such as Gizmore, Salora, Swiss Military.
<b>2023</b>	<ul style="list-style-type: none"> <li>➤ Tie-up with Shopclues &amp; Snapdeal (Juscorp) to sell Excess inventory.</li> <li>➤ Tie-up for Zara products with their distributor (Sudhi Enterprises).</li> <li>➤ Tie up with various well-known Brands.</li> </ul>

**Strategic Partnerships & Tie-ups:**

Our company has entered into various agreements and strategic partnerships which provide us the edge to expand our business.

**Tie-ups or Business Agreements:**

✓ **Service Agreement with Shopclues:**

Recently, our company has entered into service agreement with “Shopclues”. Under which Shopclues provided an end-to-end e-commerce technology platform to setup an online store on shopclues. This agreement helped us to bring an unparalleled selection of high-quality deals and refurbished products to the customers at heavy discounts. This enables the target customers to identify our brand as well as our product portfolio and aided our understanding of the market segment and the customer’s demand preferences.

✓ **Purchase Agreement with various well-known brands:**

Our company has entered into various agreement with well-known brands to acquire their excess and open-boxed inventory We assist businesses in liquidating their surplus stock by providing an efficient and effective solution for managing excess inventory. Our company offers a platform to these well-known brands to enable these brands to quickly and easily dispose of their excess and open boxed inventory, which allowing them to free up their valuable space and resources.

**Partnership Agreements:**

✓ **Strategic Partnership with SSL E – Waste Management LLP:**

Our company has entered into a strategic partnership with SSL E-Waste Management LLP, under which our company holds 50.01% of capital. SSL E-waste Management LLP (“SSL”) was formed to do business activity of - electronic products waste management in the year 2020. The Strategic partnership between SSL and Rockingdeals CE was agreed on April 03, 2023, through a Memorandum of Understanding.

SSL is a registered with the Haryana State Pollution Control Board (“HSPCB”) as Dismantling of E-Waste and holds the Grant of Consent Certificate issued by HSPCB. The LLP is yet to start its operations.

### **WHAT WE OFFER THROUGH RE-COMMERCE?**

Re-commerce simply means selling goods that have previously been owned by someone else or has been returned by someone may be without using the product. Also known as a resale program, some retailers buy back items they've already sold and repackage them to sell again. In short it is market for the products that have been used, or have been returned or have been manufactured in excess of its demand.

There are many online and retail businesses liquidating excess inventory at a discount using alternative distribution channels and Consumer-to-consumer reselling of products. Our Re-commerce platform serves as a bridge between sellers and buyers, ensuring that unboxed products find their way into the hands of individuals who can appreciate their value and affordability. As a re-commerce business entity, we offer the unboxed/excess inventory/refurbished products to end customers at significantly discounted prices compared to their original retail prices. By working as a re-commerce platform, we ensure that these unboxed products find new homes and provide value to customers seeking affordable options.

We offer/deal in such product through as follows:

- ✓ **Excess Inventory**
- ✓ **Unboxed/Open Boxed Product**
- ✓ **So called Used Products**
- ✓ **Refurbished Product**
- ✓ **Export Surplus**
- ✓ **Demo Unit**
- ✓ **E-Waste**

#### **1. Excess Inventory:**

Excess inventory refers to products or goods held by a company or organization that surpasses their current demand or sales forecast. This surplus inventory can arise from various factors, including overproduction, fluctuations in consumer demand, inaccurate sales projections, or unforeseen circumstances such as natural disasters or disruptions in the supply chain. By efficiently managing and distributing this excess inventory, we provide value to both our suppliers and customers, ensuring that quality products find their way into the hands of consumers at affordable prices.

Excess inventory and Export Surplus items are always on high demand and perfect for customers who want to buy the best of products at really low prices. Our company specializes in sourcing excess inventory directly from reputable warehouses and manufacturers. Through our extensive and diverse trading network, we efficiently resell these products to retail customers at highly competitive prices, offering significant savings compared to the original retail prices.

#### **2. Unboxed/ Open Boxed Product:**

Unboxed products refer to items that have been previously purchased and returned, typically in unused or like-new condition. These products may have been opened, inspected, or handled briefly before being returned. However, they still maintain their functionality and quality.

Our company procure a diverse range of unboxed products from the vendors of popular e-commerce platforms such as Flipkart, Snapdeal, Amazon and many more. With our commitment to offering a wide variety of unboxed products from reputable e-commerce platforms, we strive to provide customers with cost-effective choices without compromising on quality.

#### **Benefits of Unboxed/ Open Boxed Products**

- ✓ Cost - Effective
- ✓ Latest Technology
- ✓ Eco-friendly
- ✓ Original Box
- ✓ Original Parts

### 3. So Called Used Products:

"So-Called Used Products" refers to items that are nearly new, originally purchased by retail customers through various E-commerce platforms but subsequently returned for reasons such as:

- ✓ Receiving the wrong product or size.
- ✓ The product not meeting the customer's expectations, particularly in the case of footwear and apparel.
- ✓ Late delivery of the product to the customer.
- ✓ The customer no longer needing the product.
- ✓ The product not matching its description.
- ✓ The product having minor manufacturing defects, particularly in footwear and apparel.

These products are essentially new, but due to a single use or return, they are categorized as returned or used items. The issuer company source these types of products for customers who are ready and willing to purchase them because the quality of these products is almost like new. Additionally, these products are typically not used by the original customers, and the original manufacturers often provide warranty services for them. Therefore, these products offer a win-win situation for customers.

### 4. Refurbished product:

Our company offering a wide range of refurbished products, carefully selected from reputable sources. Refurbished products are items that have been returned to the manufacturer or seller for various reasons, such as minor defects, cosmetic imperfections, or customer returns. These products undergo our comprehensive refurbishment process, where they are repaired, restored, and thoroughly tested to ensure they meet strict quality standards. As a result, customers can enjoy like-new products at significantly discounted prices compared to their original retail counterparts.

Our commitment to quality control guarantees that refurbished products function flawlessly and exhibit minimal signs of wear, providing customers with a reliable and cost-effective alternative to buying brand new. By promoting the reuse and repurposing of electronic devices, we contribute to a more sustainable and environmentally conscious approach to consumer electronics, while also offering customers exceptional value and savings.

### 5. Export Surplus:

"Export surplus" typically refers to products that are produced by a company for export, but which are not sold in the intended market. These products are then sold in other markets, often at a lower price, as a way to recoup some of the production costs. Usually, excess inventory includes garments (branded/ unbranded) that originate from cancelled orders/ minor quality.

### 6. Demo Unit:

Demo units are typically electronic devices, such as smartphones, tablets, laptops, or other consumer electronics, that are used for demonstration purposes in retail stores or by manufacturers. These units are often set up in stores or showrooms to allow potential customers to interact with the product and experience its features firsthand before making a purchase decision. These Products that have been used in- store for demonstration purposes - sold for 20-30% discount – original.

They serve as a way for customers to test the product's functionality, user interface, and performance, helping them make informed choices when selecting a product to buy.

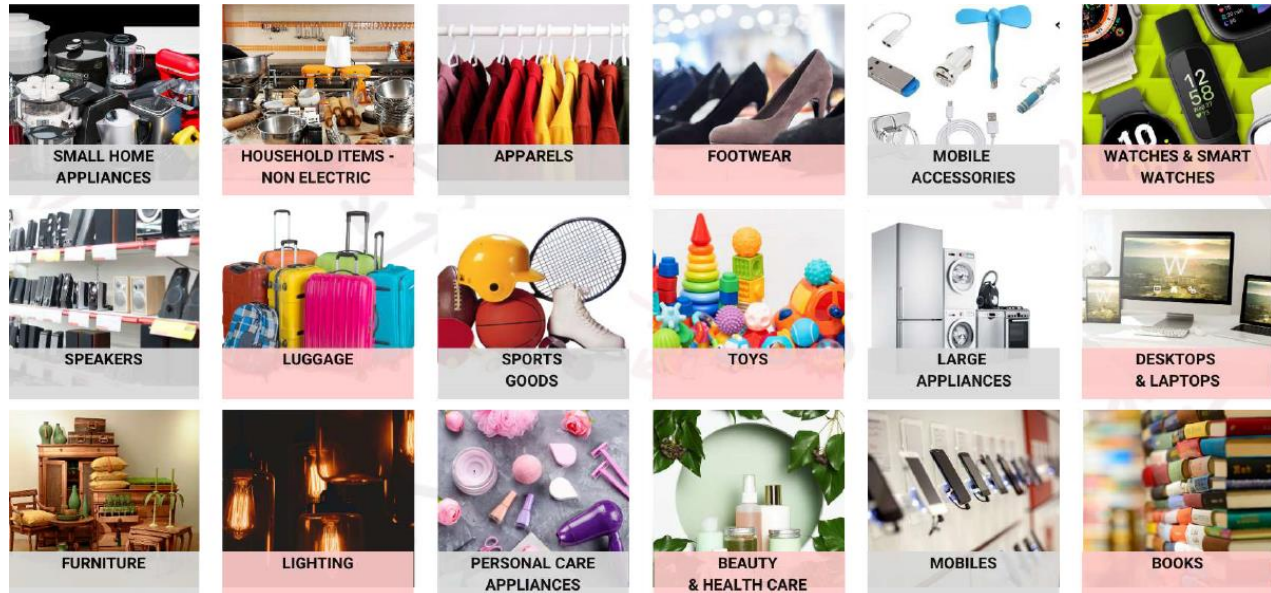
**7. E-Waste:**

E-waste, refers to discarded electrical or electronic devices that have reached the end of their useful life or are no longer wanted by their owners. Each year millions of units of electronic products, accessories & clothes are produced and thrown away. A garbage truck's worth of plastic and clothing are burned or dumped in landfills every second. We have recently entered into a LLP Agreement, please refer to page No. 91, where we wish to start a business to process such products, however no business transaction has happened under this yet.

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## RANGE OF PRODUCT

From small home appliances to televisions and accessories, our extensive product portfolio ensures that we cater to every aspect of end consumers requirements. With a commitment to delivering exceptional value and ensuring customer satisfaction, we continue to be the go-to destination for individuals and businesses seeking the latest and most reliable electronic solutions.



### Our Top 4 Product Segments and Brands under which we deal:

- 1. Large and Small Home Appliances:** Under Large and Small Appliances, our company offer wide variety of Electrical Home Appliance of various well-known brands such as: Samsung, Panasonic, LG, Usha, Havells, Philips, Syska, Thomson, Eveready, Mi, Oneplus, Real Mi, Vu, Symphony, Wonder Chef, Luminous and other various brands.
- 2. Apparel and Footwear:** Our Company offers a wide variety of apparel and footwear. Our company offers wearable of different well-known brands such as Zara, Reebok, Nike, Redtape, Bata, Puma, Lotto, Sparx, etc, and offer huge amount of discount for apparel and footwear.
- 3. Speaker/ Mobile Accessories/ Watches:** We offer the wide variety of refurbished, Open Boxed and returned Mobiles/ Computers and other accessories at very high discount to the end customers for various well-known brands such as Boat/ Real Mi, JBL, Bose, Sony, Nokia, VIVO, MI, One plus, Lenovo, etc.
- 4. Personal Appliances:** Our company also offers wide range of premium lifestyle products designed to enhance the customer daily routine experiences. We sell watches, jewellery, eyewear spectacle frames, sunglasses, trimmers, shavers, hair straighteners, irons, backpacks and other necessary lifestyle items at discounted rates.

### Some of our vendors are:



**BUSINESS PROCESS AND GRADING:**



### Classification & Grading of Products

We classify the product into five grades that are

➤ **Grade A: Product just “LIKE NEW”**

“LIKE NEW” means the equipment or products is 99 to 100 percent of NEW. Items include original box and instructions. “NEW”, as packaged by the manufacturer complete with manufacturer’s Brand warranty.

➤ **Grad B: Products contains minor scratches and dents (Contain all the accessories and working condition)**

Almost like new Products contains minor scratches and dents (Contain all the accessories and working condition). rates 80 to 90 percent of original condition. Exceptionally nice, but may have slight on finish visible only under close inspection.

➤ **Grad C: Products contains major scratches and dents (Contain all the accessories and working condition)**

Products contains major scratches and dents (Contain all the accessories and working condition). products are 70 to 80 percent of original condition. More than average condition for the age of the products, and may have dents, dings or finish loss. but should not affect products quality.

➤ **Grad D: Without box or missing parts but all in working condition (broken products also included in this category)**

Without box or missing parts but all in working condition (broken products also included in this category). its possibility of small/ Major dings or scratched on products.

➤ **Grad E: Products which are not in working condition shall be marked with red colour.**

Products is faulty & not working and will be marked with red colour. However, few part of such products may be used. End-of-life products refer to products that have reached the end of their useful life or are no longer viable for use. These products may be obsolete, no longer functional, or simply outdated. They can include a wide range of products, including electronics, appliances, vehicles, and other consumer goods.

### OUR BUSINESS STRATEGY:

We intend to continue to provide high quality deliveries to our customers and grow our business by leveraging our strengths and implementing the following strategies:

**1. Maintaining Edge over competitors by introducing new categories of products**

In past 2 years our company has expanded our current product line by introducing the different categories of product such as baggage, speaker, fans, laptops, desktops, books. Our company is focusing to expand the scope of our current product line and introducing new products in both the high-end and mid segments. As our company has 18 categories of SKUs which provide us the competitive advantage over our competitors. Further, as we procure all our products directly from known manufacturers and Tier-1 dealers, which benefit us directly in procuring the product at competitive prices.

**2. Our Classification Centre**

Our company has employed a team of 05 technicians who works on the pre-owned product and remove the minor defects and turn them into the working condition. With required working and quality checks, we ensure that every product leaving our facility is in good condition and ready to serve the end consumer. The Grades A, B, C, D and E has been detailed above.

**3. Customer Relationship Management Initiative**

Our company has established a in house call center located at the Corporate Office of our company at 12/3 Milestone, near Sarai Metro Station, Mathura Road, Faridabad, Haryana- 121003, with a team of 6 individuals under the customer relationship management initiative. It helps us to engage with our customers on a wider scale. Through this call center, we can provide personalized assistance, gather valuable feedback, and address inquiries promptly.

#### **4. Targeting Middle Class**

The middle-class segment often seeks affordable alternatives that offer good value and comparable quality to good products. Our business model allows customers to save money by purchasing products at a reduced price. This can be especially beneficial for consumers who are looking for high-quality products at best discount prices.

Over the time, our management team introduce various categories of products at a competitive price. As a result, we now offer a wide range of products, including budget-friendly options as well as premium-quality smartphones, earphones, speakers, cosmetics, toys, and various accessories.

#### **5. Sustainable & Circular Economy:**

Our company's focus on unboxed and pre-owned products which promotes the circular economy. Our business is contributing to the circular economy by increasing the lifespan of products by reusing the used products, which otherwise become waste. We are making a positive impact on both the environment and the economy by promoting the reuse of products.

#### **6. Leveraging our Market skills and Relationships**

Our company is taking various steps for growth through marketing activities and by maintain relationship with our clients. To achieve this our company will start the marketing activities for this our company has taken an initiative for the customer relationship management and further our company has a plan to utilise the proceeds of IPO for brand position and marketing activities. Which help us to expand our geographical reach.

#### **7. Focus on quality**

Ensuring the quality of our offerings is a top priority for our company. It is essential to uphold our high-quality standards, as this fosters customer satisfaction and encourages repeat orders from our clients. By maintaining consistent quality, we not only preserve our reputation but also strengthen our brand value, leading to increased business opportunities.

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**AWARDS & RECOGNITION:**

We believe that our quality of service and efficiency in managing and operating our business have enabled us to maintain business relationships with our brand partners, and resultantly, we have been bestowed with certain awards and titles by our brand partners. Our company has been honoured with various Awards and Recognitions, some of them are cited below:

<p><b>1. Certificate of Appreciation- For outstanding performance.</b></p> 	<p><b>2. Certificate of Appreciation- For Technix Stellar efforts.</b></p> 	<p><b>3. Extra Mile Award- For outstanding performance in 2018.</b></p> 	
<p><b>4. Certificate of Appreciation- For exclusive partnership with TATA Indicom.</b></p> 	<p><b>5. Seller Excellence Platinum Award by Snapdeal.</b></p> 	<p><b>6. Preferred Distributor Certificate- For preferred Distributor in gold category.</b></p> 	<p><b>7. Time 2 Leap Award, MSME &amp; Startup Edition by Shri Narayan Rane, Hon'ble union Minister of MSME, Government of India.</b></p> 

### **OUR COMPETITIVE STRENGTH:**

The following are the key strengths which enable our Company to be competitive in this business:

#### **1. B2B Partner/Vendor Channel:**

Widespread vendors enable the remote and metro users to attract customers with great discounts and after sales support. This hassle-free service not just enable to save extra cost but also give varieties with many categories and many products. Further our company has also set up a call centre staffed with skilled individual to further deeply penetrate the PAN India footprints created by it over last few years. Our after sales services includes:

✓ **Product related queries:**

Under the product related queries, we generally receive the queries regarding the assembling or installation process of the products or appliances.

✓ **Brand Warranty (if any):**

Generally, our company do not offer the warranty on the products sell by our company in personal capacity but there are certain products on which the warranty is provided by the brand its self, the same benefit is being provided to the customers.

#### **2. Experienced Promoters and Professional Management Team:**

We have an experienced management team led by our Promoter, Mr. Aman Preet, who has more than 20 years of work experience.

✓ Mr. Amanpreet, our promoter and managing director has invested over two decades in this industry and established an integrated ecosystem spanning the B2B sourcing to the B2C retailing business. He holds a Business Information Systems and Management degree from Middlesex University, UK.

✓ Mr. Akash Singh, an efficacious Sales & marketing professional with more than a decade's experience in the marketing industry. Akash has a remarkable track record of engaging vendors and distributors and supervising sales staff through his extraordinary soft skills and analytical skills throughout his career. At Rocking Deals Circular Economy, Akash plays an indispensable role in developing and managing the company's B2B vertical.

✓ Mr. Gaurav Gupta, A finance professional with over a decade of experience in Finance & Accounting; Financial & Commercial Management, MIS & Reporting; Business Partnering & Stakeholder Management; M&A; Taxation & Compliance Management. Gaurav is a Chartered Accountant by education.

The experience and diversity of our directors, management team and our promoter have enabled our Company to be recognized as a customer centric, process driven organization. We believe that our management team is well qualified with significant industry experience and has been responsible for the growth in our operations. For further details regarding the educational qualifications and experience of our promoter directors and key management team please see "Our Management" beginning on page 119 of this Prospectus. We believe that the experience and relationships that our management team has, have extended our operating capabilities, improved the quality of our services and facilitated access to our clients.

#### **3. Diverse Product Portfolio & Quality Services:**

Our company has a product portfolio of 18 SKUs which cater every segment of the society. From small home appliances to televisions and accessories, our extensive product portfolio ensures that we cater every aspect of end consumers requirements. With a commitment to delivering exceptional value and ensuring customer satisfaction.

We believe in providing quality and timely service to our customers. We have set very high standards for ourselves when it comes to timeliness and quality of service we provide to our clients. We had setup the stringent systems ensure that all the products reach our clients on stipulated time and there are minimum errors to ensure reduced

product rejection. We have developed internal procedure of checking the client orders at each stage from customer order to delivery. Our company focuses on maintaining the level of consistency in our service, thereby building customer loyalty for our Brand.

**SWOT ANALYSIS:**

SWOT ANALYSIS	
STRENGTHS	WEAKNESS
1. Professionally managed company 2. Widespread vendors network 3. No onus to provide warranty 4. In-house Service Center for minor repairs 5. Strong brand image and customer recall	1. Quality of the branded product remains the major concern in customers' mind
OPPORTUNITIES	THREATS
1. Huge opportunity for global re-commerce market with growing awareness towards sustainable shopping 2. Customer aspiration and brand awareness, particularly in Tier II and Tier III cities 3. Large unorganised market 4. Assists in carbon footprint reduction of brands and accumulates carbon credits	1. Competition from un-organized players 2. Problem of counterfeit products

**HUMAN RESOURCE**

Our employees are the key to the success of our business. As on date, we have the total strength of **18** in various department as per the below details:

S. No.	Departments/Designation	No. of Employees
1.	Managing Director	1
2.	Chief Financial Officer	1
3.	Chief Executive Officer	1
4.	Financial & Secretarial Team	2
5.	Technical Team	5
6.	B2B- Telecommunication Team	6
7.	Sales Team (Outlet at NIT, Faridabad)	2
<b>Total</b>		<b>18</b>

**PRODUCT WISE REVENUE BIFURCATION:**

**(Amount in Hundreds)**

Up to June 30, 2023		
Categories	Amount	%age
IT & ITES	3,27,127.01	34.14
SHA (Small Home Appliances)	1,97,128.57	20.57
Apparel & Footwear	1,49,659.57	15.62
Speakers	1,04,853.67	10.94
Fans	69,061.57	7.21
Large Appliances	41,967.20	4.38
Mix Items (SHA, Footwear, Electronic Items)	30,540.98	3.19
Kitchen Ware	28,979.76	3.02

Others	8,831.19	0.92
<b>Total</b>	<b>9,58,149.53</b>	<b>100.00</b>

FY 2022-23		
Categories	Amount in INR	%age
Mix Items (SHA, Footwear, Electronic Items)	8,44,855.50	56.29
Small Home Appliances and Electronic Items	1,94,490.78	12.96
Laptops, Desktops and Other Items	1,44,860.77	9.65
IT and ITES	86,917.19	5.79
Large Appliances	86,287.18	5.75
Footwear	56,862.70	3.79
Books and Periodicals	34,199.98	2.28
Speakers	30,099.87	2.01
Luggage Bags	10,162.53	0.68
Others	5,443.50	0.36
Fans and Other appliances	3,437.72	0.23
Toys	3,390.42	0.23
<b>Grand Total</b>	<b>15,01,008.14</b>	<b>100.00</b>

FY 2021-22		
Categories	Amount in INR	%age
Mix Items (SHA, Footwear, Electronic Items)	13,62,914.60	91.91
Household (Non-Electric items)	96,683.59	6.52
Glassware	23,218.22	1.57
<b>Grand Total</b>	<b>14,82,816.41</b>	<b>100.00</b>

FY 2020-21		
Categories	Amount in INR	%age
Mix Items (SHA, Footwear, Electronic Items)	8,87,663.69	84.09
Household - Non-Electric	90,151.66	8.54
Others	44,454.28	4.21
Glassware	33,362.50	3.16
<b>Grand Total</b>	<b>10,55,632.13</b>	<b>100.00</b>

#### **GEOGRAPHICAL WISE REVENUE BREAKUP:**

The company continues to widen its footprints to cater to the growing demand for excess inventory and refurbished products, Haryana continues to be the leading state owing to the in-home advantage. The Company in future try to mitigate the Revenue Concentration Risk.

Geographical distribution of our revenue during the last 3 years are as under:

*(Amount in Hundreds)*

State	March 31, 2023	% of Total
Haryana	7,31,389.12	48.73%
Karnataka	3,85,006.60	25.65%
Telangana	1,28,641.62	8.57%
Rajasthan	1,03,635.84	6.90%

Uttar Pradesh	38,793.86	2.58%
Madhya Pradesh	34,083.17	2.27%
Delhi	17,616.43	1.17%
Uttarakhand	16,274.27	1.08%
Gujarat	16,079.09	1.07%
Punjab	15,068.72	1.00%
Bihar	8,742.65	0.58%
Maharashtra	2,484.93	0.17%
Jharkhand	1,366.87	0.09%
Jammu Kashmir	1,210.69	0.08%
Chhattisgarh	400.00	0.03%
Kerala	214.29	0.01%
<b>Total</b>	<b>15,01,008.14</b>	<b>100.00%</b>

State	March 31, 2022	% of Total
Haryana	10,99,260.51	74.13%
Delhi	84,210.26	5.68%
Punjab	68,921.21	4.65%
Telangana	48,793.81	3.29%
Madhya Pradesh	44,230.94	2.98%
Rajasthan	38,137.94	2.57%
Uttarakhand	28,147.57	1.90%
Assam	22,147.82	1.49%
West Bengal	13,556.62	0.91%
Karnataka	11,353.85	0.77%
Jammu Kashmir	7,906.44	0.53%
Uttar Pradesh	7,253.95	0.49%
Maharashtra	6,322.12	0.43%
Gujarat	2,573.37	0.17%
<b>Total</b>	<b>14,82,816.41</b>	<b>100.00%</b>

State	March 31, 2021	% of Total
Haryana	6,26,868.74	59.37%
Delhi	92,781.94	8.79%
Madhya Pradesh	71,438.88	6.77%
Maharashtra	67,961.79	6.44%
Gujrat	67,367.08	6.38%
Rajasthan	56,741.06	5.37%
Punjab	29,248.92	2.77%
Karnataka	21,240.85	2.01%
Uttar Pradesh	7,482.36	0.71%
West Bengal	4,936.21	0.47%
ODISHA	2,432.53	0.23%
Uttarakhand	2,186.93	0.21%
Jharkhand	1,550.42	0.15%
Andhra Pradesh	1,271.19	0.12%
Telangana	963.64	0.09%
Kerala	902.09	0.09%

Jammu Kashmir	502.28	0.05%
<b>Total</b>	<b>10,55,876.92</b>	<b>100.00%</b>

#### TOP TEN SUPPLIERS

Our top 10 suppliers in terms of amount during the last 3 years are as under:

(Amount in Hundreds)

S.No	Particulars	March 31, 2023	% of Total
1.	Newjaisa Technologies Private Limited	2,05,485.23	25.51
2.	Tech-Connect Retail Private Limited	1,43,936.00	17.87
3.	Consulting Rooms Private Limited	98,566.23	12.24
4.	Harkrishanji Products Private Limited (HR)	90,252.22	11.20
5.	Rockingdeals Private Limited	68,492.23	8.50
6.	Hindware Home Innovation Limited	57,249.70	7.11
7.	Godrej & Boyce Mfg. Co. Limited	48,818.20	6.06
8.	SSIPL Retail Limited	33,984.11	4.22
9.	Brand Master	30,654.32	3.81
10.	Bhumika Highstreet India Private Limited	28,056.55	3.48
<b>Total</b>		<b>8,05,494.79</b>	<b>100%</b>

S.No	Particulars	March 31, 2022	% of Total
1.	Tech-Connect Retail Private Limited	5,74,322.91	45.06
2.	Consulting Rooms Private Limited	2,18,322.95	17.13
3.	Shreyash Retail Private Limited	1,30,492.77	10.24
4.	Damson Technologies Private Limited	1,26,918.14	9.96
5.	Karma Enterprises	60,151.36	4.72
6.	RockingDeals Private Limited	47,990.61	3.76
7.	Luminary Lifestyle Private Limited	38,511.37	3.02
8.	Tirupati Biz Link LLP	35,463.70	2.78
9.	Winspir Creations Private Limited	20,491.88	1.61
10.	Flipkart India Private Limited	22,034.04	1.73
<b>Total</b>		<b>12,74,699.73</b>	<b>100%</b>

S.No	Particulars	March 31, 2021	% of Total
1.	Tech-Connect Retail Private Limited	1,96,098.86	25.40
2.	Damson Technologies Private Limited	1,56,966.43	20.33
3.	Consulting Rooms Private Limited	1,30,303.47	16.88
4.	Rockingdeals Private Limited	1,24,855.00	16.17
5.	Shreyash Retail Private Limited	45,863.20	5.94
6.	Tirupati Biz link LLP	30,392.89	3.94
7.	Bathla Teletech Private Limited	26,064.56	3.38
8.	Raj Agencies	26,356.33	3.41
9.	Karma Enterprises	21,783.86	2.82
10.	Flipkart India Private Limited	13,335.49	1.73
<b>Total</b>		<b>7,72,020.09</b>	<b>100%</b>

#### TOP TEN CUSTOMERS



Our top 10 clients in terms of revenue generated during the last 3 years are as under:

(Amount in Hundreds)

S.No	Particulars	March 31, 2023	% of Total
1.	Rockingdeals Private Limited	4,35,853.49	33.14
2.	Newjaisa Technologies Limited	3,75,037.12	28.52
3.	Harkrishanji Products Private Limited (HR)	2,21,119.47	16.81
4.	Rockingdeals Private Limited (Hyderabad)	1,26,112.51	9.59
5.	Krat India	66,031.86	5.02
6.	May I Help You	25,261.08	1.92
7.	M/s Pluto International	18,821.06	1.43
8.	Eknath the Electronic Store	15,986.86	1.22
9.	Vishhome Lifestyle	15,952.97	1.21
10.	Zazz Technology Connect Private Limited	15,050.00	1.14
<b>Total</b>		<b>13,15,226.43</b>	<b>100%</b>

S.No	Particulars	March 31, 2022	% of Total
1.	Rockingdeals Private Limited	9,63,845.60	66.32
2.	Harkrishanji Products Private Limited (HR)	2,19,968.78	15.14
3.	Rockingdeals Private Limited (Hyderabad)	56,159.42	3.86
4.	Aar Kay Innovations Limited	47,547.95	3.27
5.	PSUAVI	36,547.25	2.51
6.	Vaidehi Enterprises	32,245.02	2.22
7.	Trishul Agencies	27,752.80	1.91
8.	Karma Enterprises	25,704.95	1.77
9.	Adinath Carriers Private Limited	22,663.24	1.56
10.	Guru Kirpa Enterprises	20,917.77	1.44
<b>Total</b>		<b>14,53,352.78</b>	<b>100%</b>

S.No	Particulars	March 31, 2021	% of Total
1.	Rockingdeals Private Limited	2,99,595.13	35.36
2.	Harkrishanji Products Private limited (HR)	1,85,685.86	21.92
3.	Karma Enterprises	1,07,499.32	12.69
4.	Garg Enterprises	69,691.65	8.23
5.	Laxyo Energy Limited	38,343.88	4.53
6.	Suhani World	38,059.80	4.49
7.	Eknath Traders	30,894.34	3.65
8.	PSUAVI	27,947.39	3.30
9.	A. V. Enterprises	24,879.05	2.94
10.	Mishra Trading Company	24,628.93	2.91
<b>Total</b>		<b>8,47,225.36</b>	<b>100%</b>

#### **CORPORATE SOCIAL RESPONSIBILITY:**

As per the financial statement of our company as on March 31, 2023, the provisions of section 135 of the Companies Act, 2013 is not applicable on our company.

#### **MARKETING:**

In order to create our brand presence and to create awareness of our product portfolio, our company has strategically established a dedicated call centre staffed with a team of skilled individuals under the customer relationship management initiative. The initiative allows us to engage with our customers and potential clients on a broader scale, reaching every presence in different states. Through this call centre, we can provide personalized assistance, gather valuable feedback, and address inquiries promptly.


Further, our success lies in the strength of our relationship with our clients and distributor. We provide them different categories of branded products on the reasonable prices as compare to other players in the markets. We continuously make follow-ups to clients, set-up meetings and track record, in order to garner clients, also focus on direct understanding of client requirements combined with skill set required for the particular role.

Due to strong network and expertise in the industry, we have been able to get repeated orders from our clients. The efficiency of the marketing and sales network is critical success factor of our Company. Our marketing team along with our promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. Our team through their experience and good rapport with the clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company.

Further, through the proceeds of this Issue our company also have plans to promote the brand positioning and to invest in the marketing activities. For more details, please read page no. 63 “Object of the Issue” of this Prospectus.

#### **INTELLECTUAL PROPERTY:**

The Company owned the following trademark which are owned by our Company:

Sr No.	Original Trademark Name	Filed Trademark Name	Application No.	Class	Current Status
1	Word Mark	RD Rocking Deals	6081934	35	Marked for Exam
2		RD Rocking Deals	9221642	35	Marked for Exam

#### **INSURANCE:**

Sr. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount
1.	The Oriental Insurance Company Limited	Flat No:C-1702, Tower -C, 17th Floor, La Lagune Apartment, Sector- 54, Golf Course Road, Gurgaon Haryana 122001	271601/11/2023/180	27/11/2023	6,00,00,000
2.	The Oriental Insurance Company Limited	<ul style="list-style-type: none"> <li>12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana - 121003</li> <li>Plot No. 186, Sector 59, Ballabgarh, Faridabad – 121004</li> <li>Plot No. 484, Sec-29, Huda Part-2, Panipat Haryana-132103.</li> </ul>	271601/48/2024/658	17/07/2024	5,00,00,000

		<ul style="list-style-type: none"> <li>5N/44A, NIT-5 K.C. Road, Faridabad-121001, Haryana.</li> </ul>			
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**DETAILS OF OUR BUSINESS LOCATIONS/ PROPERTIES:**

We operate our activities from our registered office. Details of which are given below:

Sr. No.	Details of Property	Name of Lessor/Owner	Purpose	Tenure	Validity upto	Rent (in Hundreds)
1.	Shop Khasra No. 424, Basement, M.G. Road Ghitorni, New Delhi-110030	Rocking Deals Private Limited	Registered Office	11 Months	11.12.2023	2,200.00/- P.A.
2.	12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana - 121003	M/s Chopra & Electricals	Corporate Office & Warehouse	3 years	15.01.2025	6,562.50/- P.A.*
3.	5N/44A, K.C. Road, Near, BTW, NIT 5, Faridabad (Haryana)	BK Malik HUF	Marketing Store	7 Months	30.11.2023	1,000.00/- P.M
4.	Plot No. 186, Sector 59, Ballabgarh, Industrial Area – 121004, Ground Floor	Mr. Amanpreet	Warehouse	11 Months	01.07.2024	2,200.00/- P.A.
5.	Plot No. 180, Sector 58, Ballabgarh, Industrial Area - 121004	M/s Rockingdeals Private Limited	Warehouse	11 Months	01.07.2024	2,200.00/- P.A.
6.	Flat No. 1702, 17 <sup>th</sup> Floor, La Lagune, C Block, Haiderpur Viran Sec-54, Distt, Gurugram.	M/s Rockingdeals Circular Economy Limited	Administrative/ Guest House	NA	NA	NA

*\*subject to escalation rate of 5%.*

**FINANCIALS**

As per Restated Financial Statements for the period ended for the stub period from April 01, 2023 to June 30, 2023 fiscal year 2023, 2022 and 2021, our total revenues and the Profit after Tax are as follows:

Particular	(Amount in Hundreds)			
	June 30, 2023	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Total Revenue	9,58,149.84	15,17,532.31	15,33,084.56	10,69,618.61
Profit after Tax	1,25,151.74	1,54,339.14	14,367.98	(1,482.86)

## KEY REGULATIONS AND POLICIES IN INDIA

*The following is a brief overview of certain Indian laws and regulations which are relevant to our Company's business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The overview set out below is not exhaustive and is only intended to provide general information, and is neither designed, nor intended, to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, please see the section entitled "Government and Other Approvals" beginning on page 201. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### **E-Waste (Management) Rules, 2022**

The E-Waste (Management) Rules, 2022 notified on November 2, 2022 by the Ministry of Environment, Forest and Climate Change, Government of India which has effective from April 01, 2023. The rules are applicable to every manufacturer, producer refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment listed in Schedule I, including their components, consumables, parts and spares which make the product operational but shall not apply to:

- a) waste batteries as covered under the Battery Waste Management Rules, 2022;
- b) packaging plastics as covered under the Plastic Waste Management Rules, 2016;
- c) micro enterprise as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006);
- d) radio-active wastes as covered under the provisions of the Atomic Energy Act, 1962 and rules made there under.

Our company is not required to register under the said rules because we are not a manufacturer, producer, refurbished, dismantler and recycler as classified under the said rules however, we may be classified as a Bulk Consumer in the above said rules.

### **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 Micro, Small and Medium Enterprises Development Act, 2006 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;

The Central Government has issued its notification numbering 1702(E) dated June 1, 2020 amended the definition of MSME which has come into effect from July 1, 2020.

The revised definition is as under:

- i. a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;
- ii. a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and
- iii. a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

The MSME Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (Council). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

### **Information Technology Act, 2000 (The “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, 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 which include 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.

### **Personal Data Protection Bill, 2019 (“PDP Bill”)**

The PDP Bill proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the Indian Government, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. The Indian Government has also been mooting legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology formed a committee of experts (—NPD Committee) to recommend a regulatory regime to govern non-personal data (—NPD). The NPD Committee has released two reports till date, which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with government and corporations alike and a registration regime and for —data businesses||, being business that collect, process or store data, both personal and non-personal.

### **The National Digital Communications Policy, 2018 (the “NDCP 2018”)**

The NDCP 2018 was notified by the Ministry of Communications, Department of Telecommunications vide gazette notification dated October 22, 2018. The policy seeks to support India ‘s transition to a digitally empowered economy and society. The NDCP 2018 aims to accomplish the following strategic objectives by 2022: (i) provision of broadband for all; (ii) creating four million additional jobs in the digital communications sector; (iii) enhancing the contribution of the digital communications sector to eight percent of India ‘s GDP; (iv) propelling India to the top 50 nations in the ICT Development Index published by the United Nations International Telecommunication Union; (v) enhancing India ‘s contribution to global value chains; and (vi)ensuring digital sovereignty. The NDCP 2018 further also contemplates, among others, (i) establishment of a national digital grid by creating a National Fibre Authority; (ii) establishing common service ducts and utility corridors in all new cities and highway road projects; (iii) creating a collaborative institutional mechanism between the central government, the state governments and the local bodies for common rights of way, (iv) standardization of costs and timelines; (v) removal of barriers to approvals; and (vi) facilitating development of open access next generation networks.

### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made there under**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protects 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. The definition of —consumer|| has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with —e-commerce|| defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances.

### **Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures

as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

## **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.

## **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.

## **LABOUR LAWS**

In addition to the aforementioned material legislations which are applicable to our Company, some of the Labour Laws that may be applicable to the operations of our Company include:

1. Employee's Compensation Act, 1923
2. Workmen's Compensation Act, 1923
3. No active compliance/registration needed as this Act is only applicable in case of dispute in relation to employer & workmen.
4. Maternity Benefit Act, 1961;
5. Payment of Gratuity Act, 1972;
6. Equal Remuneration Act, 1976
7. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

## **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 Sale of Goods Act, 1930 covers what the sales and shipping policy of the entity must contain. Additionally, terms such as the warranties, conditions, and the transfer of property in goods are also outlined for regulating the sale of goods. Further, the policy must also contain the fact of existence or non-existence of return/refund options.

### **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.

### **The Legal Metrology Act, 2009**

Legal Metrology Act, 2009 was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011. The Act is applicable to companies engaged in manufacturing, importing, packing, selling, or distributing certain products are subject to mandatory compliance requirements. The Act is applicable to the Company as it is engaged in sale of products having such compliances.

### **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.

### **Other Applicable Laws**

In addition to the above, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Companies Act, Transfer of Property Act, 1882, the Copyright Act, 1957, the Trade Marks Act, 1999, Copyright Act, 1999, Prevention of Corruption Act, 1988, SEBI Listing Regulations, RBI guidelines, IBC and other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations.



## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated on July 29, 2002 as a Private Limited Company as “Technix Electronics Private Limited” vide Registration No. 116354 under the provisions of the Companies Act, 1956 with the Registrar of Companies, N.C.T of Delhi and Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on April 20, 2023 our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Technix Electronics Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 10, 2023 by the Registrar of Companies, Delhi. Further, pursuant to a special resolution passed by the shareholder at their Extraordinary General Meeting held on August 04, 2023, our company has changed the name from “Technix Electronics Limited” to “Rockingdeals Circular Economy Limited” and a Fresh Certificate of Incorporation was issued on August 17, 2023. The Corporate Identification Number of our Company is U29305DL2002PLC116354.

Presently, we carry out our operations from our Registered Office, Corporate Office, Marketing Store, and 2 Warehouse as per the below details:

Sr. No.	Particulars	Address
1.	Registered Office	Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West Delhi – 110030.
2.	Corporate Office	12/3, Milestone, Near Sarai Metro Station, Mathura Road, Faridabad, Haryana 121003.
3.	Store (Marketing)	5N/44A, K.C. Road, Near, BTW, NIT 5, Faridabad (Haryana)
4.	Warehouse	Ground Floor, Plot no. 186, Sector 59, Ballabgarh, Industrial Area, Faridabad-121004
5.	Warehouse	Ground Floor, Plot no. 180, Sector 58, Ballabgarh, Industrial Area, Faridabad-121004
6.	Administrative Purpose/ Guest House	Flat No. 1702, 17 <sup>th</sup> Floor, La Lagune, C Block, Haiderpur Viran Sec-54, Distt, Gurugram.

### CHANGES IN OUR REGISTERED OFFICE

Registered Office of the Company is presently situated Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West Delhi-110030

The Details of the change of Registered Office of the Company are as follows:

Sr. No.	Date of Change	Shifted From	Shifted to	Reason for Change
1	December 15, 2011	J-510-C, 16 Western Avenue, Sainik Farms, New Delhi-110062	6, Community Center, New Friends Colony, Delhi-110065	Administrative Purpose
2	February 28, 2014	6, Community Center, New Friends Colony, Delhi-110065	DD-16, Basement Kalkaji, near Shubham Hospital New Delhi-110019	Administrative Purpose
3	April 19, 2016	DD-16, Basement Kalkaji, near Shubham hospital New Delhi 110019	B-1/E-22, Mohan Cooperative Industrial Estate, Mathura Road, Delhi, South Delhi-110044	Administrative Purpose
4.	March 28, 2023	B-1/E-22, Mohan Cooperative Industrial Estate Mathura Road,	Farm No 2 Khasra No. 1253, Mother Teresa Sanjay Colony Bhatti Mines South West	Completion of Lease Period

		New Delhi, South Delhi-110044	Delhi-110074	
5.	May 01,2023	Farm No 2 Khasra No. 1253, Mother Teresa Sanjay Colony Bhatti Mines South West Delhi-110074	Shop Kh No 424 Basement Ghitorni Gadaipur, New Delhi, South West Delhi-110030	Administrative Purpose

#### MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company as per the Object Clause of Memorandum of Association of the Company are as under:

1. To carry on the business of manufacture, trade, assemble, erect, sell, buy, export, import, repair, install, fabricate or otherwise deal in all kinds, descriptions and form of house-hold electrical appliances such as presses/irons, electric irons, professional iron dryers, hot plates, ovens, boilers, grillers, cooking ranges, heaters, coolers, stoves, dish geysers, toasters, juicers, mixers, grinders, flour makers, heating appliances, cooling appliances, fans, bulbs, tubes, lighting instruments, washing machines, electric and auto bulbs, plastic and polythene electrical products, thermostats, radios, televisions, Tuners. V.C.R. and V.C.P Computers, printers, electric bells, cellular phone, pager, fax, phone, cordless phone, stereo systems, heat convertors, refrigerators, air conditioners, C.V.T., UPS and decorative lights of all kinds and all kinds of electrical and electronic components.
2. To carry on the business of manufacture, trade, assemble, erect, sell, buy, export, import, repair, install, fabricate or otherwise deal in all kinds, descriptions and all types of fans including air circulator fans, exhaust fans, inverters, water purifiers, vaccum cleaners, cables, wires, cable network, electrical and electronics items and products, cooler kits, switches, motors, starter/delta starter, relay, condensores, tools, motor starter, regulators, transormers, lamps, stabilizers, power plants, generators, resistances, battery, elements, control panels, magnetic amplifiers, reactors, electronic control unit, chokes, light fittings, and parts, components, accessories of above items.
3. To carry on the business of manufacture, trade, sell, buy, export, import, repair, fabricate or otherwise deal in all kinds of garments, silk fabrics, imported textiles and fabrics, clothing fabrics, all varieties of textile fabrics, handloom fabrics, school bags, footwear, general/ corporate merchandise, toys, fashion accessories, leather goods, office equipments and stationery, watches, sports items, cigarettes, cigars, drinks, fragrances, sunglasses and other daily use items.
4. To carry on the business of manufacture, trade, assemble, erect, sell, buy, export, import, repair, install, fabricate or otherwise deal in all kinds of mobiles, tablets, accessories, electronic goods, office equipments, IT products and accessories, automobile accessories, tool kits, kitchen appliances, crockery, home decor, home/ office furnishings, Direct-To-Home ('DTH') equipments, DTH recharge and service products and entertainment equipments.

#### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
December 14, 2012	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company. The authorized share capital of our Company was increased from ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 each to ₹ 50,00,000 divided into 5,00,000 equity shares of ₹ 10 each.
June 04, 2015	Adoption of Table F of the Articles of Association ('AoA')
June 04, 2015	Adoption of Table A of the Memorandum of Association ('MoA') and deletion of Clause III(C), be adopted based on Form in Table A of Schedule I of the Companies Act,2013"
June 04, 2015	Alteration in object clause by inserting sub clause (3) and sub clause (4) after sub clause (2) of clause III (A) Of the Memorandum of Association  "(3) To carry on the business of manufacture, trade, sell, buy, export, import, repair,

	<p><i>fabricate or otherwise deal in all kinds of garments, silk fabrics, imported textiles and fabrics, clothing. fabrics, all varieties of textile fabrics, handloom fabrics, school bags, footwear, general / corporate merchandise, toys, fashion accessories, leather goods, office equipment's and stationery, watches, sports items, cigarettes, cigars, drinks, fragrances, sunglasses and other daily use items."</i></p> <p><i>"(4) To carry on the business of manufacture, trade, assemble, erect, sell, buy, export, import, repair, install, fabricate or otherwise deal in all kinds of mobiles, tablets, accessories, electronic goods, office equipment's, IT products and accessories, automobile accessories, tool kits, kitchen appliances, crockery, home decor, home/ office furnishings, Direct-To-Home ('DTH') equipment's, DTH recharge and service products and entertainment equipment's."</i></p>
April 01, 2023	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company. The authorized share capital of our Company was increased from ₹ 50,00,000 divided into 5,00,000 equity shares of ₹ 10 each to ₹ 5,50,00,000 divided into 55,00,000 equity shares of ₹ 10 each.
April 20, 2023	Amendment in the Articles of Association
April 20, 2023	Change in the name of Company from "Technix Electronics Private Limited" to "Technix Electronics Limited"
August 17, 2023	Change in the name of Company from "Technix Electronics Limited" to "Rockingdeals Circular Economy Limited"
August 31, 2023	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company. The authorized share capital of our Company was increased from ₹ 5,50,00,000 divided into 55,00,000 equity shares of ₹ 10 each to ₹ 5,73,00,000 divided into 57,30,000 equity shares of ₹ 10 each.

#### KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
2002	Incorporation of our Company as a private limited company with the name of "Technix Electronics Private Limited".
2007	Honored with the Certificate of Appreciation for the outstanding performance in 2006-2007 by TATA Sky.
2010	Certificate of Appreciation by TATA Indicom for stellar efforts in the promotion of TATA Walky.
2011	Honored by Brightpoint for the Preferred Distributor of Brightpoint India Private Limited in Gold Category.
2016	Achieved the turnover of Rs. 100 Crores.
2018	<ul style="list-style-type: none"> <li>➤ Certificate of Excellence for outstanding performance as a seller on snapdeal in Quarter 2 of 2018.</li> <li>➤ Certificate of recognition by amazon connect for the outstanding performance in 2018.</li> </ul>
2023	<ul style="list-style-type: none"> <li>➤ Register as Micro Enterprises under MSME.</li> <li>➤ Change in status of our company from Private to Public Company.</li> <li>➤ Time 2 Leap Award for Emerging Circular Economy Brand of the Year awarded by Ministry of Small and Medium Enterprises, Govt of India.</li> </ul>

#### DETAILS OF BUSINESS OF OUR COMPANY

Our company, Rockingdeals Circular Economy Ltd. (herein this section referred as "Rockingdeals CE") is primarily a B-2-B re-commerce player which started its operations in 2005. Our company is primarily engaged in bulk trading of excess inventory, open boxed inventory, re-commerce products and refurbished products, which has been further detailed in this section. These products range in several categories such as small home appliances, apparel, kitchenware's and household, speaker & mobile accessories, large appliances, footwear etc. These products are generally of various well-known brands such as Samsung, Thomson, MI, LG, symphony, ZARA, Nike, Reebok, Campus, Sony, JBL, Boat, Gizmore, One Plus, etc.

As on date our company has over 18 categories of Stock Keeping Units (SKU) i.e., electrical appliances (Syska, Havells, LG, Panasonic, Usha, Crompton, Luminous, Phillips etc.), apparels & footwear (Zara, Nike etc), speaker (Boat, JBL,

Gizmore), mobile and mobile accessories (Lenovo, Boat, Gizmore etc) and various other products which the company procures from ecommerce vendors of platforms like Snapdeal (Juscorp), affiliates of Flipkart and Amazon etc; companies like GO Auto, Salora International, Zazz Technology Connect Private Limited; and dealers & distributors like Matrix Housewares, Raj Agency, Sudhi Enterprises etc.

For details on the description of Our Company’s activity, business model, marketing strategy, strength, completion of business, please see “Our Business”, “Management Discussion and Analysis of Financial Conditions” and “Basis For Issue Price” on page 89 and 182 of this Prospectus respectively.

#### **HOLDING COMPANY OF OUR COMPANY**

Our Company does not have any Holding Company as on the date of filing of this Prospectus.

#### **SUBSIDIARY COMPANY OF OUR COMPANY**

As on date of this Prospectus, our Company has no subsidiaries.

However, there is one Associate Enterprises which is SSL E-Waste Management LLP in which Rockingdeals Circular Economy Limited holds 50.01% of the Capital Contribution.

#### **1. SSL E-Waste Management LLP**

##### **Corporate Information**

SSL E-Waste Management LLP was incorporated as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008 on June 22, 2021 having its registered office at 417, Bajaj House 97, Nehru Place, New Delhi-110019. The LLPIN is AAX-4927.

##### **Nature of Activities**

To carry on the business of Electronic and Electrical E-waste Recycling/ Wholesale Trading of E-Waste/ Scrap of Laptops/ CPU’s, Computers, Printers, etc.

##### **Designated Partners their Contribution and Profit-Sharing ratio in LLP**

The Designated Partners of SSL as on the date of 20.09.2023 are as follows:

<b>Name</b>	<b>Designation</b>	<b>Contribution</b>	<b>Profit Sharing Ratio</b>
Lalit Nagpal	Designated Partner	24,990	24.99%
Sanjeev Ahuja	Designated Partner	25,000	25.00%
Rockingdeals Circular Economy Limited (Acting through its nominee Mr. Amanpreet)	Designated Partner	50,010	50.01%
<b>Total</b>		<b>1,00,000</b>	<b>100%</b>

##### **Financial Information**

The financial information derived from the audited financial results of SSL LLP for the Financial Years 2022 and 2023 are set forth below:

(Amount in Hundreds)

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Capital Account	1,000.00	1,000.00
Current Account	8,788.99	4,509.82
Total Capital	9,788.99	5,509.82
Total Revenue	20,938.25	27.25
Profit/(Loss) after tax	173.83	5,678.67

## **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 received a notice for striking off its name from the relevant Registrar of Companies.

## **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page number 49 respectively, of this Prospectus.

## **REVALUATION OF ASSETS**

Our Company has not re-valued its assets since in last 10 years.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this Prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this 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.

## **STRIKES AND LOCK-OUTS**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Prospectus, our employees are not unionized.

## **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Prospectus, there have been no time and cost overrun in any of the projects undertaken by our Company.

## **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Prospectus.

## **OTHER AGREEMENTS**

As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Prospectus.

## **STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Prospectus.

## **ACQUISITION OF BUSINESS/UNDERTAKINGS**

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking in last 10 years.

#### **DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY IN THE SINCE INCEPTION YEARS**

There has been no divestment by the Company of any business or undertaking since inception.

#### **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has **38 (Thirty-Eight)** shareholders as on date of this Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "*Capital Structure*" beginning on page 49 of this Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled "*Our Business*" and "*Our History and Certain Corporate Matters*" on page 89 and 113 respectively of this Prospectus.

#### **COLLABORATION AGREEMENT**

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

## OUR MANAGEMENT

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 prospectus, our Board consist of Five (6) Directors, out of which One (2) is Executive Directors, two (2) are Non-Executive Directors and Two (2) are Non-Executive Independent Directors.

S.N.	Name	DIN	Category	Designation
1.	Aman Preet	00140021	Executive	Managing Director
2.	Tarun Goel	08759451	Executive	Additional Director
3.	Kulbir Chopra	03193553	Non- Executive	Director
4.	Avneet Chopra	08390596	Non-Executive	Director
5.	Ravtej Singh Teer	10172719	Non-Executive	Independent Director
6.	Prabhkamal Singh Sahni	10174405	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 Prospectus:

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p><b>Mr. Aman Preet</b></p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> J-510C Western Avenue Sanik Farms Delhi -110062</p> <p><b>Date of Birth:</b> October 03,1982</p> <p><b>Qualification:</b> Bachelor of Science in Business Information System with Management</p> <p><b>Professional Qualification:</b> 20 years of experience in Retailing Business since 2002</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5-year w.e.f April 01, 2023 (i.e March 31, 2028)</p> <p><b>Date of First Appointment*:</b> May 10, 2005</p> <p><b>Date of Appointment as MD:</b> April 01, 2023</p> <p><b>DIN:</b> 00140021</p>	40	<p><b>Indian Companies:</b></p> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>• Rocking Deals Private Limited</li> <li>• Harkrishanji Products Private Limited</li> </ul> <p><b>Section -8 Companies</b></p> <ul style="list-style-type: none"> <li>• Goalcast Foundation</li> </ul>

	<p><b>Mr. Tarun Goel</b></p> <p><b>Designation:</b> Executive Additional Director</p> <p><b>Address:</b> House No. 435, Phase 06, S.A.S. Nagar (Mohali), Punjab – 160055.</p> <p><b>Date of Birth:</b> February 06,1991</p> <p><b>Qualification:</b> B Tech and MBA from IIT Roorkee.</p> <p><b>Professional Qualification:</b> 10 years of experience in E-Commerce, Category and Brand Management.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Up to the date of AGM for FY 2023-2024 w.e.f October 18, 2023</p> <p><b>Date of First Appointment:</b> October 18, 2023</p> <p><b>DIN:</b> 08759451</p>	32	<p><b>Indian Companies:</b></p> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>• Scaling Dreams Private Limited</li> <li>• Zealdeal Ventures Private Limited</li> </ul>
2.	<p><b>Mrs. Kulbir Chopra</b></p> <p><b>Designation:</b> Non- Executive Director</p> <p><b>Address:</b> W-16, Western Avenue Sainik Farm New Delhi-110062</p> <p><b>Date of Birth:</b> January 13, 1953</p> <p><b>Qualification:</b> High School Graduate</p> <p><b>Professional Qualification:</b> 20 years of experience in E-Commerce Industry since 2002</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Date of Appointment:</b> 29.07.2002</p> <p><b>DIN:</b> 03193553</p>	70	<p><b>Indian Companies:</b></p> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>• Rocking Deals Private Limited</li> <li>• Harkrishanji Products Private Limited</li> <li>• Rockingdeals (HYD) Private Limited</li> <li>• Unbox Therepy Private Limited</li> </ul>



3.	<p><b>Mrs. Avneet Chopra</b></p> <p><b>Designation:</b> Non- Executive Director</p> <p><b>Address:</b> J-510/C Western Avenue 16, Sanik Farms Delhi -110062</p> <p><b>Date of Birth:</b> October 02, 1982</p> <p><b>Qualification:</b> Master of Arts in International Business Management</p> <p><b>Professional Qualification:</b> 3 years of experience in market trends and consumer behaviors</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Appointed on:</b> March 21, 2023</p> <p><b>DIN:</b> 08390596</p>	40	<p><b>Indian Companies:</b></p> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>Rocking Deals Private Limited</li> </ul>
4.	<p><b>Mr. Ravtej Singh Teer</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Address:</b> 4/1, Alipore Park Road, Alipore H.O, Alipore, Kolkata, West Bengal, 700027</p> <p><b>Date of Birth:</b> October 11, 1992</p> <p><b>Qualification:</b> Bachelor of Business Administration in Marketing Management</p> <p><b>Professional Qualification:</b> 10 years of Experience in marketing</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 years, Not Liable to retire by rotation</p> <p><b>Appointed on:</b> May 30, 2023</p> <p><b>DIN:</b> 10172719</p>	30	NIL

5.	<p><b>Mr. Prabhkamal Singh Sahni</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Address:</b> 296, Urban Estate Phase 1, Model Town, Ludhiana, Punjab-141002.</p> <p><b>Date of Birth:</b> August 28, 1997</p> <p><b>Qualification:</b> Mechanical Engineering</p> <p><b>Professional Qualification:</b> 2.5 year of experience in Tractor Engineer Manufacturing</p> <p><b>Occupation:</b> Businessman</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 years, Not Liable to retire by rotation</p> <p><b>Appointed on:</b> May 30, 2023</p> <p><b>DIN:</b> 10174405</p>	26	NIL
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*\*Our promoter and Managing Director, Mr. Aman Preet has been originally appointed on May 10, 2005 but due to some commitment and pre-occupation, Mr. Aman Preet had resigned from the post of Director on December 05, 2017. However, on May 06, 2020 Mr. Aman Preet had been re-appointed as Director and further appointed as a Managing Director on April 01, 2023.*

#### BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

**Mr. Aman Preet**, aged 40 years, is Promoter cum Managing Director of our Company. He has founded Rockingdeals Circular Economy Limited in 2002. He has invested over two decades in the industry and established an integrated ecosystem spanning the B2B sourcing to the B2C retailing business. He initially worked in England for a year, which helped him streamline operations for his commerce venture. During this tenure, he gained in-depth experience in the E-commerce industry and related processes and challenges.

After returning to India, he started with a franchise of Tata Teleservices. Owing to his understanding of product grading and pricing capabilities, he helped a host of e-commerce sites to set up their refurbished device offerings. He holds a Business Information Systems and Management degree from Middlesex University, UK.

**Mrs. Kulbir Chopra** aged 70 years is Promoter and Non- Executive Director of our company. She is High School Graduate. She is an accomplished and results-driven Operation Head with extensive experience in managing operations. She possesses exceptional skills in team management, process improvement, and strategic planning, which have enabled her to consistently deliver outstanding results for our company. Kulbir is a highly respected leader who is known for her ability to build and motivate high-performing teams. She provides clear guidance and mentorship to her team members, empowering them to achieve their full potential and excel in their roles.

**Mrs. Avneet Kaur** aged 40 years, is a Promoter and Non- Executive Director of our company. She has been serving as director in Rockingdeals Private Limited since 2009. She has completed Masters of Arts in International Business Management with Merit from the University of Newcastle upon Tyne. She possesses exceptional skills in sourcing, negotiating, and managing relationships with vendors and suppliers, which have enabled her to deliver superior results for our company in the past few months. Ms. Avneet is the Spouse of our Promoter Mr. Aman Preet, Ms. Avneet was looking after the family business, she was involved in the strategy making of the group company "Rockingdeals Private Limited" since the year 2017, however was not appointed as the director in RDPL the year 2017, later she joined the RDPL as director w.e.f 28.04.2019.

**Mr. Tarun Goel** aged 32 years, is an Additional Executive Director of our company. Tarun Goel is a sales and business enthusiast with 10 years of experience in e-Commerce, category and brand management. He is a B.Tech and MBA from IIT Roorkee. He started his career with a vertical marketplace (Syberplace) in Hyderabad initially heading sales and then overall procurement for them. He has worked in Shopclues, as head of the mobiles category for 4 year and then started to manage B2B and Cross Border Trade where he established sales on various channels. Currently, he is running his own company named Scaling Dreams Pvt Ltd, where he and his team help brands and manufacturers expand to online/offline channels for sales, procurement and operations.

**Mr. Ravtej Singh Teer** aged 30 years, is a Non-Executive Independent Director of our company. Ravtej Singh Teer is an accomplished marketing professional with a direct exposure to Sales, Operation and Market Research. He brings in this vast experience fetched by him over a decade of raw end sales adventures. Holding a degree in BBA Hons in Marketing from a premier St. Xavier’s College Kolkata, he stands tall with a sound skill set to contribute (other than Marketing, Sales, and Research) to exclusive P&L, Forecasting, and Core decision making. During this tenure of an in-depth grasp of companies like United Colors of Benetton, he has honed the desired skills to drive business gains in B2B / B2C sales, in both Conventional Channel and Exclusive Brand Outlets. He is a proficient team player with a wide exposure to managing team with disciplined ease. A believer in Poka-Yoke, he desires to deep dive into root cause analysis, addressing the problems for an optimum solution. Overall, Ravtej Singh Teer carries a good moral character to drive our business rooted to the 4Ps, Product, Price, People and Promotion.

**Mr. Prabhkamal Singh Sahni** aged 26 years, is a Non-Executive Independent Director of our company. Prabhkamal Singh Sahni is an accomplished Technical Engineer having wide exposure to marketing and handling business accounts. Besides being the proprietor of an engineering product outlet in Ludhiana, he holds multi facet sales and service portfolios elsewhere. Mr. Prabhkamal Singh Sahni holds a degree of a Four-year Diploma Course in Mech Engg (Tool & Die) from Central Tool Room, Ludhiana and possesses in-depth operating knowledge and skills in web development and software technology. This equips him with the necessary knowledge and skills to contribute and succeed in the Company’s networking requirements and helps in establishing proper checks and controls. He has a strong background in Quality Inspection tasks, having direct exposure of 2.5+ years in the Tractor Engines manufacturing industry. His proficiency in inspecting products for quality assurance and identifying defects adds to his forte.

**Note:**

1. *None of the above-mentioned Directors are on the RBI List of willful defaulters as on the date of this 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:

S. No.	Name of the Director	Relationship with other Director
1.	Aman Preet	Son of Kulbir Chopra and also is the spouse of Avneet Chopra
2.	Kulbir Chopra	Mother of Aman Preet and also is the mother-in Law of Avneet Chopra
3.	Avneet Chopra	Spouse of Aman Preet and also is the daughter-in-Law of Kulbir Chopra

**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 Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

**Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

**TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

*i. Executive Directors*

<b>Name</b>	Mr. Aman Preet
<b>Designation</b>	Managing Director
<b>Period</b>	5 years w.e.f April 01, 2023
<b>Date of approval of shareholder</b>	August 04, 2023
<b>Remuneration</b>	INR 36,00,000/- P.A.
<b>Perquisite</b>	As per the Rules of the Company

<b>Name</b>	Mr. Tarun Goel
<b>Designation</b>	Executive Additional Director
<b>Period</b>	Up to the date of AGM for FY 2023-2024 w.e.f October 18, 2023
<b>Date of approval of shareholder</b>	Appointed as Additional Director
<b>Remuneration</b>	INR 12,00,000/- P.A.
<b>Perquisite</b>	As per the Rules of the Company

*ii. Non-Executive Directors*

Non-Executive Non-Independent Directors and 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 Prospectus:

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>No. of Equity Shares held</b>	<b>% of pre-issue paid-up Equity Share capital in our Company</b>
1.	Aman Preet	20,55,450	49.42

2.	Tarun Goel	-	-
3.	Kulbir Chopra	16,23,270	39.03
4.	Avneet Chopra	30	Negligible
5.	Ravtej Singh Teer	-	-
6.	Prabhkamal Singh Sahni	-	-

### INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### Interest in promotion of Our Company

Except Promoter, none of our directors have any interest in the promotion of our Company.

### Interest in the property of Our Company

Except as stated below our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this 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.

1. The Warehouse of our company situated at Ground Floor, Plot no. 186, Sec 59, Ballabgarh, Faridabad-121004 is owned by our Promoter/ Managing Director of our company.

### Interest in the business of Our Company

Save and except as stated otherwise in Related Party Transaction in the chapter titled Financial Information beginning on page number 176 of this Prospectus, Our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### Details of Service Contracts

None of our directors have entered into any service contracts with our Company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

#### **Bonus or Profit-Sharing Plan for the Directors**

There is no bonus or profit-sharing plan for the Directors of our Company.

#### **Contingent and Deferred Compensation Payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation.

#### **Other Indirect Interest**

Except as stated in chapter titled —Financial Information beginning on page 144 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

#### **Borrowing Power of the Board**

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders by way of Special Resolution will be required.

Under the Board Resolution dated July 03, 2023, the Board of Director of the company has taken note that the borrowing of the company is not exceed the prescribed limit of Section 180(1)(c) of the Companies Act, 2013, therefore no special resolution is passed by the company. However, our company will comply with all the applicable provision of Companies Act, 2013 whenever applicable.

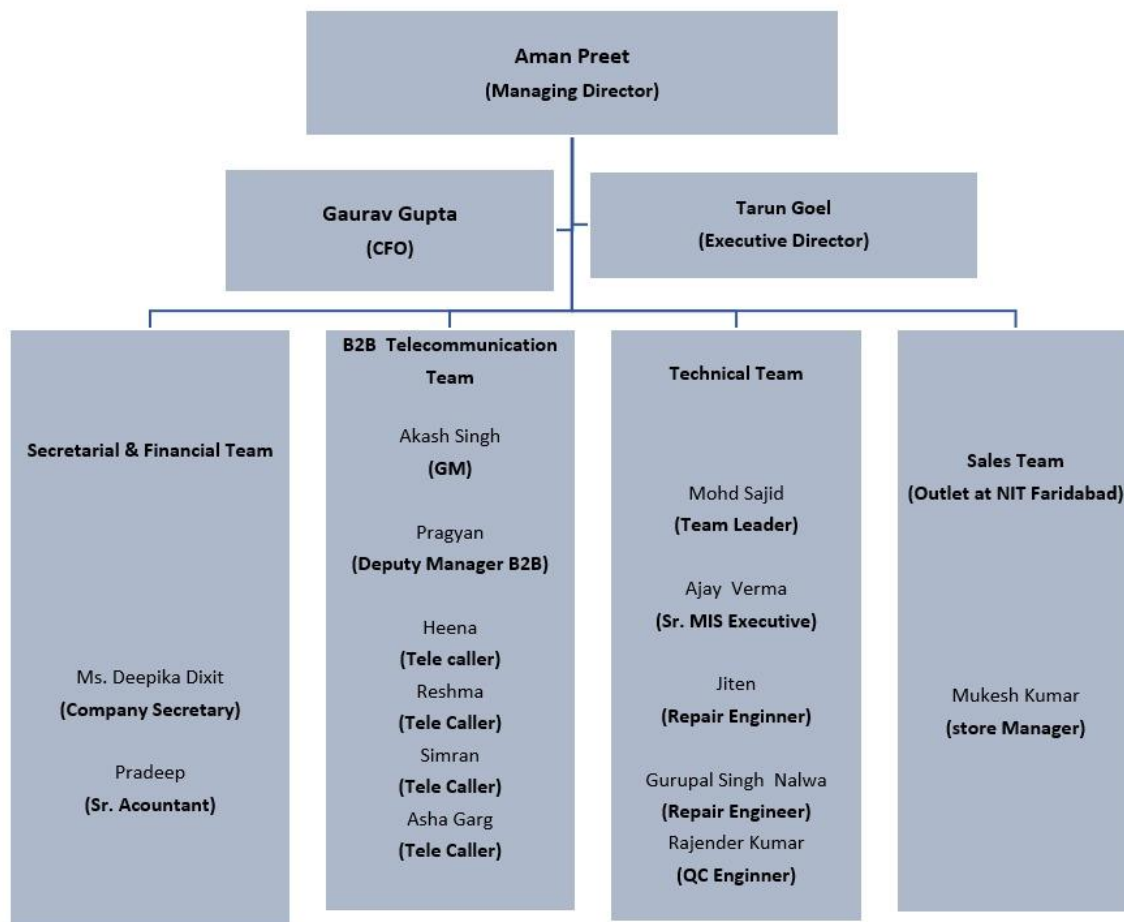
#### **Changes in The Board for the Last Three Years**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Name of Director</b>	<b>Date of Event</b>	<b>Reason for Change</b>
H.P. Singh	November 07, 2020	Cessation due to death
Aman Preet	November 30, 2021	Change in designation as Executive Director
Aman Preet	April 01, 2023	Appointed as Managing Director
Avneet Chopra	March 21, 2023	Appointed as Additional Director
Prabhkamal Singh Sahni	May 30, 2023	Appointed as Non-Executive Independent Additional Director
Ravtej Singh Teer	May 30, 2023	Appointed as Non-Executive Independent Additional Director
Amanpreet	August 04, 2023	Regularization as a Managing Director
Avneet Chopra	August 04, 2023	Change in designation as Non – Executive Director
Prabhkamal Singh Sahni	August 04, 2023	Change in designation as Non-Executive Independent Director
Ravtej Singh Teer	August 04, 2023	Change in designation as Non-Executive Independent Director
Tarun Goel	October 18, 2023	Appointed as Executive Additional Director

## Management Organization Structure

The Management Organization Structure of the company is depicted from the following chart;



## CORPORATE GOVERNANCE

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration 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

## AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated July 03, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ravtej Singh Teer	Chairman	Non-Executive Independent Director
Prabhkamal Singh Sahni	Member	Non-Executive Independent Director
Aman Preet	Member	Managing Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

### **The scope of Audit Committee shall include but shall not be restricted to the following:**

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (incase of nonpayment of declared dividends) and creditors.



18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on July 03, 2023. As on the date of this Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ravtej Singh Teer	Chairman	Non-Executive Independent Director
Prabhkamal Singh Sahni	Member	Non-Executive Independent Director
Avneet Kaur	Member	Non-Executive Director
Aman Preet	Member	Managing Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.

2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at-least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on July 03, 2023. As on the date of this Prospectus the Stakeholders Relationship Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ravtej Singh Teer	Chairperson	Non-Executive Independent Director
Prabhkamal Singh Sahni	Member	Non-Executive Independent Director
Aman Preet	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee shall oversee all matters pertaining to investors of the company and the terms of reference of committee shall be as follows:

- 1) Redressal of shareholders/ investors complaints.
- 2) Reviewing on a periodic basis of approval of transfer or transmission of shares, debentures or any others securities made by the Registrar and share transfer agent;
- 3) Issue of duplicate certificates and new certificates on split/ consolidation / renewal;
- 4) Non- receipt of declared dividends, balance sheets of the company; and
- 5) Carrying out any other function as prescribed under the SEBI ((Listing obligations and disclosure requirement) Regulation, 2015.

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.

#### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	:	<b>Mr. Aman Preet</b>
<b>Designation</b>	:	Managing Director

<b>Date of Appointment as MD</b>	:	April 01, 2023
<b>Qualification</b>	:	Bachelor of Science from Middlesex University, University
<b>Previous Employment</b>	:	N.A.
<b>Overall Experience</b>	:	20 Years
<b>Remuneration paid in F.Y. 2023-24</b>	:	INR 36,00,000/- p.a.

<b>Name</b>	:	<b>Mr. Gaurav Gupta</b>
<b>Designation</b>	:	Chief Financial Officer
<b>Date of Appointment as CFO</b>	:	April 01, 2023
<b>Qualification</b>	:	Chartered Accountant
<b>Previous Employment</b>	:	Rocking Deals Private Limited
<b>Overall Experience</b>	:	12 Years
<b>Remuneration paid in F.Y. 2023-24</b>	:	INR 12,00,000/- p.a.

<b>Name</b>	:	<b>Ms. Deepika Dixit</b>
<b>Designation</b>	:	Company Secretary & Compliance Officer
<b>Date of Appointment</b>	:	July 03, 2023
<b>Qualification</b>	:	Company Secretary & L.L.B
<b>Previous Employment</b>	:	SR. Executive in Parijat Industries (India) Pvt. Ltd.
<b>Overall Experience</b>	:	4 years of Experience under Secretarial & Compliance Department
<b>Remuneration paid in F.Y. 2023-24</b>	:	INR 6,00,000/- p.a.

**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. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

**Family Relationship Between Key Managerial Personnel**

Except the following, none of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

Sr. No.	Name of the KMP	Nature of Relationship
1.	Aman Preet	Son of Kulbir Chopra and also is the Spouse of Avneet Chopra

**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 Mr. Aman Preet none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this prospectus.

Name of the Key Management Personnel	No. of Equity Shares
Mr. Aman Preet	20,55,450

#### Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### Changes in Our Company's Key Managerial Personnel During the Last three Years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of Director	Date of Change	Reason
1.	Mr. Aman Preet	April 01, 2023	Appointed as Managing Director
2.	Mr. Gaurav Gupta	April 01, 2023	Appointed as Chief Financial Officer
3.	Ms. Deepika Dixit	July 03, 2023	Appointed as Company Secretary

*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 EquityShares to our employees.

#### Loans to Key Managerial Personnel

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – Restated Financial statement page no.144.

#### Payment of Benefits to Officers of Our Company (Non-Salary Related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “OurBusiness” beginning on pages 144 and 89 of this 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 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.




## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS AND DETAILS OF OUR PROMOTERS

Our Promoters Comprises of:

1. Mr. Aman Preet
2. Mrs. Kulbir Chopra
3. Mrs. Avneet Chopra

### DETAILS OF OUR PROMOTERS

 <p style="text-align: center;"><b>Mr. Aman Preet</b></p>	<p>Mr. Aman Preet Singh, aged 40 year is the promoter and chairman cum Managing Director of our company. He was originally appointed on the Board on May 10, 2005. He has founded Technix Electronics Limited in 2002. He holds a degree in Business Information Systems and Management from Middlesex University, UK. He has initially worked in England for a year and helped with founder in streamlining operations for e-commerce venture. He took up a franchise of Tata Teleservices and currently working as Managing Director of Rockingdeals Circular Economy Limited.</p> <p><b>Permanent Account Number:</b> BFZPS8406M</p>
 <p style="text-align: center;"><b>Mrs. Kulbir Chopra</b></p>	<p>Mrs. Kulbir Chopra, aged 70 years is Promoter and Non- Executive Director of our company. She is an accomplished and results-driven Operation Head with extensive experience in managing operations. She possesses exceptional skills in team management, process improvement, and strategic planning, which have enabled her to consistently deliver outstanding results for our company. Kulbir is a highly respected leader who is known for her ability to build and motivate high-performing teams. She provides clear guidance and mentorship to her team members, empowering them to achieve their full potential and excel in their roles.</p> <p><b>Permanent Account Number:</b> AAGPC5212J</p>
 <p style="text-align: center;"><b>Mrs. Avneet Chopra</b></p>	<p>Mrs. Avneet Chopra, aged 40 years, is a Promoter and Non- Executive Director of our company. She has completed Masters of Arts in International Business Management with Merit from the University of Newcastle upon Tyne. She possesses exceptional skills in sourcing, negotiating, and managing relationships with vendors and suppliers, which have enabled her to deliver superior results for our company in the past few months.</p> <p><b>Permanent Account Number:</b> ADBPC7582K</p>

Further, our company undertakes that it shall give details of PAN, Bank Account Number, Passport Number, Aadhaar Card Number and Driving License Number of our promoters to the NSE, if required.

#### OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations includes the following persons:

##### A. Our Promoters

The natural persons who are part of our Promoter Group (due to the relationship with our Promoters), other than the Promoter named above are as follows:

Sr. No.	Relationship	Mr. Aman Preet	Mrs. Kulbir Chopra	Mrs. Avneet Chopra
1.	Father	Late H. P. Singh	Late Sardar Singh	Late Prabhjot Singh Chandok
2.	Mother	Kulbir Chopra	Late Jeet Kaur	Manmeet Kaur
3.	Spouse	Avneet Chopra	Late H.P. Singh	Amanpreet
4.	Brother	NA	Late Ranjit	N/A
5.	Sister	Preeti Singh	Amrit	N/A
6.	Son	Amaan Singh Chopra	Amanpreet	Amaan Singh Chopra
7.	Daughter	NA	Preeti Singh	N/A
8.	Spouse Father	Late Prabhjot Singh Chandok	Late Amir Tek Singh	H.P. Singh
9.	Spouse Mother	Manmeet Kaur Chandok	Late Surjeet Kaur	Kulbir Chopra
10.	Spouse Brother	NA	Late Inderpal	N/A
11.	Spouse Sister	NA	Late Meena	Preeti Singh

##### B. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with Promoter	Promoters		
	Mr. Aman Preet	Mrs. Kulbir Chopra	Mrs. Avneet Chopra
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	1. Rockingdeals Private Limited 2. Rockingdeals (HYD) Private Limited 3. Harkrishanji Products Private Limited 4. Goalcast Foundation 5. Unbox Therepy Private Limited	1. Rockingdeals Private Limited 2. Harkrishanji Products Private Limited 3. Rockingdeals (HYD) Private Limited 4. Goalcast Foundation 5. Unbox Therepy Private Limited	1. Rockingdeals Private Limited 2. Harkrishanji Products Private Limited 3. Rockingdeals (HYD) Private Limited 4. Goalcast Foundation 5. Unbox Therepy Private Limited
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	1. Karma Enterprises 2. Finity India	1. Karma Enterprises 2. Finity India	1. Karma Enterprises 2. Finity India

immediate relatives is equal to or more than 20% of the total holding	3. HK Enterprises	3. HK Enterprises	3. HK Enterprises
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## OTHER UNDERTAKINGS AND CONFIRMATIONS

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoter of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoter during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 194 of this Prospectus.
- None of our Promoters person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority

## COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Entity is having business objects similar to our business except as mentioned in the Chapter “Our Group Companies” beginning on page 137 of the Prospectus.

## INTEREST OF THE PROMOTERS

### *Interest in the promotion of Our Company*

Our Promoters are Mr. Aman Preet, Mrs. Kulbir Chopra and Mrs. Avneet Chopra. Our Promoters 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 is interested as a director, member or partner.

### *Interest in the property of Our Company*

Except as disclosed below, our Promoters do not have any interest in any property acquired by Our Company in last two years or proposed to be acquired by our Company.

1. The Warehouse of the company situated at Plot No. 186, Sector 59, Ballabgarh – 121004 is owned by our promoter, Mr. Amanpreet. We have duly added a risk factor for the unforeseen situation in the future under chapter titled “Risk Factors” on Page no. 20.

### *Interest as Member of our Company*

As on the date of this Prospectus, our Promoters and Promoter Group together hold 36,78,780 (88.45%) 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 Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 119, 144 and 49 respectively of this Prospectus. Further as on the date of this Prospectus, there is no bonus or profit-sharing plan for our Promoters.

**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 194 of this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

***This space is left blank intentionally.***



## OUR GROUP COMPANY

As per definition of group companies as per Sections 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 shall include (i) the companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements during any of the last three Fiscals in respect of which the Restated Financial Information is included in this 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 as stated 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. Rockingdeals Private Limited
2. Harkrishanji Products Private Limited
3. Rockingdeals (HYD) Private Limited
4. Karma Enterprises
5. HK Enterprises
6. Finity India

### 1. ROCKINGDEALS PRIVATE LIMITED (RDPL)

#### Corporate Information

Rockingdeals Private Limited was incorporated as a private limited company under the Companies Act, 2013 on January 13, 2017 having its registered office at Khasra No 424, Ghitorni MG Road, New Delhi-110030. The Corporate Identity Number is U74110DL2017PTC310550.

#### Nature of Activities

To carry on the business of Mobiles & Mobiles Accessories, IT Products, Home Appliances, Electronic Item and related items through ecommerce or otherwise in India and abroad. To own, create and manage online shopping e-commerce websites, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers.

#### Board of Director

The Directors of RDPL as on 31.08.2023 are as follows:

Name	Designation
Aman Preet	Director
Kulbir Chopra	Director
Avneet Chopra	Director

#### Capital Structure and Shareholding Pattern

As on the 31.08.2023, the authorized share capital of RDPL is Rs 10,00,000/- (10,000 Equity shares of Rs.100/- each). The paid-up share capital Rs. 5,05,000/- (5,050 Equity shares of Rs.100/- each).

As on 31.08.2023, the shareholding pattern of RDPL is as follows:

Name of the Shareholder	No. of Equity Shares held	% of total shareholding
Aman Preet	4,550	90.10
Kulbir Chopra	450	8.91
Sanjay Vyas	50	1
<b>Total</b>	<b>5,050</b>	<b>100</b>

### **Financial Information**

The financial information derived from the audited financial results of RDPL for the Financial Years 2022, 2021 and 2020 are set forth below:

(Amount in Hundreds except EPS & NAV)

<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Equity capital	5050.00	5,000.00	5,000.00
Reserves and surplus (excluding revaluation)	95,906.00	61,353.00	36,906.88
Total Income	23,78,696.22	18,65,641.25	18,60,285.06
Profit/(Loss) after tax	35,436.64	24,445.98	18,244.17
Earnings per share (Rs.) (Basic)	705.21	488.92	364.88
Earnings per share (Rs.) (Diluted)	705.21	488.92	364.88
Net Worth	1,00,956	66,353.00	41,906.88
Net asset value per share (Rs.)	1999.12	1327.06	838.13

## **2. HARKRISHANJI PRODUCTS PRIVATE LIMITED (HKJPL)**

### **Corporate Information**

Harkrishanji Products Private Limited was incorporated as a private limited company under the Companies Act, 2013 on June 25, 2019 having its registered office at No. 12/3, Mile Stone Mathura Road Faridabad-121003. The Corporate Identity Number is U74900HR2019PTC081100.

### **Nature of Activities**

1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
2. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.

### **Board of Director**

The Directors of HKJPL as on 31.08.2023 are as follows:

<b>Name</b>	<b>Designation</b>
Kulbir Chopra	Director
Aman Preet	Director

### **Capital Structure and Shareholding Pattern**

As on 31.08.2023, the authorized share capital of Harkrishanji Products Private Limited is Rs 15,00,000/- (1,50,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 15,00,000/- (1,50,000 Equity shares of Rs.10/- each).

As on the date 31.08.2023, the shareholding pattern of Harkrishanji Products Private Limited is as follows:

<b>Name of the Shareholder</b>	<b>No. of Equity Shares held</b>	<b>% of total shareholding</b>
Aman Preet	1,00,000	66.67
Kulbir Chopra	50,000	33.33
<b>Total</b>	<b>1,50,000</b>	<b>100</b>

### **Financial Information**

The financial information derived from the audited financial results of Harkrishanji Products Private Limited for the Financial Years ended 2022, 2021 and 2020 are set forth below:

(Amount in Hundreds except EPS & NAV)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Equity capital	15,000.00	15,000.00	15000.00
Reserves and surplus (excluding revaluation)	4,468.53	2,089.92	734.42
Total Income	4,60,254.30	1,90,668.15	7,762.61
Profit/(Loss) after tax	2,378.60	1,355.50	734.42
Earnings per share (Rs.) (Basic)	1.59	0.90	4.90
Earnings per share (Rs.) (Diluted)	1.59	0.90	4.90
Net Worth	19,468.52	17,089.92	15,734.42
Net asset value per share (Rs.)	12.98	11.39	10.48

### 3. ROCKINGDEALS (HYD) PRIVATE LIMITED "RDPL(HYD)"

#### Corporate Information

Rockingdeals (HYD) Private Limited was incorporated as a private limited company under the Companies Act, 2013 on August 24, 2021 having its registered office at H No. 4-34-73, Venkateshwara Nagar Hyderabad -500001. The Corporate Identity Number is U51909TG2021PTC154294.

#### Nature of Activities

To carry on the business of Mobiles & Mobiles Accessories, IT Products, Home Appliances, Electronic Item and related items through ecommerce or otherwise in India and abroad. To own, create and manage online shopping e-commerce websites, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers.

#### Board of Director

The Directors of RDPL (HYD) as on the 31.08.2023 are as follows:

Name	Designation
Kulbir Chopra	Director
Sanjay Vyas	Director

#### Capital Structure and Shareholding Pattern

As on the 31.08.2023, the authorized share capital of RDPL (HYD) is Rs 1,00,000/- (10,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 1,00,000/- (10,000 Equity shares of Rs.10/- each).

As on the date 31.08.2023, the shareholding pattern of Rockingdeals (HYD) Private Limited is as follows:

Name of the Shareholder	No. of Equity Shares held	% of total shareholding
Kulbir Chopra	9,999	99.99
Sanjay Vyas	1	0.01
<b>Total</b>	<b>10,000</b>	<b>100</b>

#### Financial Information

The financial information derived from the audited financial results of Rockingdeals (HYD) Private Limited for the Financial Years ended 2022 are set forth below:

(Amount in Hundreds except EPS & NAV)

Particulars	March 31, 2022
Equity capital	1000.00
Reserves and surplus (excluding revaluation)	2007.68
Total Income	1,98,732.09
Profit/(Loss) after tax	2,007.68
Earnings per share (Rs.) (Basic)	20.08
Earnings per share (Rs.) (Diluted)	20.08
Net Worth	3,007.68
Net asset value per share (Rs.)	30.08

#### 4. KARMA ENTERPRISES

##### Corporate Information

Karma Enterprises is a partnership which has been constituted on March 02, 2016.

##### Nature of Activities

To carry on the business of skin products, skin supplements, natural oils, electronic goods, footwear, fabrics, soft drinks, beverages, jewellery, mobile & electronics items etc.

##### Details of Partnership

The Partners of Karma Enterprises as on 31.08.2023 are as follows:

Name	Designation
Kulbir Chopra	Partner
Aman Preet	Partner

##### Capital Structure and Profit-Sharing Ratio of Partnership

As on the date 31.08.2023, the total contribution made by partners is INR 1,00,000. As on 31.08.2023, the profit-sharing ratio of Karma Enterprises are as follows:

Name of the Shareholder	Contribution	% of total shareholding
Kulbir Chopra	50,000	50.00
Amanpreet	50,000	50.00
<b>Total</b>	<b>100,000</b>	<b>100</b>

##### Financial Information

The financial information derived from the audited financial results of Karma Enterprises for the Financial Years ended 2022, 2021 and 2020 are set forth below:

(Amount in Hundreds)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Total Contribution	40,232.88	36,009.34	16,059.57
Reserves and surplus	2,142.74	Nil	Nil
Sales	3,13,315.99	4,84,830.85	6,78,750.28
Profit/(Loss) after tax	481.01	5220.18	4219.97

- H K Enterprises** – H K Enterprises is a Sole Proprietorship Firm managed and controlled by Mrs. Kulbir Chopra.
- Finity India** – Finity India is a sole proprietorship firm which is managed and controlled by Mr. Aman Preet.

## **CONFIRMATION**

Our Promoter 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. None of the group entities have negative net worth as on the date of this Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

## **INTEREST OF OUR GROUP ENTITIES**

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled "Restated Financial Statements" beginning on page 144 of the Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

## **SICK COMPANIES / WINDING UP**

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

## **LITIGATION**

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 194 of this Prospectus.

## **DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS**

Except as disclosed below, none of our Promoters have disassociated themselves from any of the companies/ partnership firms during preceding three years.

1. Sun Enterprises – Sun Enterprises is a Partnership Firm which is made by Aman Preet and H.P. Singh, his father, after the death of H.P. Singh, the partnership firm is automatically dissolved and there is no transaction in the last 2 years.

## **SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES**

There is no sale purchase between our Company and Group Entities except as mentioned in Annexure 31 Related Party Disclosures under the chapter titled "Financial Statement" beginning on page 176 of this Prospectus.

## **COMMON PURSUITS**

Rockingdeals Private Limited, Rockingdeals (HYD) Private Limited, Harkrishanji Products Private Limited, Unbox Therepy Private Limited, Karma Enterprises, Finity India, HK Enterprises is engaged in the similar line of business under B2C segment as that of the company. While there may be instances of competition with Rockingdeals Circular Economy Limited, we believe that there is no conflict of interest with it. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise.

Except as aforementioned, there are no common pursuits among our Company and Group Entities or any objects similar to that of our Company's business.

#### RELATED PARTY TRANSACTION

For details on related party transaction of our Company, please refer to Annexure 31 of Restated Financial statement beginning on page 176 of this Prospectus.

*This space is left blank intentionally.*

## DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the —record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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## SECTION IX- FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS OF ROCKINGDEALS CIRCULAR ECONOMY LIMITED

The Board of Directors  
Rockingdeals Circular Economy Limited  
Shop Kh No 424 Basement Ghitorni  
Gadaipur New Delhi -110030

**Independent Auditor's Examination Report on Restated Financial Statements in connection with the proposed Initial Public Offering on SME Platform ("IPO" or "SME IPO") of Rockingdeals Circular Economy Limited (Formerly Known as Technix Electronics Limited, originally known as Technix Electronics Private Limited)**

Dear Sir,

1. This report is issued in accordance with the terms of our agreement dated July 20, 2023`.
2. We have examined, the attached Restated Financial Statements, expressed in Indian Rupees in hundreds of Rockingdeals Circular Economy Limited (Formerly known as Technix Electronics Private Limited) (the **"Company"** or the **"Issuer"**), comprising:
  - a) the "Restated Statement of Assets and Liabilities" as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021;
  - b) the "Restated Statement of Profit and Loss" for the period ended June 30, 2023, for years ended March 31, 2023, March 31, 2022 and March 31, 2021;
  - c) the "Restated Statement of Cash Flows" for the period ended June 30, 2023, for years ended March 31, 2023, March 31, 2022 and March 31, 2021; and
  - d) the "Notes to the Restated Financial Statements" for the period ended June 30, 2023, for years ended March 31, 2023, March 31, 2022 and March 31, 2021;

(Hereinafter together referred to as the the "Restated Financial Statements"), as approved by the Board of Directors of the Company at their meeting held on July 20, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus (**"DRHP"**)/Red Herring Prospectus (**"RHP"**)/ Prospectus prepared by the Company in connection SME IPO of NSE Limited (**"NSE"**).

3. These restated summary statements have been prepared in accordance with the requirements of
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") as amended from time to time;
  - b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "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").

#### **Management's Responsibility for the Restated Financial Statements**

4. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), SME platform of NSE Limited ("**NSE**") and Registrar of Companies (New Delhi, Delhi), where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**"), in connection with the proposed IPO. The Restated Financial Statements have been prepared by the Management of the Company in accordance with the basis of preparation stated in Note 2 forming part of 'Significant Accounting Policies' of the Restated Financial Statements.

The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and the Guidance Note.

#### **Auditor's Responsibilities**



5. We have examined such Restated Financial Statements taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 20, 2023 in connection with the proposed SME IPO 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 Statements; 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 proposed IPO of equity shares of the Company.
6. These Restated Financial Statements have been compiled by the Company's management from:

Audited special purpose interim financial statements of the Company as at and for the period ended June 30, 2023 prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (IGAAP) which was approved by the Board of Directors at their meeting held on August 16, 2023 and

Audited Financial Statements of the Company as at and for years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with the IGAAP which has been approved by the Board of Directors at their meeting held on July 20, 2023, September 03, 2022 and November 30, 2021 respectively.

7. For the purpose of our examination, we have relied on:

Auditors' reports issued by us dated August 16, 2023 on the special purpose Interim financial statements of the Company as at and for the three months period ended June 30, 2023, and

Auditors' Report issued by us, dated July 20, 2023, September 03, 2022 and November 30, 2021 on the financial statements of the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively, as referred in Paragraph 6 above.

### **Opinion**

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements:
  - a) have been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications, if any, retrospectively in the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the three months period ended June 30, 2023.
  - b) does not contain any qualifications requiring adjustments.
  - c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
9. The Restated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 6 above
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report

### **Restriction on Use**

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document 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 Akar & Associates**  
Chartered Accountants  
FRN No: 003753N

Rasik Makkar  
Partner  
Membership No. 086414

Place: Delhi  
Date: 02/09/2023  
UDIN:23086414BGSLIZ6364

## STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

PARTICULARS		Note No.	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
			(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b>A</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholder's Funds</b>					
	(a) Share Capital	3	3,67,887.00	12,262.90	12,262.90	12,262.90
	(b) Reserves and Surplus	4	4,50,576.05	6,81,048.41	5,26,709.26	5,27,213.76
	(c) Money received against share warrants		-	-	-	-
			<b>8,18,463.05</b>	<b>6,93,311.31</b>	<b>5,38,972.16</b>	<b>5,39,476.66</b>
<b>2</b>	<b>Share application money pending allotment</b>					
<b>3</b>	<b>Non Current Liabilities</b>					
	(a) Long term Borrowings	5	32,310.93	36,817.52	68,241.16	68,851.66
	(b) Deferred Tax Liabilities (Net)		-	-	-	-
	(c) Other Long term Liabilities		-	-	-	-
	(d) Long term Provisions	9	4,945.20	4,945.20	9,075.60	10,920.21
			<b>37,256.13</b>	<b>41,762.72</b>	<b>77,316.76</b>	<b>79,771.87</b>
<b>4</b>	<b>Current Liabilities</b>					
	(a) Short Term borrowings	6	3,40,501.40	3,56,386.30	3,37,860.76	3,42,994.63
	(b) Trade Payable	7				
	(i) total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		46,656.71	5,332.73	4,14,225.51	4,48,907.91
	(c) Other Current Liabilities	8	1,00,629.51	80,068.80	26,099.56	4,46,148.38
	(d) Short Term Provisions	9	93,939.48	49,736.00	2,795.03	5,786.78
			<b>5,81,727.10</b>	<b>4,91,523.82</b>	<b>7,80,980.85</b>	<b>12,43,837.71</b>
	<b>Total</b>		<b>14,37,446.28</b>	<b>12,26,597.85</b>	<b>13,97,269.78</b>	<b>18,63,086.24</b>
<b>B</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-Current Assets</b>					
	(a) Property, Plant and Equipment & Intangible Assets					
	(i) Property, Plant and Equipment	10	3,85,687.41	3,91,543.88	4,07,039.65	4,32,149.34
	(ii) Intangible Assets		-	-	-	-
	(iii) Capital work in progress		-	-	-	-
	(iv) Intangible Assets under development		-	-	-	-
	(b) Non-current Investments	11	13,210.00	1,210.00	1,210.00	1,210.00
	(c) Deferred Tax Assets (Net)	12	19,973.59	20,181.87	21,222.81	22,737.87
	(d) Long term loans & advances	13	71,301.71	72,752.66	69,939.34	35,701.17
	(e) Other non-current assets		-	-	-	-
			<b>4,90,172.71</b>	<b>4,85,688.40</b>	<b>4,99,411.80</b>	<b>4,91,798.38</b>
<b>2</b>	<b>Current Assets</b>					
	(a) Current Investments		-	-	-	-
	(b) Inventories	14	7,39,492.25	5,04,674.43	5,07,358.38	4,89,886.26
	(c) Trade Receivables	15	1,06,645.22	2,22,297.56	3,47,455.40	4,16,051.69
	(d) Cash and Cash Equivalents	16	8,242.26	6,452.16	30,114.93	15,865.42
	(e) Short term loans & advances		-	-	-	-

(f) Other Current Assets	17	92,893.84	7,485.29	12,929.27	4,49,484.48
		9,47,273.57	7,40,909.45	8,97,857.97	13,71,287.85
<b>Total</b>		<b>14,37,446.28</b>	<b>12,26,597.85</b>	<b>13,97,269.78</b>	<b>18,63,086.24</b>

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates**  
Chartered Accountants  
FRN: 003753N

**For & on behalf of Board of Directors**  
Rockingdeals Circular Economy Limited (Formerly known as  
Technix Electronics Limited, Originally known as Technix  
Electronics Private Limited)

**Rasik Makkar**  
Partner  
M.No: 086414  
UDIN- 23086414BGSLIZ6364

**Aman Preet**  
Managing Director  
DIN: 00140021

**Kulbir Chopra**  
Director  
DIN: 03193553

**Date:** 02-09-2023  
**Place:** Delhi

**Gaurav Gupta**  
Chief Financial Officer  
PAN: BAOPG5507K

**Deepika Dixit**  
Company Secretary  
Mem. No.: A61222

## STATEMENT OF PROFIT AND LOSS AS RESTATED

(Figures in Hundreds)

PARTICULARS		Note No.	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I	Revenue from Operations	18	9,58,149.53	15,01,008.14	14,82,816.41	10,55,632.13
II	Other Income	19	0.31	16,524.17	50,268.15	13,986.48
III	<b>Total income (I+ II)</b>		<b>9,58,149.84</b>	<b>15,17,532.31</b>	<b>15,33,084.56</b>	<b>10,69,618.61</b>
IV	<b>EXPENSES</b>					
	Cost of materials consumed		-	-	-	-
	Purchase of Stock -in Trade	20	9,46,725.96	10,59,686.45	12,90,879.93	8,98,535.91
	Changes in inventory of finished goods, work-in -progress, stock-in trade	21	(2,34,817.82)	2,683.95	(17,472.12)	(1,63,066.54)
	Employee benefits expenses	22	18,785.03	50,978.49	69,698.15	1,30,748.08
	Finance Costs	23	12,062.25	43,455.40	39,000.15	36,499.66
	Depreciation and Amortization Expense	10	5,856.46	24,953.66	23,449.46	37,566.12
	Other Expenses	24	40,262.93	1,30,931.07	1,09,202.94	1,27,153.12
	<b>Total Expenses (IV)</b>		<b>7,88,874.81</b>	<b>13,12,689.02</b>	<b>15,14,758.51</b>	<b>10,67,436.34</b>
V	<b>Profit before exceptional and extraordinary items and tax (III -IV)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
VI	Exceptional Items		-	-	-	-
VII	<b>Profit before extraordinary items and tax (V-VI)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
VIII	Extraordinary Items		-	-	-	-
IX	<b>Profit before Tax (VII-VIII)</b>		<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
X	Tax Expense:					
	1) Current Tax		43,915.01	49,463.20	2,443.01	4,566.33
	2) Deferred Tax		208.28	1,040.94	1,515.06	(901.20)
XI	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>1,25,151.74</b>	<b>1,54,339.14</b>	<b>14,367.98</b>	<b>(1,482.86)</b>
XII	Profit/(loss) from discontinuing operations		-	-	-	-
XIII	Tax expense of discontinuing operations		-	-	-	-
XIV	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
XV	<b>Profit/(loss) for the Period (XI+ XIV)</b>		<b>1,25,151.74</b>	<b>1,54,339.14</b>	<b>14,367.98</b>	<b>(1,482.86)</b>
XVI	Earning Per Equity Share (Rs)	25				
	1) Basic		3.40	4.20	0.39	(0.04)
	2) Diluted		3.40	4.20	0.39	(0.04)

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates**  
**Chartered Accountants**  
**FRN: 003753N**

**Rasik Makkar**  
**Partner**  
**M.No: 086414**  
**UDIN- 23086414BGSLIZ6364**

**Date: 02-09-2023**  
**Place: Delhi**

**For & on behalf of Board of Directors**  
**Rockingdeals Circular Economy Limited (Formerly known as**  
**Technix Electronics Limited, originally known as Technix**  
**Electronics Private Limited)**

**Aman Preet**  
**Managing Director**  
**DIN: 00140021**

**Kulbir Chopra**  
**Director**  
**DIN: 03193553**

**Gaurav Gupta**  
**Chief Financial Officer**  
**PAN: BAOPG5507K**

**Deepika Dixit**  
**Company Secretary**  
**Mem. No.: A61222**

## STATEMENT OF CASH FLOW AS RESTATED

(Figures in Hundreds)

PARTICULARS	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Cash Flow from Operating Activities</b>				
Net Profit Before Taxation	1,69,275.03	2,04,843.29	18,326.05	2,182.27
<u>Adjustments For:</u>				
Depreciation on Fixed Assets	5,856.46	24,953.66	23,449.46	37,566.12
Interest Expense	12,062.25	43,455.40	39,000.15	36,499.66
<u>Deduct:</u>				
Profit on Sale of Fixed Asset	-	-	589.77	8,645.71
Amount written off	-	-	14,872.47	-
Interest Income	-	261.31	534.41	7.54
<b>Operating Profit Before Working Capital</b>	<b>1,87,193.74</b>	<b>2,72,991.03</b>	<b>64,779.01</b>	<b>67,594.79</b>
<u>Adjustments For:</u>				
(Increase) /Decrease in Inventories	(2,34,817.82)	2,683.95	(17,472.12)	(1,63,066.54)
(Increase) /Decrease in Trade Receivables	1,15,652.34	1,25,157.84	68,596.29	(1,75,363.13)
(Increase) /Decrease in Loans and Advances	1,450.95	(2,813.32)	(34,238.17)	67,618.79
(Increase) /Decrease in Other Current Assets	(85,408.55)	5,443.97	4,36,555.21	(3,23,763.31)
Increase/(Decrease) In Trade Payables	41,323.98	(4,08,892.78)	(34,682.40)	4,23,872.30
Increase/(Decrease) In Current Liabilities	20,560.71	53,969.24	(4,20,048.83)	(49,993.68)
Increase/(Decrease) In Provisions	288.47	(4,204.71)	(1,859.52)	11,168.52
<b>Cash Generated from Operations</b>	<b>46,243.83</b>	<b>44,335.23</b>	<b>61,629.48</b>	<b>(1,41,932.26)</b>
Less: Income Tax Paid	0	2,447.92	5,419.85	7,779.90
<b>Net Cash Inflow From/(Outflow) From Operating Activities (A)</b>	<b>46,243.83</b>	<b>41,887.31</b>	<b>56,209.63</b>	<b>(1,49,712.16)</b>
<b>Cash Flow from Investing Activities</b>				
(Purchase)/ Sale of Investments	(12,000.00)	-	-	-
Profit on Sale of Investment	-	-	-	-
(Purchase)/ Sale of Fixed Assets (Tangible + Intangible)	0	(9,457.88)	2,250.00	37,500.00
Dividend Received	-	-	-	-
Interest Received	-	261.31	534.41	7.54
<b>Net Cash Inflow From/(Outflow) From Investing Activities (B)</b>	<b>(12,000.00)</b>	<b>(9,196.57)</b>	<b>2,784.41</b>	<b>37,507.54</b>
<b>Cash Flow from Financing Activities</b>				
Proceeds From Issue of Shares (Including Premium)	-	-	-	-
Net Proceeds from short term borrowings	(15,884.89)	18,525.54	(5,133.87)	39,631.30
Dividend Paid	-	-	-	-
Long Term Borrowing	(4,506.60)	(31,423.64)	(610.50)	(22,257.69)
Interest Paid	(12,062.25)	(43,455.40)	(39,000.15)	(36,499.66)
<b>Net Cash Inflow From/(Outflow) From Financing Activities (C)</b>	<b>(32,453.73)</b>	<b>(56,353.50)</b>	<b>(44,744.53)</b>	<b>(19,126.05)</b>
<b>Net Increase /(Decrease) In Cash and Cash Equivalents (A+B+C)</b>	<b>1,790.09</b>	<b>(23,662.76)</b>	<b>14,249.51</b>	<b>(1,31,330.67)</b>
<b>Cash And Cash Equivalents at The Beginning of The Period</b>	<b>6,452.16</b>	<b>30,114.93</b>	<b>15,865.42</b>	<b>1,47,196.08</b>
<b>Cash And Cash Equivalents at The Closing of The Period</b>	<b>8,242.26</b>	<b>6,452.16</b>	<b>30,114.93</b>	<b>15,865.42</b>

See accompanying notes to the financial statements 1 to 35

**For Akar & Associates**  
**Chartered Accountants**  
**FRN: 003753N**

**Rasik Makkar**  
**Partner**  
**M.No: 086414**  
**UDIN- 23086414BGSLIZ6364**

**Date: 02-09-2023**  
**Place: Delhi**

**For & on behalf of Board of Directors**  
**Rockingdeals Circular Economy Limited (Formerly known as**  
**Technix Electroncs Limited, Originally known as Technix**  
**Electronics Private Limited)**

**Aman Preet**  
**Managing Director**  
**DIN: 00140021**

**Kulbir Chopra**  
**Director**  
**DIN: 03193553**

**Gaurav Gupta**  
**Chief Financial Officer**  
**PAN: BAOPG5507K**

**Deepika Dixit**  
**Company Secretary**  
**Mem. No.: A61222**



## **1. Corporate information**

**Rockingdeals Circular Economy Limited (Formerly knowns as Technix Electronics Limited)**, was incorporated on July 29, 2002, with the purpose of engaging in the trading of mobile phones, electronics, home appliances, apparels, and various household-related items.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 20, 2023 and consequently the name of the Company has been changed to **Technix Electronics Limited** in a fresh certificate of incorporation obtained from the Registrar of Companies on July 10, 2023.

The Name of Company has been again changed to Rockingdeals Circular Economy Limited and fresh certificate of incorporation obtained from the Registrar of Companies on August 17, 2023.

These restated financial statements were authorized for issue in accordance with a resolution of the Board of Directors on July 20, 2023.

These restated financial statements are presented in Indian Rupees ('Rupees' or 'Rs.' or 'INR') and are rounded to the nearest hundreds, except per share data and unless stated otherwise.

## **2. Summary of Significant accounting policies**

### **a) Basis of Preparation of Financial Statements**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis, under the historical cost convention and on the accounting principles of a going concern.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements are presented in Indian rupees unless otherwise stated.

### **b) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. 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 financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

### **c) Property, Plant & Equipment**

Tangible assets are stated at cost less accumulated depreciation. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the working condition for its intended use.

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and cost of the assets can be measured reliably.

### **d) Depreciation**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down value (WDV). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

### **e) Inventories**

The Company makes valuation of inventory on the basis of cost or net realizable value whichever is lower.

### **f) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- *Sales of goods*

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. Sales are stated net of trade discount, duties, sales tax and GST.

- *Service Income*

Service income is recognised as per the terms of the contract when the related services are rendered. It is stated net of service tax.

- *Interest income*

Interest income is recognized on time proportion basis.

#### **g) Taxation**

Income-tax expense comprises current tax, deferred tax charge or credit,

##### *Current tax*

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws.

##### *Deferred tax*

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

#### **h) Earnings Per Share**

Basic earnings per share are 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.

#### **i) Provisions and Contingencies**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **As per our report of even date**

**For Akar & Associates**  
**Chartered Accountants**  
**FRN: 003753N**

**For & on behalf of Board of Directors**  
**Rockingdeals Circular Economy Limited (Formerly known as**  
**Technix Electroncs Limited,**  
**Originally known as Technix Electronics Private Limited)**

**Rasik Makkar**  
**Partner**  
**M.No: 086414**  
**UDIN- 23086414BGSLIZ6364**

**Aman Preet**  
**Managing Director**  
**DIN: 00140021**

**Kulbir Chopra**  
**Director**  
**DIN: 03193553**

**Date: 02-09-2023**  
**Place: Delhi**

**Gaurav Gupta**  
**Chief Financial Officer**  
**PAN: BAOPG5507K**

**Deepika Dixit**  
**Company Secretary**  
**Mem. No.: A61222**

**Note 3**

SHARE CAPITAL	As At 30th June 2023		As At 31st March 2023		As At 31st March 2022		As At 31st March 2021	
	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)
<b>Authorised Shares</b>								
Equity Shares of Rs 10 each	55,00,000	5,50,000.00	5,00,000	50,000.00	5,00,000	50,000.00	5,00,000	50,000.00
<b>Total</b>	55,00,000	5,50,000.00	5,00,000	50,000.00	5,00,000	50,000.00	5,00,000	50,000.00
<b>Issued Shares</b>								
Equity Shares of Rs 10 each	36,78,870	3,67,887.00	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90
<b>Total</b>	36,78,870	3,67,887.00	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90
<b>Subscribed &amp; Paid up</b>								
Equity Shares of Rs 10 each fully paid up	36,78,870	3,67,887.00	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90
<b>Total</b>	36,78,870	3,67,887.00	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90

**a) Reconciliation of Equity shares outstanding at the beginning and at the end of the Year**

Equity Share	As At 30th June 2023		As At 31st March 2023		As At 31st March 2022		As At 31st March 2021	
	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)	Number	(Rs. In Hundreds)
Shares outstanding at the beginning of the period	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90	1,22,629	12,262.90
Bonus Shares Issued during the year	35,56,241	3,55,624.10	-	-	-	-	-	-
Shares bought back during the year			-	-	-	-	-	-
<b>Shares outstanding at the end of the Year</b>	<b>36,78,870</b>	<b>3,67,887.00</b>	<b>1,22,629</b>	<b>12,262.90</b>	<b>1,22,629</b>	<b>12,262.90</b>	<b>1,22,629</b>	<b>12,262.90</b>

\* During April 2023, the Company provided a distribution of 29 bonus shares to each existing shareholder holding 1 share.

**b) Details of shareholders holding more than 5% Equity shares in the company.**

Name of Shareholder	As At 30th June 2023		As At 31st March 2023		As At 31st March 2022		As At 31st March 2021	
	Number	% of Holding	Number	% of Holding	Number	% of Holding	Number	% of Holding
<b>Equity Shares of Rs. 10 each</b>	-	-	-	-				
Aman Preet	20,55,450	55.87%	68,515	55.87%	68,520	55.88%	68,520	55.88%
Kulbir Chopra	16,23,270	44.12%	54,109	44.13%	54,109	44.12%	54,109	44.12%
	36,78,720	100.00%	1,22,624	100.00%	1,22,629	100.00%	1,22,629	100.00%

c) Details of Equity Shares Held by the Promoters at the end of the year:

Name of the Shareholder	As At 30th June 2023		As At 31st March, 2023		As At 31st March, 2022		As At 31st March, 2021	
	Number	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Aman Preet	20,55,450	55.87%	68,515	55.87%	68,520	55.88%	68,520	55.88%
Kulbir Chopra	16,23,270	44.12%	54,109	44.13%	54,109	44.12%	54,109	44.12%
Avneet Chopra	30	0.00%	1	0.00%	-	-	-	-
	<b>36,78,750</b>	<b>100.00%</b>	<b>1,22,625</b>	<b>100.00%</b>	<b>1,22,629</b>	<b>100.00%</b>	<b>1,22,629</b>	<b>100.00%</b>

**Terms and rights attached to equity shares:**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note 4**

Reserves And Surplus	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b><u>Securities Premium</u></b>				
Opening Balance	2,92,283.40	2,92,283.40	2,92,283.40	2,92,283.40
Addition/(Deduction) during the year	(2,92,283.40)	-	-	-
Closing Balance	-	2,92,283.40	2,92,283.40	2,92,283.40
<b><u>Surplus</u></b>				
Opening Balance	3,88,765.01	2,34,425.86	2,34,930.36	2,36,413.22
Add: Profit/(Loss) for the year	1,25,151.74	1,54,339.14	14,367.98	(1,482.86)
Less: Amount written off	-	-	(14,872.47)	-
Less: Bonus Issue during the year **	(63,340.70)	-	-	-
Closing Balance	4,50,576.05	3,88,765.01	2,34,425.86	2,34,930.36
<b>Total Reserves and Surplus</b>	<b>4,50,576.05</b>	<b>6,81,048.41</b>	<b>5,26,709.26</b>	<b>5,27,213.76</b>

Note: During the FY 2021-22, Company has written off balance of TDS receivable of Rs. 14,87,247/- from Reserve and Surplus instead from current year profit. It has resulted in overstatement of profit by Rs.14,87,247 for that financial year FY 2021-22

#### Note 5

Long Term Borrowings	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
(a) Bonds/Debentures	-	-	-	-
<b>(b)Term Loan:</b>	-	-	-	-
<b>Secured Loan:</b>				
from Bank* (Secured Loan) (b)Term Loan:	32,310.93	36,817.52	68,241.16	68,851.66
from other parties	-	-	-	-
<b>Unsecured Loan:</b>				
from Bank**	-	-	-	-
from other parties	-	-	-	-
(c) Deferred payment liabilities	-	-	-	-
(d) Deposits	-	-	-	-
(e) Loans & advances from related parties	-	-	-	-
(f) Long term maturities of financial lease obligations	-	-	-	-
(g) Other loans & Advances	-	-	-	-
<b>Total Long Term Borrowings</b>	<b>32,310.93</b>	<b>36,817.52</b>	<b>68,241.16</b>	<b>68,851.66</b>

#### 1. Terms of Repayment

a). Vehicle Loan of Rs. 11,70,000 @ rate 8.20 ( Floating rate) % p.a repayable in 60 monthly instalments of Rs. 23,836/- from August 2022. Outstanding amount of said loan as on 30-06-2023: Rs. 9,89,672 ( 31-03-2023: Rs. 10,40,203/-)

-Guarantor of loan: Mrs. Kulbir Chopra ( Director of Company)

-Security: Hypothecation against Vehical purchased

\* Vehicle loan of Rs. 30,00,000/- @ 8.25 % p.a repayable in 60 monthly installment of Rs. 61,200 from March 2017. Outstanding amount of said loan as on 31st March, 2021 was Rs. 5,72,325/- and Loan was repaid in FY 2021-22."

b). Business loan of Rs. 28,50,000 @ rate 7.65% (repo Link lending rate (RLLR)+0.85%) % p.a. and principle repayment of loan will be start in Jan 2024 due to moratorium.

-Loan period : 60 Month including moratorium period of 24 Months

-Guarantee Coverage:- Covered under Guarntee Coverage from NCGTC.

-Security: Primary- Extension of charge on entire present and future current assets of Company

Collateral : Flat No- 1702, 17th Floor, La lagune , C- Block, haider pur Viran, Sec-54 , Distt. Gurugram HR

c). Guaranteed Emergency Credit Line (GECL) of Rs. 96,00,000 @13.20% ( RLLR+3.95%)p.a, sanction on 04-09-2021. principle outstanding on 30-06-2023 Rs. 29,33,333 (31-03-2023 Rs.39,74,116) (Rs. 68,85,166/- 31-03-2022) (Rs. 96,61,201/- 31-03-2021)

-Guarantor of loan: Personal guarantee of Mr. Amanpreet Singh and Mrs. Kulbir Chopra (Directors of Company)

-Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions.

Collateral : Flat No- 1702, 17th Floor, La lagune , C- Block, haider pur Viran, Sec-54 , Distt. Gurugram HR

-Margin: 25% of stocks and 40% on Book debts

\*- Covid emergency loan of Rs. 17,07,097 was sanction during the Covid period and repaid loan in FY 2021-22."

#### Note 6

Short-term Borrowings	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
(i) Short term borrowings:-				
(a) Loans repayable on demand				
<b>Secured:</b>				
from Bank Secured: (a) Loans repayable on demand	305082.27	3,14,560.65	3,08,738.31	3,04,090.78
from other parties	-	-	-	-
<b>Unsecured:</b>				
from Bank	-	-	-	-
from other parties	-	-	-	-
(b) Loans & advances from related parties	-	-	-	-
(c) Deposits	-	-	-	-
(d) Other loans & Advances	-	-	-	-
	3,05,082.27	3,14,560.65	3,08,738.31	3,04,090.78
(ii) Current maturities of long term borrowings	35,419.13	41,825.64	29,122.45	38,903.85
<b>Total short-term Borrowings</b>	<b>3,40,501.40</b>	<b>3,56,386.30</b>	<b>3,37,860.76</b>	<b>3,42,994.63</b>

#### 1. Terms of Repayment

a). Cash credit facility of Rs 315 Lacs @13.20% (RLLR+3.95%)p.a with annual renewal.(C). Outstadanding balance of Cash credit on 30-06-2023 Rs. 3,05,08,227 (31-03-2023 Rs.3,14,56,065) (Rs. 3,08,73,831/- 31-03-2022) (Rs. 3,04,09,078/-31-03-2021)  
 -Guarantor of loan: Personal guarantee of Mr. Amanpreet Singh and Mrs. Kulbir Chopra (Directors of Company)  
 -Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions.  
 Collateral: Flat No- 1702, 17th Floor, La lagune, C- Block, haider pur Viran, Sec-54, Distt. Gurugram HR  
 -Margin: 25% of stocks and 40% on Book debts

#### Note 7

Trade Payable	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
(i) total outstanding dues of micro enterprises and small enterprises; and	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	46,656.71	5,332.73	4,14,225.51	4,48,907.91
<b>Total Trade Payable</b>	<b>46,656.71</b>	<b>5,332.73</b>	<b>4,14,225.51</b>	<b>4,48,907.91</b>

Note: There are no dues to micro and small enterprises as on 30th June 2022, 31st March 2023, 31st March ,2022, and 31st March, 2021.

Trade Payable ageing schedule for the year ended as on June 30, 2023:

Particulars	MSME	Other than MSME
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	46,555.67
1-2 Years	-	
2-3 Years	-	101.04
More Than 3 Years	-	
<b>Total Trade Payable</b>	-	<b>46,656.71</b>

Trade Payable ageing schedule for the year ended as on March 31, 2023:

Particulars	MSME	Other than MSME
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	4,886.69
1-2 Years	-	446.04
2-3 Years	-	-
More Than 3 Years	-	-
<b>Total Trade Payable</b>	-	<b>5,332.73</b>

Trade Payable ageing schedule for the year ended as on March 31, 2022:

Particulars	MSME	Other than MSME
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	4,14,225.51
1-2 Years	-	
2-3 Years	-	
More Than 3 Years	-	-
<b>Total Trade Payable</b>	-	<b>4,14,225.51</b>

Trade Payable ageing schedule for the year ended as on March 31, 2021:

Particulars	MSME	Other than MSME
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	4,24,231.50
1-2 Years	-	24,676.41
2-3 Years	-	
More Than 3 Years	-	-
<b>Total Trade Payable</b>	-	<b>4,48,907.91</b>

**NOTE 8**

Other Current Liabilities	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
TDS & TCS Payable	2,058.31	5,880.08	2,476.09	5,369.66
Audit Fees Payable	990.00	1,840.00	1,700.00	1,700.00
Salary Payable	6,339.78	5,979.33	4,705.00	54,148.06
Advances from Customers	29,534.47	3,635.69	1,049.53	3,68,106.00
Security Deposits	14,483.33	14,483.33	14,483.33	13,411.22
Expenses payable	1,407.71	-	850.00	3,413.44
GST PAYABLE	45,805.85	48,250.37	835.60	-
Advance - Others	10.06	-	-	-
<b>Total Other Current Liabilities</b>	<b>1,00,629.51</b>	<b>80,068.80</b>	<b>26,099.56</b>	<b>4,46,148.38</b>

**NOTE 9**

Provisions	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b>Long term Provisions</b>				
(a) Provision for Employee benefits				
Provision for Gratuity	4,742.53	4,742.53	9,008.37	10,188.33
Provision for Earned leave	202.67	202.67	67.23	731.88
<b>Total Long term Provisions</b>	<b>4,945.20</b>	<b>4,945.20</b>	<b>9,075.60</b>	<b>10,920.21</b>
<b>Short term Provisions</b>				
(a) Provision for Employee benefits				
Provision for Gratuity	418.82	153.36	231.38	224.77
Provision for Earned leave	28.74	5.73	2.02	23.54
(b) Others:-				
Provision for Expenses	-	-	-	-
Provision for Tax	93,491.92	49,576.91	2,561.63	5,538.47
<b>Total Short term provisions</b>	<b>93,939.48</b>	<b>49,736.00</b>	<b>2,795.03</b>	<b>5,786.78</b>

\* The provisioning for earned leave and gratuity was not done in the financial statements for both FY 2020-21 and FY 2021-22. However, in the subsequent financial year FY 2022-23, the entire provision for earned leave and gratuity has been recorded and reflected in the audited financial statements for FY 2022-23 which includes past years figures. The break-up of provisions done above into three separate financial years is for the purpose of appropriate presentation of financial statements as per AS-15 "Employee Benefits".

**NOTE 11**

Non Current Investments	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021



	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
(a) Investment Property	-	-	-	-
(b) Investment in Equity Instruments	-	-	-	-
(c) Investments in Preference shares	-	-	-	-
(d) Investments in Government or Trust	-	-	-	-
(e) Investment in debentures or bonds	-	-	-	-
(f) Investments in Mutual Funds	-	-	-	-
(g) Investments in Partnership firms/LLP	12,000.00	-	-	-
(h) Other Non-current Investments (Specify)	-	-	-	-
Investment in Gold	1,210.00	1,210.00	1,210.00	1,210.00
<b>Total Non-Current Investments</b>	<b>13,210.00</b>	<b>1,210.00</b>	<b>1,210.00</b>	<b>1,210.00</b>

#### NOTE 12

Deferred Tax Assets (Net)	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Deferred Tax Asset relating to Fixed Assets				
Opening Balance	20,181.87	21,222.81	22,737.87	21,836.67
Add- DTA (Reversal) made during the year	(208.28)	(1,040.94)	(1,515.06)	901.20
<b>Total Deferred Tax Assets(net)</b>	<b>19,973.59</b>	<b>20,181.87</b>	<b>21,222.81</b>	<b>22,737.87</b>

#### NOTE 13

Long-term loans & Advances	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b><u>Secured, Considered good</u></b>				
Capital Advances		-	-	-
Loans & advances to related parties (giving)		-	-	-
Other Loans & advances (Specify Nature)		-	-	-
		-	-	-
<b><u>UnSecured, Considered good</u></b>				
Capital Advances		-	-	-
Loans & advances to related parties	149.05	-	-	-
Other Loans & advances (US)	43,012.66	46,612.66	46,049.34	16,276.18
		-	-	-
<b><u>Security deposit, Considered good</u></b>				
Other Loans & advances (SD)	28,140.00	26,140.00	23,890.00	19,424.99
		-	-	-
<b><u>Doubtful</u></b>				
Capital Advances		-	-	-
Loans & advances to related parties		-	-	-
Other Loans & advances		-	-	-

<b>Total Long term loans &amp; advances</b>	<b>71,301.71</b>	<b>72,752.66</b>	<b>69,939.34</b>	<b>35,701.17</b>

**NOTE 14**

Inventories	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Stock-in Trade (in respect of goods acquired)	5,61,723.98	5,04,674.43	5,07,358.38	4,89,886.26
Stock-in transit	1,77,768.27	-	-	-
<b>Total Inventories</b>	<b>7,39,492.25</b>	<b>5,04,674.43</b>	<b>5,07,358.38</b>	<b>4,89,886.26</b>

**NOTE 15**

Trade receivables	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Trade Receivables(Unsecured) (Considered)	1,06,645.22	2,22,297.56	3,47,455.40	4,16,051.69
<b>Total Trade receivables</b>	<b>1,06,645.22</b>	<b>2,22,297.56</b>	<b>3,47,455.40</b>	<b>4,16,051.69</b>

**Trade Receivables ageing schedule 30th June 2023**

Particulars	Undisputed (Considered Good/)	Disputed (Considered Doubtful)
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of</u>		
Less than 6 Months	1,06,226.99	-
6months - 1 Year	406.22	-
1-2 Years	12.01	-
2-3 Years	-	-
More than 3 Years	-	-
<b>Total Trade receivables</b>	<b>1,06,645.22</b>	<b>-</b>

**Trade Receivables ageing schedule (22-23)**

Particulars	Undisputed (Considered Good/)	Disputed (Considered Doubtful)
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of</u>		
Less than 6 Months	2,21,891.34	-
6months - 1 Year	406.22	-

1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
<b>Total Trade receivables</b>	<b>2,22,297.56</b>	-

**Trade Receivables ageing schedule (21-22)**

Particulars	Undisputed (Considered Good/)	Disputed (Considered Good/Doubtful)
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 6 Months	1,24,052.09	-
6months - 1 Year	27,554.16	-
1-2 Years	1,590.00	-
2-3 Years	63,643.63	-
More than 3 Years	1,30,615.52	-
<b>Total Trade receivables</b>	<b>3,47,455.40</b>	-

**Trade Receivables ageing schedule( 20-21)**

Particulars	Undisputed(Considered Good/)	Disputed(Considered Good/Doubtful)
	(Rs. In Hundreds)	(Rs. In Hundreds)
<u>Outstanding for following periods from due date of payment</u>		
Less than 6 Months	2,15,991.69	-
6months - 1 Year	1,00,127.90	-
1-2 Years	99,932.10	-
2-3 Years	-	-
More than 3 Years	-	-
<b>Total Trade receivables</b>	<b>4,16,051.69</b>	-

**NOTE 16**

Cash and Cash Equivalent	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b>(i) Cash &amp; cash Equivalents</b>				
Balance with Banks	1,958.42	1,958.42	1,958.42	6,525.81
Cheques, drafts on hand	-	-	-	-
Cash on Hand	6,283.84	4,493.75	28,156.51	9,339.61
<b>Total Cash and Cash Equivalent</b>	<b>8,242.26</b>	<b>6,452.16</b>	<b>30,114.93</b>	<b>15,865.42</b>

**NOTE 17**

Other Current Assets	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Balance with Revenue Authorities	-	-	-	14,863.18
Advance to Suppliers	90,789.71	6,492.89	10,192.98	4,17,867.74
Prepaid expenses	1,390.09	387.60	1,228.16	1,205.70
Other Current Asset	714.04	604.80	1,508.12	15,547.85
Recoverable in Cash or Kind	-	-	-	-
<b>Total Other Current Assets</b>	<b>92,893.84</b>	<b>7,485.29</b>	<b>12,929.27</b>	<b>4,49,484.48</b>

**Note 10: Property, Plant & Equipment**

Block of Assets	Gross Block				Depreciation					Net Block	
	01-04-2023	Additions	Sale/Adj.	30-06-2023	01-04-2023	For the Year	Sale/Adj.	Residual Value Adjustment	30-06-2023	30-06-2023	31-03-2023
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
Buildings	5,09,458.42	-	-	5,09,458.42	1,36,408.41	4,541.88	-	-	1,40,950.29	3,68,508.13	3,73,050.01
Computers and Data Processing Units	-	-	-	-	-	-	-	-	-	-	-
Furniture and Fittings	26,548.69	-	-	26,548.69	19,209.49	473.75	-	-	19,683.24	6,865.45	7,339.20
Motor Vehicles	30,717.64	-	-	30,717.64	19,562.97	840.83	-	-	20,403.80	10,313.84	11,154.67
Office Equipment	-	-	-	-	-	-	-	-	-	-	-
<b>Total (Tangible Assets)</b>	<b>5,66,724.75</b>	<b>-</b>	<b>-</b>	<b>5,66,724.75</b>	<b>1,75,180.87</b>	<b>5,856.46</b>	<b>-</b>	<b>-</b>	<b>1,81,037.33</b>	<b>3,85,687.41</b>	<b>3,91,543.88</b>

Block of Assets	Gross Block				Depreciation					Net Block	
	01-04-2022	Additions	Sale/Adj.	31-03-2023	01-04-2022	For the Year	Sale/Adj.	Residual Value Adjustment	31-03-2023	31-03-2023	31-03-2022
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>Tangible assets</b>											
Buildings	5,09,458.42	-	-	5,09,458.42	1,17,310.82	19,097.59	-	-	1,36,408.41	3,73,050.01	3,92,147.60
Computers and Data Processing Units	15,257.38	-	15,257.38	-	14,502.73	-	14,502.73	-	-	-	754.65
Furniture and Fittings	26,548.69	-	-	26,548.69	16,651.04	2,558.45	-	-	19,209.49	7,339.20	9,897.65
Motor Vehicles	49,417.95	12,911.11	31,611.42	30,717.64	46,236.89	3,274.77	29,948.69	-	19,562.97	11,154.67	3,181.06
Office Equipment	16,821.02	-	16,821.02	-	15,952.52	22.85	15,975.37	-	0.00	(0.00)	868.50
<b>Total (Tangible Assets)</b>	<b>6,17,503.45</b>	<b>12,911.11</b>	<b>63,689.81</b>	<b>5,66,724.75</b>	<b>2,10,654.00</b>	<b>24,953.66</b>	<b>60,426.78</b>	<b>-</b>	<b>1,75,180.87</b>	<b>3,91,543.88</b>	<b>4,06,849.45</b>

Intangible Assets											
Intangible Assets	3,804.00	-	3,804.00	-	3,613.80	-	3,613.80	-	-	-	190.20
<b>Grand Total</b>	<b>6,21,307.45</b>	<b>12,911.11</b>	<b>67,493.81</b>	<b>5,66,724.75</b>	<b>2,14,267.80</b>	<b>24,953.66</b>	<b>64,040.58</b>	-	<b>1,75,180.87</b>	<b>3,91,543.88</b>	<b>4,07,039.65</b>

Block of Assets	Gross Block				Depreciation					Net Block	
	01-04-2021	Additions	Sale/Adj.	31-03-2022	01-04-2021	For the Year	Sale/Adj.	Residual Value Adjustment	31-03-2022	31-03-2022	31-03-2021
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>Tangible assets</b>											
Buildings	5,09,458.42	-	-	5,09,458.42	97,235.57	20,075.25	-	-	1,17,310.82	3,92,147.60	4,12,222.85
Computers and Data Processing Units	15,257.38	-	-	15,257.38	14,502.73	-	-	-	14,502.73	754.65	754.65
Furniture and fittings	20,798.69	5,750.00	-	26,548.69	14,894.99	1,756.05	-	-	16,651.04	9,897.65	5,903.70
Motor vehicles	86,619.71	-	37,201.76	49,417.95	74,563.79	1,464.63	29,791.53	-	46,236.89	3,181.06	12,055.92
Office equipment	16,821.02	-	-	16,821.02	15,798.99	153.53	-	-	15,952.52	868.50	1,022.03
<b>Total (tangible assets)</b>	<b>6,48,955.21</b>	<b>5,750.00</b>	<b>37,201.76</b>	<b>6,17,503.45</b>	<b>2,16,996.07</b>	<b>23,449.46</b>	<b>29,791.53</b>	-	<b>2,10,654.00</b>	<b>4,06,849.45</b>	<b>4,31,959.14</b>
<b>Intangible assets</b>											
Intangible assets	3,804.00	-	-	3,804.00	3,613.80	-	-	-	3,613.80	190.20	190.20
<b>Grand Total</b>	<b>6,52,759.21</b>	<b>5,750.00</b>	<b>37,201.76</b>	<b>6,21,307.45</b>	<b>2,20,609.87</b>	<b>23,449.46</b>	<b>29,791.53</b>	-	<b>2,14,267.80</b>	<b>4,07,039.65</b>	<b>4,32,149.34</b>

Block of Assets	Gross Block				Depreciation					Net Block	
	01-04-2020	Additions	Sale/Adj.	31-03-2021	01-04-2020	For the Year	Sale/Adj.	Residual Value Adjustment	31-03-2021	31-03-2021	31-03-2020
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>Tangible Assets</b>											
Buildings	5,09,458.42	-	-	5,09,458.42	76,132.60	21,102.97	-	-	97,235.57	4,12,222.85	4,33,325.82
Computers And Data Processing Units	15,257.38	-	-	15,257.38	14,351.29	151.44	-	-	14,502.73	754.65	906.09
Furniture And Fittings	20,798.69	-	-	20,798.69	12,831.58	2,063.41	-	-	14,894.99	5,903.70	7,967.11

Motor Vehicles	1,54,793.18	-	68,173.47	86,619.71	1,00,029.97	13,853.00	39,319.18	-	74,563.79	12,055.92	54,763.21
Office Equipment	16,821.02	-	-	16,821.02	15,462.70	336.29	-	-	15,798.99	1,022.03	1,358.32
<b>Total (Tangible Assets)</b>	<b>7,17,128.68</b>	<b>-</b>	<b>68,173.47</b>	<b>6,48,955.21</b>	<b>2,18,808.14</b>	<b>37,507.11</b>	<b>39,319.18</b>	<b>-</b>	<b>2,16,996.07</b>	<b>4,31,959.14</b>	<b>4,98,320.54</b>
<b>Intangible Assets</b>											
Intangible Assets	3,804.00	-	-	3,804.00	3,554.79	59.01	-	-	3,613.80	190.20	249.21
<b>Grand Total</b>	<b>7,20,932.68</b>	<b>-</b>	<b>68,173.47</b>	<b>6,52,759.21</b>	<b>2,22,362.93</b>	<b>37,566.12</b>	<b>39,319.18</b>	<b>-</b>	<b>2,20,609.87</b>	<b>4,32,149.34</b>	<b>4,98,569.75</b>

**Note 18**

Revenue from Operations	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Sale of Products	958149.53	15,01,008.14	14,82,816.41	10,55,632.13
Sale of Services		-	-	-
Other Operating revenue		-	-	-
<b>Total Revenue from Operations</b>	<b>958149.53</b>	<b>15,01,008.14</b>	<b>14,82,816.41</b>	<b>10,55,632.13</b>

**Note 19**

Other Income	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Interest Income	-	261.31	534.41	7.54
Net gain/(loss) on sale of Fixed assets		-	589.77	8,645.71
short & excess Other Income	0.31	14,781.32	2.46	0.38
		-	-	-
Other non-operating income	-	1,481.54	49,141.51	5,332.85
		-	-	-
<b>Total Other Income</b>	<b>0.31</b>	<b>16,524.17</b>	<b>50,268.15</b>	<b>13,986.48</b>

**Note 20**

Purchase of Stock -in Trade	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Purchases	9,46,725.96	10,59,686.45	12,90,879.93	8,98,535.91
<b>Total Cost of Services</b>	<b>946725.96</b>	<b>10,59,686.45</b>	<b>12,90,879.93</b>	<b>8,98,535.91</b>

**Note 21**

Change in Stock	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Opening Stock	5,04,674.43	5,07,358.38	4,89,886.26	3,26,819.72
Closing Stock	7,39,492.25	5,04,674.43	5,07,358.38	4,89,886.26
<b>Change in Stock</b>	<b>(2,34,817.82)</b>	<b>2,683.95</b>	<b>(17,472.12)</b>	<b>(1,63,066.54)</b>



**Note 22**

Employee Benefit Expense	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Salary & wages	18,008.33	55,149.45	64,872.42	80,717.24
Contributions to PF	-	33.75	-	-
Earned leave expense*	23.01	139.15	(686.17)	755.42
Gratuity expense*	265.46	(4,343.86)	(1,173.35)	10,413.10
Staff Welfare	488.23	-	6,685.25	38,862.32
		-	-	-
<b>Total Employee Benefit Expense</b>	<b>18,785.03</b>	<b>50,978.49</b>	<b>69,698.15</b>	<b>1,30,748.08</b>

\* The provisioning for earned leave and gratuity was not done in the financial statements for both FY 2020-21 and FY 2021-22. However, in the subsequent financial year FY 2022-23, the entire provision for earned leave and gratuity has been recorded and reflected in the audited financial statements for FY 2022-23 which includes past years figures. The audited financial statements for FY 2022-23 mention the earned leave expense as Rs. 20,840 and gratuity expense as Rs. 4,89,589 (which includes prior period expense provisions). The break-up of expenses done above into three separate financial years is for the purpose of appropriate presentation of financial statements as per AS-15 "Employee Benefits".

**Note 23**

Finance Cost	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Interest Expenses	10,761.30	42,154.45	36,192.46	36,061.58
Other borrowings cost	1300.95	1,300.95	2,807.69	438.08
<b>Total Finance Cost</b>	<b>12,062.25</b>	<b>43,455.40</b>	<b>39,000.15</b>	<b>36,499.66</b>

**Note 24**

Other Expenses	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Payment to auditors*	1,127.00	1,100.00	750.00	850.00
Business Promotion	1,455.71	27,653.57	13,281.27	-
Repair & Maintainance	736.83	3,096.44	3,470.74	2,291.31
Fuel & Power Expense	246.52	3,418.83	801.22	1,888.38
Rates & Taxes	5,834.50	2,546.46	4,044.96	10,118.80
Legal & Professional expenses	675.00	8,173.00	8,665.00	8,344.81
Rent	25,787.50	75,786.28	62,432.06	54,682.50
Prior Period Expenses		-	-	-
Bank Charges	78.24	451.67	1,663.21	1,129.94
Insurance Expense	445.86	2,372.76	2,267.50	2,834.54
Tour & Travelling Expenses	764.21	5,076.75	8,634.20	41,124.04
Telephone & Internet Expense	-	97.35	55.76	-

Software Maintenance Expense	57.00	755.42	189.42	177.00
Commission expense	3,054.56	-	-	-
Miscellaneous Office Expenses	-	402.54	2,947.59	3,711.80
<b>Total Other Expenses</b>	<b>40,262.93</b>	<b>1,30,931.07</b>	<b>1,09,202.94</b>	<b>1,27,153.12</b>

Payment to auditors*				
for audit fees	250.00	1,100.00	750.00	850.00
for taxation matters	727.00	-	-	-
for company law matters	-	-	-	-
for management services	-	-	-	-
for other services	150.00	-	-	-
for reimbursement of expenses	-	-	-	-
<b>Total payment to auditors</b>	<b>1,127.00</b>	<b>1,100.00</b>	<b>750.00</b>	<b>850.00</b>

#### Note 25

Earning Per Share	For the Quarter ended 30th June 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
Profit available for distribution (A)	1,25,151.74	1,54,339.14	14,367.98	(1,482.86)
Weighted average number of Equity shares (Adjusted average number of Equity shares) (B)	36,78,870	36,78,870	36,78,870	36,78,870
Basic Earning Per Share (A) / (B) (In Rupees)	3.40	4.20	0.39	(0.04)

# For Adjusted Average number of equity shares: Since the bonus issue is an issue without consideration. The issue is treated as if it had occurred prior to the beginning of the year March, 2021.

**Note 26. Ratio**

Particulars	Units	30th June 2023	31st March 2023	31st March 2022	31st March 2021	% change from March 31, 2023 to June 30, 2023	% change from March 31, 2022 to Mar 31, 2023	% change from March 31, 2021 to Mar 31, 2022
Current Ratio	Times	1.63	1.51	1.15	1.10	8.03	31.12	4.28
Debt-Equity Ratio	Times	0.46	0.57	0.75	0.76	(19.68)	(24.73)	(1.30)
Debt Service Coverage ratio	Times	8.64	3.77	1.06	0.79	129.35	256.39	33.68
Inventory Turnover ratio	Times	1.14	2.10	2.55	1.80	(45.49)	(17.79)	41.80
Trade Receivable Turnover Ratio	Times	5.83	5.27	3.88	3.21	10.56	35.65	20.82
Trade Payable Turnover Ratio	Times	36.42	5.05	2.99	3.79	620.98	68.88	(21.11)
Net Capital Turnover Ratio	Times	2.62	6.02	12.69	8.28	(56.45)	(52.56)	53.17
Net Profit ratio	Percentage	13.06%	10.28%	0.97%	-0.14%	27.03	961.17	(789.80)
Return on Equity ratio	Percentage	16.56%	25.05%	2.66%	-0.27%	(33.90)	840.09	(1,070.72)
Return on Capital Employed	Percentage	15.11%	22.73%	5.77%	4.02%	(33.52)	294.08	43.50
Net asset value ( Per shares)	Rs/ Per shares	22.25	565.37	439.51	439.93	(96.06)	28.64	(0.09)
Adjusted Net asset value ( Per shares)	Rs/ Per shares	22.25	18.85	14.65	14.66	18.05	28.64	(0.09)
Return on Investment	Percentage		-	-	-		-	

**Note 26.2: Elements of Ratio**

Ratios	30th June 2023		31st March 2023		31st March 2022		31st March 2021	
	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator
Current ratio	9,47,273.57	5,81,727.10	7,40,909.45	4,91,523.82	8,97,857.97	7,80,980.85	13,71,287.85	12,43,837.71

Debt- Equity Ratio	3,72,812.33	8,18,463.05	3,93,203.82	6,93,311.31	4,06,101.92	5,38,972.16	4,11,846.29	5,39,476.66
Debt Service Coverage ratio	1,87,193.74	21,674.40	2,73,252.35	72,562.95	80,775.66	76,446.45	76,248.04	96,462.74
Inventory Turnover ratio	7,11,908.14	6,22,083.34	10,62,370.40	5,06,016.41	12,73,407.81	4,98,622.32	7,35,469.37	4,08,352.99
Trade Receivable Turnover Ratio	9,58,149.53	1,64,471.39	15,01,008.14	2,84,876.48	14,82,816.41	3,81,753.55	10,55,632.13	3,28,370.13
Trade Payable Turnover Ratio	9,46,725.96	25,994.72	10,59,686.45	2,09,779.12	12,90,879.93	4,31,566.71	8,98,535.91	2,36,971.76
Net Capital Turnover Ratio	9,58,149.53	3,65,546.47	15,01,008.14	2,49,385.62	14,82,816.41	1,16,877.12	10,55,632.13	1,27,450.14
Net Profit Ratio	1,25,151.74	9,58,149.53	1,54,339.14	15,01,008.14	14,367.98	14,82,816.41	(1,482.86)	10,55,632.13
Return on Equity ratio	1,25,151.74	7,55,887.18	1,54,339.14	6,16,141.74	14,367.98	5,39,224.41	(1,482.86)	5,40,218.09
Return on Capital Employed	1,80,036.33	11,91,275.38	2,46,997.74	10,86,515.12	54,518.51	9,45,074.08	38,243.85	9,51,322.95
Net asset value	8,18,463.05	36,78,870.00	6,93,311.31	1,22,629.00	5,38,972.16	1,22,629.00	5,39,476.66	1,22,629.00
Adjusted Net asset value	8,18,463.05	36,78,870.00	6,93,311.31	36,78,870.00	5,38,972.16	36,78,870.00	5,39,476.66	36,78,870.00
Return on Investment	Since the Company is not involved in treasury operations, this ratio is not computed							

**Note 26.3(a) : Reasons for more than 25% increase/ (decrease) in above ratios**

Particulars	% change from March 31, 2023 to June 30, 2023
Current Ratio	Increase in current ratio is due to increase in paid stock.
Debt-Equity Ratio	The change in ratio has been due to repayment of the loan from internal accruals.
Debt Service Coverage ratio	Increase in ratio is due to increase in margins earned by the company.
Inventory Turnover ratio	Slight reduction in ratio is due to efforts of the company to sell the same at better margins
Trade Receivable Turnover Ratio	Increase in ratio is due to extending the small credit period to debtors for better margins against cash and carry policy last year.
Trade Payable Turnover Ratio	Increase in ratio is due to better negotiation of credit terms with vendors
Net Capital Turnover Ratio	reduction in ratio is due to companies efforts to faster rotate the inventory and fasten the cash conversion cycle.
Net Profit ratio	Focus on high margin deals helped the company to get better margins
Return on Equity ratio	Focus on high margin deals helped the company to get better margins
Return on Capital Employed	Focus on high margin deals helped the company to get better margins
Return on Investment	NA

**Note 26.3(b) : Reasons for more than 25% increase/ (decrease) in above ratios**

<b>Particulars</b>	<b>% change from March 31, 2022 to Mar 31, 2023</b>
Current Ratio	Increase in current ratio is due to increase in paid stock.
Debt-Equity Ratio	The change in ratio has been due to repayment of the loan from internal accruals.
Debt Service Coverage ratio	Increase in ratio is due to increase in margins earned by the company.
Inventory Turnover ratio	Slight reduction in ratio is due to efforts of the company to sell the same at better margins
Trade Receivable Turnover Ratio	Increase in ratio is due to extending the small credit period to debtors for better margins against cash and carry policy last year.
Trade Payable Turnover Ratio	Increase in ratio is due to better negotiation of credit terms with vendors
Net Capital Turnover Ratio	reduction in ratio is due to companies efforts to faster rotate the inventory and fasten the cash conversion cycle.
Net Profit ratio	Focus on high margin deals helped the company to get better margins
Return on Equity ratio	Focus on high margin deals helped the company to get better margins
Return on Capital Employed	Focus on high margin deals helped the company to get better margins
Return on Investment	NA

**Note 26.3(c): Reasons for more than 25% increase/ (decrease) in above ratios**

<b>Particulars</b>	<b>% change from March 31, 2021 to Mar 31, 2022</b>
Current Ratio	Increase in current ratio is due to increase in paid stock.
Debt-Equity Ratio	The change in ratio has been due to repayment of the loan from internal accruals.
Debt Service Coverage ratio	Increase in ratio is due to increase in margins earned by the company.
Inventory Turnover ratio	Increase in inventory turnover is due to better and faster rotation of inventory.
Trade Receivable Turnover Ratio	Slight Increase in Ratio is due to better focus on realisations.
Trade Payable Turnover Ratio	Decrease in ratio is due to paying vendors on time or ahead of time to get better rates
Net Capital Turnover Ratio	Better management of cash cycle including inventory levels
Net Profit ratio	Consistent in line with regular business and deals
Return on Equity ratio	Consistent in line with regular business and deals
Return on Capital Employed	Consistent in line with regular business and deals
Return on Investment	NA

**Note 26.4: Consideration of Element of Ratio**

<b>i. Current Ratio:</b>	Numerator= Current Assets Denominator= Current Liabilities
<b>ii. Debt-Equity Ratio:</b>	Numerator= Total Debt Denominator= Total Equity - Revaluation Reserve
<b>iii. Debt Service Coverage ratio:</b>	Numerator= Profit before Tax + Finance cost + Depreciation Denominator= Repayment of Borrowings + Interest on Borrowings
<b>iv. Inventory Turnover ratio:</b>	Numerator= Cost of Goods Sold Denominator= Average Inventory
<b>v. Trade Receivable Turnover Ratio:</b>	Numerator= Total Sales Denominator= Average Trade Receivables
<b>vi. Trade Payable Turnover Ratio:</b>	Numerator= Total Purchases Denominator= Average Trade Payables
<b>vii. Net Capital Turnover Ratio:</b>	Numerator= Revenue from operations Denominator= Working Capital (i.e. Current Assets - Current
<b>viii. Net Profit ratio:</b>	Numerator= Net Profit after tax Denominator= Revenue from operations
<b>ix. Return on Equity ratio:</b>	Numerator= Net Profit after tax Denominator= Average Shareholder's Equity
<b>x. Return on Capital Employed:</b>	Numerator= Earning before interest and taxes Denominator= Total Networth+ Total Debt+ Total Deferred Tax Liability
<b>xi. Net Asset Value:</b>	Numerator= (Assets - Liabilities) Denominator= Total number of outstanding shares
<b>xi. Net Asset Value ( Adjusted):</b>	Numerator= (Assets - Liabilities) Denominator= Adjusted Total number of outstanding shares

**Since Bonus shares is an issue without consideration, the issue is treated as it had occurred prior to the beginning of the 2020, the earliest period reported**

<b>xi. Return on Investment:</b>	Numerator= Earning before interest and taxes Denominator= Total Assets
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## 27. Contingent Liabilities (Accounting Standard – 29)

Contingent Liabilities	As At 30th June 2023	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021
	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)	(Rs. In Hundreds)
<b>(i) Contingent liabilities</b>				
(a) Claims against the company not acknowledged as debt	-	-	-	-
(b) Guarantees*	<b>5,65,917.47</b>	<b>5,75,226.00</b>	<b>6,04,832.31</b>	<b>5,85,572.99</b>
(c) Other money for which the company is contingently liable	-	-	-	-
<b>(i) Commitments</b>				
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-	-	-
(b) Uncalled Liabilities on shares & other investments party paid	-	-	-	-
(c) Other commitments	-	-	-	-
<b>Total contingent liabilities</b>	<b>5,65,917.47</b>	<b>5,75,226.00</b>	<b>6,04,832.31</b>	<b>5,85,572.99</b>

\*The company has utilized its property as collateral for credit facilities granted to its associate enterprise, M/s Rocking Deals Private Limited. These credit facilities include a cash credit limit of Rs. 495.00 Lacs (FY 2022-23 Rs. 495.00 Lacs, FY 2021-22 Rs. 495.00 Lacs, FY 2020-21 Rs. 495.00 Lacs) and a GECL (Guaranteed Emergency Credit Line) of Rs. 70.92 Lacs (sanction amount 1.35 crore) (FY 2022-23 Rs. 80.22 Lacs, FY 2021-22 Rs. 109.83 Lacs, FY 2020-21 Rs. 90.57 lacs) By offering its property as security, the company has provided a guarantee to ensure the repayment of these credit facilities. This arrangement demonstrates the interconnectedness and mutual support between the company and its associate enterprise, enabling them to access the necessary financial resources for their respective business activities. The utilization of collateral in this manner signifies a strategic financial decision aimed at facilitating the growth and operational requirements of both entities involved.

It is essential to highlight that the Company has provided its property as collateral for a credit facility granted to its associated enterprise, M/s Rocking Deals Private Limited, following the passing of a Special Resolution passed on 31<sup>st</sup> December, 2020 under sections 185 and 186 of the Companies Act 2013. Unfortunately, the company has been unable to submit Form MGT-14 to the Registrar of Companies (RoC) within the designated timeframe.

## 28. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advance already made) and not provided for is Rs. Nil (PY: Rs. Nil).

## 29. Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

(a). Value of Imports on C.I.F Basis: Rs. NIL ( PY: Rs. NIL)

(b). Expenditure in foreign currency (on accrual basis): Rs. NIL ( PY: Rs. NIL)

(c). Consumption of raw materials and Components and Spare Parts: Rs. NIL ( PY: Rs. NIL)

(d). Earnings in foreign currency (on accrual basis): Rs. NIL ( PY: Rs. NIL)

(e). Remittance made on account of dividends in foreign currency: Rs. NIL ( PY: Rs. NIL)

During the year, there was no such remittance of dividends.

### 30. Auditor Remuneration

Particulars	Quarter Ended June 30, 2023	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2021
As Auditor	250.00	1,100.00	750.00	8500.00
For Other services	877.00	-	-	-
<b>TOTAL</b>	<b>1127.00</b>	<b>1,100.00</b>	<b>75.000</b>	<b>8500.00</b>

### 31. Related Party disclosures (Accounting Standard – 18)

#### a) List of related parties

Name of the Party	Relationship
Aman Preet	Director
Avneet Kaur	Director
Kulbir Chopra	Director
H.P. Singh	Relative of Director
Gaurav Gupta	Key Managerial Personnel
Finity India	Proprietorship of Director
HK Enterprises	Associate Enterprise
Karma Enterprises	Associate Enterprise
Rocking Deals Pvt Ltd.	Associate Enterprise
Rocking Deals ( Hyd) Pvt Ltd.	Associate Enterprise
Harkrishanji Products Pvt Ltd	Associate Enterprise
Sun Enterprises	Associate Enterprise
KH Enterprises	Proprietorship of relative of Director
SSL E-waste management LLP	Associate Enterprise
UNBOX Therepy Private Limited	Associate Enterprise
KACS Electronics LLP	Associate Enterprise
Chopra And Singh Electronics LLP	Associate Enterprise
Kulbir Electricals LLP	Associate Enterprise
Goalcast Foundation	Associate Enterprise

#### Transactions with Related Parties :



Quarter ending 30-06-2023						
Sr. No.	Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Others	Total
1.	Turnover (Sales)	Nil	4,48,616.48	Nil	Nil	4,48,616.48
2.	Purchase	Nil	Nil	Nil	Nil	Nil
3.	Salary	Nil	Nil	12,000.00	Nil	12,000.00
4.	Loan Taken	Nil	Nil	Nil	Nil	Nil
5.	Loan Repaid	Nil	Nil	Nil	Nil	Nil
<p>1. Disclosure in respect of Material Related Party Transactions during the period: Apart from the above (Amount in Hundreds and transactions are reported without taxes) Salary paid to Mr. Amanpreet Rs. 9,000.00 and Gaurav Gupta Rs. 3000.00.</p> <p>2. Sale made to Rocking Deals Private Limited Rs. 3,00,243.01, Rocking Deals (Hyd) Private Limited Rs. 81,199.33, Harkrishan Product Private Limited Rs. 67,174.14</p> <p>3. The Company has made a capital contribution of Rs. 12,000.00 to SSL E-Waste Management LLP, where its profit-sharing ratio stands at 50.01%.</p> <p>Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.</p>						

FY 2022-23						
Sr. No.	Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Others	Total
1.	Turnover (Sales)	Nil	7,95,431.83	Nil	Nil	7,95,431.83
2.	Purchase	Nil	1,71,414.25	Nil	Nil	1,71,414.25
3.	Salary	Nil	Nil	7,500.00	Nil	7,500.00
4.	Loan Taken	Nil	Nil	1,01,174.24	Nil	1,01,174.24
5.	Loan Repaid	Nil	Nil	1,01,174.24	Nil	1,01,174.24
<p>Disclosure in respect of Material Related Party Transactions during the period: Apart from the above, (Amount in Hundreds and transactions are reported without taxes)</p> <p>1. Salary paid to Mr. Aman Preet Rs. 7,500.00.</p> <p>2. Unsecured loan taken and repaid to Mr. Aman preet of Rs. 76,000.00 and Mrs. Avneet kaur of Rs. 25,174.24</p> <p>3. Sale made to Rocking Deals Private Limited Rs. 4,35,853.49, Rocking Deals (Hyd) Private Limited Rs. 126,112.51, Harkrishan Product Private Limited Rs. 2,26,903.33, and to Karma Enterprises Rs. 6,562.50</p> <p>4. Purchased made from Rocking Deals Private Limited Rs. 68,492.23, and Harkrishan Product Private Limited Rs.1,02,922.02.</p>						

Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.

FY 2021-22						
Sr. No.	Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Others	Total
1.	Turnover (Sales)	Nil	10,80,963.85	Nil	Nil	10,80,963.85
2.	Purchase	Nil	91,886.01	Nil	Nil	91,886.01
3.	Salary	Nil	Nil	25,000.00	Nil	25,000.00
4.	Loan Taken	Nil	Nil	Nil	Nil	Nil
5.	Loan Repaid	Nil	Nil	Nil	Nil	Nil
<p>Disclosure in respect of Material Related Party Transactions during the period: Apart from the above, (Amount in Hundreds and transactions are reported without taxes)</p> <ol style="list-style-type: none"> <li>Salary paid to Mr. Aman Preet Rs. 25,000.00.</li> <li>Sale made to Rocking Deals Private Limited Rs. 8,24,298.91 , Rocking Deals (Hyd) Private Limited Rs. 45,476.34, Harkrishan Product Private Limited Rs. 1,89,404.74, and to Karma Enterprises Rs. 21,783.86</li> <li>Purchased made from Karma Enterprises Rs. 60,151.36, Rocking Deals Private Limited Rs. 47,990.61. and Purchased return from KH Entreprises Rs.16,255.96</li> </ol> <p>Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.</p>						

FY 2020-21						
Sr. No.	Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel	Others	Total
1.	Turnover(Sales)	Nil	5,29,835.01	Nil	Nil	5,29,835.01
2.	Purchase	Nil	1,46,638.86	Nil	Nil	1,46,638.86
3.	Salary	Nil	Nil	15,000.00	Nil	15,000.00
4.	Loan Taken	Nil	Nil	10,220.00	Nil	10,220.00
5.	Loan Repaid	Nil	Nil	66,714.50	Nil	66,714.50
<p>Disclosure in respect of Material Related Party Transactions during the period: Apart from the above, (Amount in Hundreds and transactions are reported without taxes)</p> <ol style="list-style-type: none"> <li>Salary paid to Mr. Aman Preet Rs. 15,000.00</li> <li>Sale made to Rocking Deals Private Limited Rs.2,70,775.19, Harkrishan Product Private Limited Rs. 1,61,487.87, Karma Enterprises Rs. 95,940.99 and to Finity India Rs. 1,630.96</li> <li>Purchased made from Rocking Deals Private Limited Rs.1,24,855.00 , and Karma enterprises Rs. 21,783.86.</li> </ol>						

4. Unsecured loan taken from Mr. HP Singh of Rs.10,220.00 and Rs. 66,714.50 (balance of Outstanding balance of Mr HP Singh Loan) transfer to Mr Amanpreet.

Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.

#### Balance Outstanding of Related Parties :

Name of Party	Receivable/Payable	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Finity India	Receivable/ (Payable)	NIL	NIL	97,832.24	97,832.24
Karma Enterprise	Receivable/ (Payable)	NIL	NIL	39,054.16	83,437.91
H K enterprises	Receivable/ (Payable)	NIL	NIL	98,016.90	98,016.90
Rocking Deals Pvt Ltd.	Receivable/ (Payable)	32,817.34	NIL	(2,78,072.56)	(3,59,205.88)
Rocking Deals ( Hyd) Pvt Ltd.	Receivable/ (Payable)	4,909.27	12,060.96	(1,34,798.31)	NIL
Harkrishanji Products Pvt Ltd (HR)	Receivable/ (Payable)	NIL	9,328.06	1,12,552.09	1,22,683.88
Aman Preet	Receivable/ (Payable)	(3,000.00)	(2,500.00)	NIL	(27,236.48)
HP Singh	Receivable/ (Payable)	NIL	NIL	NIL	NIL
Gaurav Gupta	Receivable/ (Payable)	(1,000.00)	NIL	NIL	NIL
Sun Enterprises	Receivable/ (Payable)	NIL	NIL	NIL	(1,038.07)
KH Enterprises	Receivable/ (Payable)	NIL	NIL	NIL	(16,255.96)

### 32. Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

#### General Description

##### *i. Contribution to Provident Fund (Defined Contribution)*

The Company's provident fund scheme (including pension fund scheme for eligible employees) is a defined contribution plan. The expenses charged to the Statement of Profit and Loss under the head Contribution to Provident Fund is (30-06-2023Rs Nil) (31-03-2023 Rs. 33.75, 31-03-2022 Rs. NIL, 31-03-2021 Rs. NIL)

##### *ii. Gratuity (Defined benefit plan)*

The Company has a defined benefit gratuity plan. Every employee who has completed service of five years or more with the Company, is entitled to receive gratuity on retirement / Resignation / Death, @15 days salary (last drawn basic salary) for each completed year of service with the Company. During the year the Company has provided ( 30-06-2023 Rs 265.46) (31-03-2023 Rs. -4343.86, 31-03-2022 Rs. -1,173.35, 31-03-2021 Rs. 10,413.10) towards gratuity, on the basis of actuarial valuation by a registered valuer except for quarter ended 30-06-2023.

##### *iii. Leave salary (short term compensated absences)*

Leave salary is payable at the time of retirement or resignation of an employee. During the year the Company has paid/provided (30-06-2023 Rs 23.01) (31-03-2023 Rs. 139.15, 31-03-2022 Rs. 686.17, 31-03-2021 Rs. 755.42) towards leave salary, on the basis of actuarial valuation by a registered valuer except for quarter ended 30-06-2023.

**b. The following tables set out disclosures prescribed by AS 15 in respect of company's unfunded gratuity plan.**

- (i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the beginning of the year:	4,895.89	9239.75	10,413.10	-
Interest cost	-	-	708.09	-
Current service cost	265.46	965.31	1,609.24	2,400.50
Past Service Cost	-	(5309.17)	-	8,012.60
Benefits paid	-	-	-	-
Actuarial (gain) / loss on obligation	-	-	(3,490.68)	-
Closing Present value of obligation	5,161.35	4,895.89	9,239.75	10,413.10

- (ii) Actuarial gain/ loss recognized in the Statement of Profit and Loss:

Particulars	Year ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Actuarial gain/ (loss) for the year obligation	-	-	3,490.68	-
Total (gain)/ loss for the year	-	-	(3,490.68)	-
Actuarial (gain)/ loss recognized during the year.	-	-	(3,490.68)	-

- (iii) The amounts recognized in the Balance Sheet are as follows:

Particulars	Year ended June 30, 2023	Year ended Marc 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the end of the year	5,161.35	4,895.89	9,239.75	10,413.10
Funded value of assets (unfunded)				
Net assets / (liability) recognized in balance sheet	(5,161.35)	(4,895.89)	(9,239.75)	(10,413.10)

- (iv) The amounts recognized in the Statement of Profit and Loss are as follows:

Particulars	Year ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Current service cost	265.46	965.31	1,609.24	2,400.50
Past service cost	-	(5309.17)	-	8,012.60
Interest cost	-	-	708.09	-
Expected return on plan assets	-	-	-	-
Net actuarial (gain) / loss recognized in the year	-	-	(3,490.68)	-

Particulars	Year ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Expenses recognised in the statement of profit and loss	265.46	(4,343.86)	(1,173.35)	10,413.10

(v). Actuarial assumption (for both Gratuity and Leave Encashment):

Particulars	Year ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Salary Growth *	10%	6%	6%	6%
Discount Rate	7.36%	7.36%	7.22%	6.80%
Up to 30 Years	5%	5%	5%	5%
From 31 to 44 years	3%	3%	3%	3%
Above 44 years	2%	2%	2%	2%
Mortality Table	IALM (2012 - 14)	IALM (2012 - 14)	IALM (2012 - 14)	IALM (2012 - 14)
Retirement Age (in years)	60	60	60	60

\* The estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

\*\* The management has estimated current service cost on the assumption of salary growth @ 10% and no change in current number of employees and no estimation is not made of Acuatul gain / Loss for the quarter ended 30<sup>th</sup> June 2023

### 33. Deferred Taxes (AS – 22)

In compliance with Accounting Standard – 22 on “Accounting for taxes on Income” issued by the Institute of Chartered Accountant of India, Deferred Tax Assets for the period ended 31.03.2023, 31-03-2022, 31-03-2021 and Quarter ended 30-06-2023 has been recognized.

### 34. Appointment of Company Secretary

The Company has appointed a whole time Company Secretary in Month of July, 2023.

### 35. Prior period comparatives

The company has reclassified and regrouped its prior period profit and loss and balance sheet items to confirm to this year’s classification.

In term of our report of even date attached

#### For Akar & Associates

Chartered Accountants

Firm Registration No: 003753N

Rasik Makkar

Partner

Membership No. 086414

Place: Delhi

Date: 02/09/2023

For & on behalf of the Board of Directors

#### For Rockingdeals Circular Economy Limited

(Formerly Known as Technix Electronics Limited, originally known as

Technix Electronics Private Limited)

Aman Preet

**Managing Director**

DIN: 00140021

Kulbir Chopra

**Director**

DIN:03193553

**Gaurav Gupta**

Chief Financial officer

PAN: BAOPG5507K

**Deepika Dixit**

Company Secretary

M.No. A61222

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended on June 30, 2023 and financial year ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 144 of this Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 20 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 15 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Rockingdeals Circular Economy Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended on June 30, 2023 and financial year ended March 31, 2023, 2022 and 2021 included in this Prospectus beginning on page 144 of this Prospectus.*

### BUSINESS OVERVIEW

Our Company was originally incorporated on July 29, 2002 as a Private Limited Company as "Technix Electronics Private Limited" vide Registration No. 116354 under the provisions of the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi and Haryana. Pursuant to a special resolution passed by the Shareholders at their Extraordinary General Meeting held on April 20, 2023, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to "Technix Electronics Limited" and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 10, 2023 by the Registrar of Companies, NCT of Delhi. Subsequently, pursuant to a special resolution passed by our shareholder in the Extra – Ordinary General Meeting held on August 04, 2023 the name of our Company was changed to "Rockingdeals Circular Economy Limited" and a Fresh Certificate of Incorporation was issued on August 17, 2023 by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U29305DL2002PLC116354.

For further details of change in name and change in Registered Office of our Company, please refer to section titled 'Our History and Certain Other Corporate Matters' beginning on page 113 of this Prospectus.

Our company, Rockingdeals Circular Economy Ltd. (herein this section referred as "Rockingdeals CE") is primarily a B-2-B re-commerce player which started its operations in 2005. Our company is primarily engaged in bulk trading of excess inventory, open boxed inventory, re-commerce products and refurbished products, which has been further detailed in this section. These products range in several categories such as small home appliances, apparel, kitchenware's and household, speaker & mobile accessories, large appliances, footwear etc. These products are generally of various well-known brands such as Samsung, Thomson, MI, LG, symphony, ZARA, Nike, Reebok, Campus, Sony, JBL, Boat, Gizmore, One Plus, etc.

As on date our company has over 18 categories of Stock Keeping Units (SKU) i.e., electrical appliances (Syska, Havells, LG, Panasonic, Usha, Crompton, Luminous, Phillips etc.), apparels & footwear (Zara, Nike, Campus etc), speaker (Boat, JBL, Gizmore), mobile and mobile accessories (Lenovo, Boat, Gizmore etc) and various other products which the company procures from ecommerce vendors of platforms like Snapdeal (Juscorp), affiliates of Flipkart, Amazon and, etc; companies like GO Auto, Salora International, Zazz Technology Connect Private Limited; and dealers & distributors like Matrix Housewares, Raj Agency, Sudhi Enterprises etc.

For detailed information on the business of our Company please refer to "Our Business" beginning on page numbers 89 of this Prospectus.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in this Prospectus and which materially and

adversely affect or is likely to affect within the next twelve months except as follows:

- The authorized capital of the Company has been increased from ₹ 5,50,00,000 to ₹ 5,73,00,000 by creation of 2,30,000 new Equity Shares of ₹10 each vide ordinary resolution passed at the Extra-Ordinary General Meeting held on August 31,2023.
- Change in status of the Company from private limited to public limited vide special resolution passed at the Extra-Ordinary General Meeting held on April 20, 2023. Subsequently, pursuant to a special resolution passed by our shareholder in the Extra – Ordinary General Meeting held on August 04, 2023 the name of our Company was changed to “Rockingdeals Circular Economy Limited” and a Fresh Certificate of Incorporation was issued on August 17, 2023 by the Registrar of Companies, Delhi.
- The Shareholders of our Company approved appointment of Mr. Aman Preet as Managing Director in the Extra-Ordinary General Meeting held on August 04, 2023.
- The Shareholders of our Company regularized the appointment of Mrs. Avneet Chopra as an Independent Directors in the Extraordinary General Meeting held on August 04, 2023.
- The Shareholders of our Company regularized the appointment of Mr. Ravtej Singh Teer and Mr. Prabhkamal Singh Sahni as an Independent Directors in the Extraordinary General Meeting held on August 04, 2023.
- The Board of Directors of our Company have approved raising of funds by way of Initial Public Offering vide its resolution dated August 17, 2023.
- The Board of Directors of our Company have been authorised to raise the funds by way of Initial Public Offering vide special resolution passed at the Extra-Ordinary General Meeting held on August 19, 2023.

#### **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 20 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- ability to retain our skilled personnel;
- Supply Chain Management;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Volatility in the Indian and global capital market.

#### **DISCUSSION ON RESULT OF OPERATION**

##### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements” beginning on page 153 of the Prospectus.

##### ***Overview of Revenue & Expenditure***

Our revenue and expenses are reported in the following manner:

##### **Revenues**

###### **◆ Revenue of operations**

Our principal component of revenue from operations is generated from the sale of excess inventory products being manufactured by various brands and open-box products returned by the customers.

###### **◆ Other Income**

Our other income mainly comprises of interest income, net gain on sale of fixed income and other non-operating income.

(Amount in Hundred)

Particulars	For the period ended June 30, 2023*	For the period ended March 31,		
		2023	2022	2021
<b>Income</b>				
Revenue from operations	9,58,149.53	15,01,008.14	14,82,816.41	10,55,632.13
As a % of total Income	100.00%	98.91%	96.72%	98.69%
Other Income	0.31	16,524.17	50,268.15	13,986.48
As a % of Total Income	0.00%	1.09%	3.28%	1.31%
<b>Total Revenue</b>	<b>9,58,149.84</b>	<b>15,17,532.31</b>	<b>15,33,084.56</b>	<b>10,69,618.61</b>

#### Expenditure

Our total expenditure primarily consists of purchase of inventory, employee benefit expenses, Finance Costs, depreciation and amortization expense and other expenses.

◆ **Purchase of Stock- in -Trade**

Purchase of Stock in Trade are primarily in relation to purchases goods for trading.

◆ **Changes in Inventories**

Changes in Inventories primarily consist of excess inventory, open boxed inventory, re-commerce products and refurbished products.

◆ **Employment Benefit Expenses**

Our employee benefit expenses mainly include salaries and wages, contribution to PF, Earned leave expense, gratuity expense, and staff welfare expense

◆ **Finance Costs**

Our finance costs mainly include interest expense and other borrowing costs.

◆ **Depreciation**

Depreciation includes depreciation and amortization.

◆ **Other Expenses**

It includes payment to auditor, business promotion, repairs and maintenance, fuel and power expense, legal and professional expense, rent, bank charges, insurance expense, tour and travelling expense, and other miscellaneous expenses.



**RESULTS OF OUR OPERATION**

Particulars	For the period ended June 30, 2023 (Hundred)	For the period ended March 31,		
		2023 (Hundred)	2022 (Hundred)	2021 (Hundred)
<b>INCOME:</b>				
Revenue from Operations	9,58,149.53	15,01,008.14	14,82,816.41	10,55,632.13
As a % of Total Income	100.00%	98.91%	96.72%	98.69%
%Increase (Decrease)	-	1.23%	40.47%	-
Other Income	0.31	16,524.17	50,268.15	13,986.48
As a % of Total Income	0.00%	1.09%	3.28%	1.31%
%Increase (Decrease)	-	-67.13%	259.41%	-
<b>Total Income</b>	<b>9,58,149.84</b>	<b>15,17,532.31</b>	<b>15,33,084.56</b>	<b>10,69,618.61</b>
<b>Variance</b>		(15,552.25)	4,63,465.95	-
<b>Variance %</b>		-1.01%	43.33%	-
<b>EXPENSES:</b>				
Cost of Material Consumed				
Purchase of Stock- in -Trade	9,46,725.96	10,59,686.45	12,90,879.93	8,98,535.91
% Of Total Revenue	98.81%	69.83%	84.20%	84.01%
% Increase (Decrease)	-	-17.91%	43.66%	-
Changes in Inventory of Finished Goods, Work- in - Progress and Stock- In- Trade	(2,34,817.82)	2,683.95	(17,472.12)	(1,63,066.54)
% Of Total Revenue	-24.51%	0.18%	-1.14%	-15.25%
% Increase (Decrease)	-	115.36%	-89.29%	-
Employee Benefit Expense	18,785.03	50,978.49	69,698.15	1,30,748.08
% Of Total Revenue	1.96%	3.36%	4.55%	12.22%
% Increase (Decrease)	-	-26.86%	-46.69%	-
Finance Costs	12,062.25	43,455.40	39,000.15	36,499.66
% Of Total Revenue	1.26%	2.86%	2.54%	3.41%
% Increase (Decrease)	-	11.42%	6.85%	-
Depreciation and Amortization Expense	5,856.46	24,953.66	23,449.46	37,566.12
% Of Total Revenue	0.61%	1.64%	1.53%	3.51%
% Increase (Decrease)	-	6.41%	-37.58%	-
Other Expenses	40,262.93	1,30,931.07	1,09,202.94	1,27,153.12
% Of Total Revenue	4.20%	8.63%	7.12%	11.89%
% Increase (Decrease)	-	19.90%	-14.12%	-
<b>Total Expenses</b>	<b>7,88,874.81</b>	<b>13,12,689.02</b>	<b>15,14,758.51</b>	<b>10,67,436.34</b>
% Of Total Revenue	82.33%	86.50%	98.80%	99.80%
% Increase (Decrease)	-	-13.34%	41.91%	-
<b>Earnings Before Interest, Depreciation and Tax (EBITDA)</b>	<b>1,87,193.43</b>	<b>2,56,728.17</b>	<b>30,507.51</b>	<b>62,261.56</b>
% Of Total Revenue	19.54%	16.92%	1.99%	5.82%
Variance		741.52%	-51.00%	-
<b>Earnings Before Interest and Tax (EBIT)</b>	<b>181336.97</b>	<b>231774.52</b>	<b>7058.05</b>	<b>24695.44</b>
% Of Total Revenue	18.93%	15.27%	0.46%	2.31%
% Increase (Decrease)	-	3183.83%	-71.42%	-
<b>Profit before exceptional items and Tax</b>	<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
Exceptional Items	-	-	-	-
<b>Profit before Tax</b>	<b>1,69,275.03</b>	<b>2,04,843.29</b>	<b>18,326.05</b>	<b>2,182.27</b>
% Of Total Revenue	17.67%	13.50%	1.20%	0.20%
% Increase (Decrease)	-	1017.77%	739.77%	-
<b>Tax Expenses:</b>				
Current Tax	43,915.01	49,463.20	2,443.01	4,566.33
Deferred Tax	208.28	1,040.94	1,515.06	(901.20)
% Of Total Revenue	4.61%	3.33%	0.26%	0.34%
<b>Profit (Loss) for the period</b>	<b>1,25,151.74</b>	<b>1,54,339.14</b>	<b>14,367.98</b>	<b>(1,482.86)</b>
% Of Total Revenue	13.06%	10.17%	0.94%	-0.14%
% Increase (Decrease)	-	974.19%	1068.94%	-

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2023**

### **Income from Operations**

Our revenue from operations for the period ended June 30, 2023 was Rs. 9,58,14,953 which is 100.00% of the total revenue from sale of products.

During the Q1 of FY 23, there are 3 new brand tie ups.

1. Zara (Sudhi Enterprises)
2. Gizmore (Zazz Technologies)
3. One well known appliances brand of India

These new tie ups have significantly contributed to the increased turnover of the company.

### **Other Income**

Our other income for the period ended June 30, 2023 is Nil.

### **Expenditure**

#### **Purchase of Stock in Trade**

The Purchase of Stock in Trade costs for the period ended June 30, 2023 were Rs. 9,46,72,596 which was about 98.81% of the total revenue and which includes purchase of Stock for trading and selling of goods.

#### **Changes in inventory of finished goods, work-in -progress, stock-in trade**

The Changes in inventory of finished goods costs for the period ended June 30, 2023 were Rs. (2,34,817,82) which is about (24.51)% of the total revenue and it primarily consist of changes in Finished goods.

#### **Employee Benefits expenses**

The employee benefits expenses for the period ended June 30, 2023 were Rs. 18,78,503 which was about 1.96% of the total revenue and which include salaries and wages, contribution to PF, Earned leave expense, gratuity expense, and staff welfare expense

#### **Financial Costs**

Financial costs for the period ended June 30, 2023 were Rs. 12,06,225 which was about 1.26% of the total revenue and include interest expense and other borrowing costs.

#### **Depreciation and Amortization Expense**

Depreciation for the period ended June 30, 2023 were Rs. 5,85,646 which was about 0.61% of the total revenue and which consists of depreciation and amortization.

#### **Other Expenses**

The other expenses for the period ended June 30, 2023 were Rs. 40,26,293 which was about 4.20% of the total revenue and which includes payment to auditor, business promotion, repairs and maintenance, fuel and power expense, legal and professional expense, rent, bank charges, insurance expense, tour and travelling expense, and other miscellaneous expenses.

## **EBIDTA**

Our EBITDA for the period ended June 30, 2023 were Rs. 1,87,19,343.

## **Profit before Interest and Tax**

Our PBIT for the period ended June 30, 2023 were Rs. 1,81,33,697.

## **Profit /(Loss) after Tax (Operating Margin)**

PAT for the period ended June 30, 2023 was Rs. 1,25,15,174.

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has decreased by ₹ 15,55,225 and 1.01% from ₹ 15,33,08,456 in the fiscal year ended March 31, 2022 to ₹ 15,17,53,231 in the fiscal year ended March 31, 2023. The decrease in revenue is due to decrease in other income. However, the overall revenue from operation has been increased.

### **Expenditure**

Total Expenditure decreased by ₹ 2,02,06,949 and 13.34% from ₹ 15,14,75,851 in the fiscal year ended March 31, 2022 to ₹ 13,12,68,902 in the fiscal year ended March 31, 2023. Overall expenditure was decreased mainly due to decrease in the purchase of stock in trade and employee benefit expenses.

### **Purchase of Stock in Trade**

Purchase of Stock in Trade decreased by ₹ 2,31,19,348 and 17.91% from ₹ 12,90,87,993 in the fiscal year ended March 31, 2022 to ₹ 10,59,68,645 in the fiscal year ended March 31, 2023. Purchase of stock in trade was decreased due to decrease in product cost.

### **Changes in inventory of finished goods, work-in -progress, stock-in trade**

Changes in inventory of finished goods increased by ₹ 20,15,607 and 115.36% from ₹ (17,47,212) in the fiscal year ended March 31, 2022 to ₹ 2,68,395 in the fiscal year ended March 31, 2023. Changes in inventory of finished goods, work-in -progress, stock-in trade was increased mainly due to increase in sales.

### **Employee Benefit Expense**

Employee Benefit Expenses decreased by ₹ 18,71,966 and 26.86% from ₹ 69,69,815 in the fiscal year ended March 31, 2022 to ₹ 50,97,849 in the fiscal year ended March 31, 2023. Overall employee cost was decreased due to decrease in salary & wages of employee.

### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has increased by ₹ 2,26,22,066 and 741.52% from ₹ 30,50,751 in the fiscal year ended March 31, 2022 to Profit before Interest, Depreciation and Tax of ₹ 2,56,72,817 in the fiscal year ended March 31, 2023. Profit before exceptional & extraordinary items and Tax was increased due to increase in revenue from operations and increase in profit margins.

### **Finance Costs**

Our finance costs increased by ₹ 4,45,525 and 11.42% from ₹ 39,00,015 in the fiscal year ended March 31, 2022 to ₹ 43,45,540 in the fiscal year ended March 31, 2023. The increase was mainly on account of increase in interest expense and other borrowing costs.

### **Depreciation and Amortization Expense**

Depreciation in terms of value increased by ₹ 1,50,420 and 6.41% from ₹ 23,44,946 in the fiscal year ended March 31, 2022 to ₹

24,95,366 in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in asset base.

#### **Other Expenses**

Other Expense was increased by ₹ 21,72,813 and 19.90% from ₹ 1,09,20,294 in the fiscal year ended March 31, 2022 to ₹ 1,30,93,107 in the fiscal year ended March 31, 2023. Other Expense was increased due to increase in business promotion expense, Repair and maintenance expense, rent.

#### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹ 1,39,97,117 and 974.19% from 14,36,798 in the fiscal year ended March 31, 2022 to profit of ₹ 1,54,33,914 in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and the and increase in profit margin.

Company's turnover has increased from Rs. 10,55,63,312 to Rs. 14,82,81,641 in FY 22 & loss of Rs. 1,48,286 has been changed to profit of Rs. 14,36,798. During 2022, Company has focused on increasing the sales and optimizing the cost structure for the company. Payroll cost is reduced from Rs. 1,30,74,808 to Rs. 69,69,815 and other expenses are reduced from Rs. 1,27,15,312 to Rs. 1,09,20,294.

During the year FY 2023, Company has focused to optimize the margins by keeping consistent level of activity. We have focused more on high margin deals and allocated more capital towards the same. As a result of this, Company is able to increase its gross margins from 15% to 30%. Increase in Gross Profit has resulted in significant increase in profit; keeping other costs constant.

#### **FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021**

##### **Income**

Total revenue has increased by ₹ 4,63,46,595 and 43.33% from ₹ 10,69,61,861 in the fiscal year ended March 31, 2021 to ₹ 15,33,08,456 in the fiscal year ended March 31, 2022. The increase in revenue is on account of increase in sale from operations.

The major and primary reason for increase in revenue in FY22 is COVID only. During 2021 when COVID was at its peak, there was an overall slowdown in the business of our company due to which most of orders left unfulfilled in FY21.

Further, when the COVID started coming down, our business accelerated and the company started their fulfilling the previous orders, the company has increased its purchases from the e-commerce platform such as flipkart.

Further the company has also diversified the stock keeping unit under the mix category in to luggage, footwear, Small Home Appliances. All these reasons jointly helped the company with the increased sales in FY22.

##### **Expenditure**

Total Expenditure increased by ₹ 4,47,32,217 and 41.91% from ₹ 10,67,43,634 in the fiscal year ended March 31, 2021 to ₹ 15,14,758.51 in the fiscal year ended March 31, 2022. Overall expenditure was increased mainly due to increase in purchase of stock in trade and finance costs.

##### **Cost of Material consumed**

##### **Purchase of Stock in Trade**

Purchase of Stock in Trade increased by ₹ 3,92,34,402 and 43.66% from ₹ 8,98,53,591 in the fiscal year ended March 31, 2021 to ₹ 12,90,879.93 in the fiscal year ended March 31, 2022. Overall purchase of stock increased due to increase sales.

##### **Changes in inventory of finished goods, work-in-progress, stock-in trade**

Changes in inventory of finished goods increased by ₹ 1,45,59,242 and 89.29% from ₹ (1,63,06,654) in the fiscal year ended March 31, 2021 to ₹ (17,47,212) in the fiscal year ended March 31, 2022. Change in inventory was increased mainly due to increase in sales.

##### **Employee Benefit Expense**

Employee Benefit Expenses decreased by ₹ 6,10,494 and (46.69%) from ₹ 1,30,74,808 in the fiscal year ended March 31, 2021 to ₹ 69,69,815 in the fiscal year ended March 31, 2022. Overall employee cost was decreased due to decrease in salary & wages to directors and employee and staff welfare expense.

#### **Profit before Interest, Depreciation and Tax**

Profit / Loss before Interest, Depreciation and Tax has decreased by ₹ 31,75,405 and 51.00% from ₹ 62,26,156 in the fiscal year ended March 31, 2021 to Profit of ₹ 30,50,751 in the fiscal year ended March 31, 2022. Profit before interest, depreciation and Tax was decreased due to increase in total expenses of the company.

#### **Finance Costs**

Our finance costs increased by ₹ 2,50,050 and 6.85% from ₹ 36,49,966 in the fiscal year ended March 31, 2021 to ₹ 39,00,015 in the fiscal year ended March 31, 2022. The increase was mainly on account of increase in other borrowing costs.

#### **Depreciation and Amortization Expense**

Depreciation in terms of value decreased by ₹ 14,11,666 and 37.58% from ₹ 37,56,612 in the fiscal year ended March 31, 2021 to ₹ 23,44,946 in the fiscal year ended March 31, 2022. Decrease in depreciation is due to decrease in the Property, Plant and Equipment.

#### **Other Expenses**

Other Expense was decreased by ₹ 17,95,018 and 14.12% from ₹ 1,27,15,312 in the fiscal year ended March 31, 2021 to ₹ 1,09,20,294 in the fiscal year ended March 31, 2022. Other Expenses was decreased due to decrease in the payment of auditor fees, rates and Taxes, tour and travelling expenses and other miscellaneous expenses.

#### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹ 15,85,084 and 1068.94% from ₹ (1,48,286) in the fiscal year ended March 31, 2021 to profit of ₹ 14,36,798 in the fiscal year ended March 31, 2022. Net profit was increased due to increase in revenue from operations.

#### **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

##### **1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

##### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled "Risk Factors" beginning on page 20 of this Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

##### **3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of sale in bulk trading of Unboxed, Excess inventory and Pre-owned products of various well-known brands.

##### **4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

##### **5. Future changes in relationship between costs and revenues.**

Our Company's future costs and revenues will be determined by demand/supply situation.

##### **6. Future relationship between Costs and Income**

Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**8. Total turnover of each major industry segment in which the issuer company operates**

The Company is operating primarily in B2B segment and selling multiple products under the categories of Small home appliances, fashion and apparels, household and kitchen appliances, speakers and mobile accessories and others. Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 76 of this Prospectus.

**9. Status of any publicly announced new products or business segments**

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Prospectus.

**10. The extent to which the business is seasonal**

Our business is subject to seasonality as we see higher demand of our products from our customers during the festive seasons which generally starts from Dusshera/Diwali/ Christmas / New Year onwards and higher demand from clients in third and fourth quarter of financial year, these two quarters contribute around 70% of our total revenue.

For Further details refer the Risk Factor No. 13, under the chapter titled *"Risk Factors"* on page No. 24 of the Prospectus.

**11. Any significant dependence on a single or few suppliers or customers**

Our Company was significantly dependent on top 5 customers. For further details refer the chapter titled *"Risk factor"* and *"Our Business"* on page 20 and 76 of Prospectus.

**12. Competitive Conditions**

We do face normal competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled *"Our Business"* on page 89 of this Prospectus.

## CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of June 30, 2023, derived from our Restated Financial Statements. This table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Financial Information” and “Risk Factors” on pages 182, 144 and 20 respectively:

### BASED ON RESTATED FINANCIAL STATEMENTS

(Amount in Hundred)

Particulars	Pre-Offer (June 30, 2023)	Post Offer
<b>Debt</b>		
Short Term Debt	3,05,082.27	3,05,082.27
Long Term Debt (A)	67,730.06	67,730.06
<b>Total Debt (B)</b>	<b>3,72,812.33</b>	<b>3,72,812.33</b>
<b>Shareholders' Fund (Equity)</b>		
Equity Share Capital	3,67,887.00	5,65,900.00
Reserves and Surplus	4,50,576.05	28,32,693.05
<b>Total Shareholders' Fund (Equity) (C)</b>	<b>8,18,463.05</b>	<b>33,98,593.05</b>
<b>Long Term Debt / Equity {(A)/(C)}</b>	<b>0.08</b>	<b>0.02</b>
<b>Total Debt/Equity {(B)/(C)}</b>	<b>0.45</b>	<b>0.10</b>

Notes:

1. Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in other current liabilities).
2. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company
3. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.

## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on June 30, 2023 our Company has outstanding amount of secured and unsecured borrowings from banks and financial institutions, bodies corporates and others, for further details refer chapter titled "Restated Financial Information" beginning on page no. 144 of this Red Herring Prospectus.

Brief summary of financial indebtedness of our company as at June 30, 2023:

Nature of Borrowing Amount	Amount as on June 30, 2023
Secured Borrowings	3,72,81,233
Unsecured Borrowings	NIL

### Details of Secured Borrowings

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on June 30, 2023	Conditions
Punjab National Bank	Guaranteed Emergency Credit Line (GECL)	96,00,000	29,33,333	Term: 48 Months  Payable in: Monthly Instalment  Rate of Interest: 13.20% (RLLR+ 3.95%)  Interest Type: Floating rate  Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions.  Collateral: Flat No- 1702, 17th Floor, La lagune, C- Block, haiderpur Viran, Sec-54, Distt. Gurugram HR  Margin: 25% of stocks and 40% on Book debts
Punjab National Bank	Business Loan	28,50,000	28,50,000	Term: 60 Month including moratorium period of 24 Months  Payable in: Monthly Installment Rate of Interest: 7.65% (RLLR+ 0.85%)  Interest Type: Floating rate  Security: - Extension of charge on entire present and future current assets of Company  Collateral: Flat No- 1702, 17th Floor, La lagune, C- Block, haiderpur Viran, Sec-54, Distt. Gurugram HR



Union Bank of India	Term Loan (Auto Loan)	11,70,000	9,89,672	Term: 60 Month Payable in: Monthly Installment Rate of Interest: 8.20% Interest Type: Floating rate Security: - Hypothecation against Vehicle purchased
Punjab National Bank	Cash Credit Facility	3,15,00,000	3,05,08,227	Payable in: Monthly Installment Rate of Interest: 13.20% (RLLR+ 3.95%) Interest Type: Floating rate Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions. Collateral: Flat No- 1702, 17th Floor, La lagune, C- Block, haider pur Viran, Sec-54, Distt. Gurugram HR Margin: 25% of stocks and 40% on Book debts

**Details of Unsecured Borrowings**

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount Outstanding as on June 30, 2023 as per books of account	Conditions
NA	NA	NA	NA	NA

**Your Faithfully**

**For and on behalf of AKAR & Associates**

Chartered Accountants

**FRN No:** 003753N

Rasik Makkar

Partner

**Membership No.** 086414

**Date:** 12.09.2023

**Place:** Delhi

**UDIN:** 23086414BGSLJL8674

**SECTION X - 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) Litigation pending against the company or against any other company in which directors are interested, whose outcome could have a materially adverse effect on the financial position of the company
- h) Pending litigation against the promoter/director in their personal capacities and also involving violation of statutory regulation or criminal offences.
- i) Pending proceeding initiated for economic offences against the director, Promoter, companies and firms promoted by the promoters.
- j) 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:**

**Civil Cases: NIL**

**Criminal Cases: NIL**

**Tax Proceeding: 8**

Summary of Departmental Notices is provided below:

<b>S. No.</b>	<b>Notice Number</b>	<b>By/Against</b>	<b>Proceedings/Status</b>	<b>Amount Involved (In Hundreds)</b>	<b>Department</b>
1.	GST/D.EAST/MCIE/R-165/AGCR AUDIT/182/2022	Against	Response submitted on 08.09.2022. No next date of hearing fixed.	Not quantified till date.	Assistant Commissioner, GST Department, Delhi
2.	2015201437002206893C	Against	Response submitted on 22.09.2022. No next date of hearing fixed.	1,338.63/-	Income Tax Department, Delhi
3.	2020201937008316814C	Against	Response submitted on 22.09.2022. No next date of hearing fixed.	88.42/-	Income Tax Department, Delhi
4.	2013200937014617311T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	293.28/-	Income Tax Department, Delhi
5.	2011201037007579773T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	413.08/-	Income Tax Department, Delhi
6.	2020202037023728584T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	3506.08/-	Income tax Department, Delhi
7.	2018201537045230655T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	4,780.72/-	Income Tax Department, Delhi
8.	2018201837103225492T	Against	Response submitted on 23.07.2022. No next date of hearing fixed.	1,273.44/-	Income Tax Department, Delhi

*\* The aforementioned tax proceedings are currently at the claim and notice stage.*

**Statutory/ Regulatory Proceeding: NIL**

Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL

**B. BY OUR COMPANY:**

Civil Cases: NIL

Criminal Cases: 1

Sr. No.	Title of Case	By/ Against Company	Case/CNR No.	Stage	Brief Facts	Amount Involved (In Hundreds)	Last Date/Next Date	Court/Department
1.	Technix Electronics Pvt Ltd. vs. LA Ecosystem Technology India Pvt Ltd.	By	DLSE020236882018	Reserved for orders	An Application under Section 156(3) CrPC filed before the Chief Metropolitan Magistrate for registration of FIR for several economic offences for dumping of huge stock of refurbished defective mobile phones.  Further, the matter is pending before the Chief Metropolitan Magistrate and the next date of hearing is 7/12/2023.  Therefore, the court ordered to present the prosecution witness before the Chief Metropolitan Magistrate Court.	20,000.00/- (Approx)	LDOH: 19/08/2023  NDOH: 07/12/2023	Additional Chief Metropolitan Magistrate (South East District), Saket District Court, Delhi

Tax Proceeding: NIL

Statutory/Regulatory Proceeding: NIL

**Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL**

**II. Litigations Involving Our Promoters/Directors**

**A. Against our Promoters/Director**

**Civil Cases: NIL**

**Criminal Cases: NIL**

**Tax Proceeding: NIL**

**Statutory/Regulatory Proceeding: NIL**

**Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL**

**B. By our Promoters/Director**

**Civil Cases: NIL**

**Criminal Cases: NIL**

**Tax Proceeding: NIL**

**Statutory/Regulatory Proceeding: NIL**

**Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL**

**III. Litigations Involving Our Group entities**

**A. Against Our Group Entities**

**Rocking deals Private Limited**

**Civil Case: NIL**



**Criminal Case: NIL**

**Tax Proceeding: NIL**

**Statutory/Regulatory Proceeding: NIL**

**Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL**

**B. By our Group Entities:**

**Rocking deals Private Limited**

**Civil Case: NIL**

**Criminal Case: 1**

S.No.	Title of Case	By/ Against Company	Case/CNR No.	Stage	Brief Facts	Last/Next Date	Amount Involved (In Rs.)	Court/Department
1.	Rocking deals vs. Varun Bansal	By	DLSE020231642018	Arguments on charge	The Criminal Complaint for defamation against accused for posting false and defamatory content against the company on online platforms.  The parties before the court filed the Mediation Settlement form if it fails then the court will proceed with consideration of charges.	26.04.2023/ 27.09.2023	-N/A	SAKET DISTRICT COURT, DELHI

**Tax Proceeding: NIL**

**Statutory/Regulatory Proceeding: NIL**

**Disciplinary action by SEBI or Stock Exchange against our Promoter: NIL**

**IV. Litigations relating to the Subsidiary Company**

**A. Against Directors of our Subsidiary Company**

NIL

**B. BY Directors of our Subsidiary Company**

NIL

**V. Other litigations involving any other entities which may have a material adverse effect on the Company**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

**VI. Details of the past penalties imposed on our Company / Directors**

As of the date of the report, there are no cases in the last five years in which penalties have been imposed on the Company or the Directors of the company - NIL as per information provided by management:

**VII. Outstanding dues to Creditors**

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on March 31, 2023, our Company had outstanding dues to creditors on Standalone basis as follows:

*(Amount in Hundreds)*

Particulars	Number of Creditors	June 30, 2023
<b>Trade Payables</b>		
Micro, Small and Medium Enterprises	NIL	NIL
Others*	12	5,332.73
<b>Total</b>	<b>12</b>	<b>5,332.73</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 <https://www.rockingdeals.in/>.

**VIII. Material developments occurring after last balance sheet date, that is March 31, 2023.**

Except as disclosed in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Company beginning on page number 182 there have been no material developments that have occurred after the last Balance sheet date.

**We certify that except as stated herein above:**

1. The Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
2. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
3. Further, none of the Directors of the Company has been charge sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

4. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Financial Institutions by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years.
5. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company
6. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
7. There are no pending proceedings initiated for economic offenses against the Directors Promoter, Companies, and firms promoted by the Promoter
8. 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.
9. There are no litigations against the Promoter/ Directors in their capacity.
10. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further. none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.



## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 108 of the Prospectus.*

### **CORPORATE APPROVALS FOR THIS ISSUE**

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on August 17, 2023 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.
2. The Issue of Equity share has been authorized by a special resolution adopted pursuant to section 62(1)(c) of the Companies Act 2013, at an Extra ordinary General Meeting held on August 19, 2023.
3. Board of Directors has, pursuant to a resolution dated September 22, 2023 and November 14, 2023 and November 27, 2023 authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus and Prospectus respectively with NSE Emerge.

### **IN- PRINCIPLE APPROVAL**

The Company has obtained approval from NSE vide its letter dated November 08, 2023 to use the name of NSE EMERGE in this Offerdocument 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 May 15, 2023, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Share Transfer Agent, who, in this case, is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has also entered into an agreement dated May 16, 2023 with the National Securities Depository Limited (NSDL), and the Registrar and Share Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
3. The Company's International Securities Identification Number (ISIN) is INE0PTR01012.

### **INCORPORATION DETAILS OF OUR COMPANY**

<b>S.N.</b>	<b>Authorisation granted</b>	<b>Issuing Authority</b>	<b>CIN/Registration No.</b>	<b>Date of Issue</b>	<b>Valid upto</b>
1.	Certificate of Incorporation in the name of — “Technix Electronics Private Limited”	ROC, Delhi	U29305DL2002PTC116354	July 29, 2002	Perpetual
2.	Certificate of Registration of Special Resolution confirming Alteration of Object Clause	ROC, Delhi	U29305DL2002PTC116354	June 13, 2015	Perpetual

3.	Certificate of Incorporation for conversion from Private to Public company in the name of "Technix Electronics Limited"	ROC, Delhi	U29305DL2002PLC116354	July 10, 2023	Perpetual
4.	Certificate of Incorporation for change in name of company from "Technix Electronics Limited" to "Rockingdeals Circular Economy Limited"	ROC, Delhi	U29305DL2002PLC116354	August 17, 2023	Perpetual

### TAX RELATED AUTHORISATIONS

S.No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, GOI	AABCT6677N	29/07/2002	Perpetual
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GOI	DELT06261D	29/07/2002	Perpetual
<b>GST Certificates</b>					
3.	GST Registration Certificate (Haryana)	Central Board of Indirect Taxes	06AABCT6677N2ZN	14/02/2019	Perpetual

### BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

Sr. No.	Authorization granted	Issuing Authority	Registration No. / Reference No. / License No. / Application No.	Date of Issue	Valid Upto
1.	Registration under Employees Provident Fund and Miscellaneous Act, 1952	Employees Provident Fund Organisation	DSNHP0034391000	27-02-2015	Perpetual
2.	Micro Small and Medium Enterprises	Ministry of Micro, Small and Medium Enterprises	UDYAM-HR-03-0056968	01-03-2023	Perpetual
3.	Shop & Establishment Certificate for Registered Office	Department of Labour, Govt. of NCT of Delhi	2023121139	14-08-2023	Perpetual
4.	Shop & Establishment Certificate for	Labour Department Govt. of Haryana	PSA/REG/FBD/LI-Fbd X/0298221	16-04-2023	Perpetual

	Corporate Office				
5.	Shop & Establishment Certificate for Warehouse Situated at Sector Plot No-186, Sector-59, Industrial Area, Faridabad-121004	Labour Department Govt. of Haryana	PSA/REG/FBD/LI-FBD-6/0291849	Approved	Perpetual (Exemption for Renewal)
6.	Shop & Establishment Certificate for Warehouse Situated at Sector Plot No-180, Sector-58, Industrial Area, Faridabad-121004	Labour Department Govt. of Haryana	PSA/REG/FBD/LI-FBD-6/0291635	Approved	Perpetual (Exemption for Renewal)
7.	Shop & Establishment Certificate for Marketing Store situated 5N/44A, NIT-5 K.C. Road, Faridabad-121001, Haryana.	Labour Department Govt. of Haryana	PSA/REG/FBD/LI-FBD-3/0291316	22-08-2023	Perpetual (Exemption for Renewal)

*"Our company is required to take the Fire Noc for our Registered Office, Corporate Office and Warehouses, we are in the process for fulfilling this requirement. Further except to approvals or licenses as mentioned in Prospectus, there are no statutory approvals or licenses which is required from any competent authorities to carry out its lawful business operations at its Registered office, Corporate Office warehouses."*

## **INTELLECTUAL PROPERTY**

Our Company has the following registered trademarks:

Sr No.	Original Trademark Name	Filed Trademark Name	Application No.	Class	Current Status
1.	(Wordmark)	RD Rocking Deals	6081934	35	Marked for Exam
2.		RD Rocking Deals	6104363	35	Marked for Exam

The Details of Domain Names Registered in the Name of the Company:

Sr. No.	Domain Name	Registrant Name and Registrant Organization	Registration Expiry Date
1.	rockingdeals.in	Endurance International Group (India) Private Limited	October 11, 2025

**Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/Licenses required for the proposed expansion**

NIL

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

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## SECTION XI - OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on August 17, 2023
2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at its EGM held on August 19, 2023 and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from NSE vide its letter dated **November 08, 2023** 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.
4. Our Board has approved the Draft Red Herring Prospectus through its resolution dated September 22, 2023.
5. Our Board has approved the Red Herring Prospectus through its resolution dated November 14, 2023.
6. Our Board has approved this Prospectus through its resolution dated November 27, 2023.
7. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled "Government and Other Approvals" beginning on page 201 of this Red Herring Prospectus.

### Confirmation:

- Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, our Promoters and Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

- The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company 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.
- Prohibition by RBI or Governmental authority.
- Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as willful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.
- Our directors have not been declared as willful defaulter by RBI or any other government authority and there has been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.
- Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations

- None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

#### **ELIGIBILITY FOR THIS ISSUE**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its promoters, promoter group or directors 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 is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender. Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital will not be more than ₹ 10,00,00,000/-, and can issue Equity Shares to the public and propose to list the same on the **Emerge Platform of NSE Limited**.

#### **We Further confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent (100%) underwritten and that the Book Running Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information – Underwriting” on page 45 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 issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 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 Draft Red Herring Prospectus/ 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 Draft 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 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of the SEBI, The Book Running Lead Manager and the Emerge Platform of NSE.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled —General Information – Details of the Market Making Arrangements for this Issue|| on page 46 of this Prospectus.

In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to National Stock Exchange of Limited (EMERGE Platform) and NSE is the Designated Stock Exchange.

In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued. For more details please refer page 301 of this Prospectus.

In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of NSE, which are as under:**

**NSE ELIGIBILITY NORMS:**

1. The Company has been incorporated under the Companies Act, 1956 / 2013 in India
2. Our Company was incorporated on July 29, 2002 under the Companies Act, 1956.
3. The post issue paid up capital of the Company (face value) will not be more than ₹ 25,00,00,000..

Particulars	Present Issued Paid up Capital	Proposed IPO (Fresh Equity Shares)	Post IPO Issued Capital (assumed)
No. of Equity Shares	41,59,000	15,00,000	56,59,000
Face Value (in Rs.)	10	10	10
Paid- up value (in Hundreds.)	4,15,900.00	1,50,000.00	5,65,900.00

**4. Positive Net worth**

Net worth of the Company as on June 30, 2023 is ₹ 8,18,46,305/-

**1. Track record**

**A. Track Record of at least three years of either:**

- i. the applicant seeking listing; or
- ii. the promoters\*\*\*\*/promoting company, incorporated in or outside India or
- iii. Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing.

**\*\*\*\*Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally**

Our Company got incorporated on July 29,2002, therefore our company satisfies the track record criteria of 3 years.

- B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.

(Amount in Hundreds)

Particulars	As on June 30, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Operating profit (earnings before interest, depreciation, and tax from operations)	1,87,193.43	2,56,728.17	30,507.51	62,261.56

**C. Net Worth of the company as on June 30, 2023**

(Amount in Hundreds)

Particular	Amount as on June 30, 2023
Share Capital	3,67,887.00
Add: Reserve & Surplus	4,50,576.05
Net-Worth*	8,18,463.05

\*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).

**2. Other Listing Conditions:**

- The applicant company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
- The company has not received any winding up petition admitted by a NCLT / Court.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

**3. The following matters should be disclosed in the offer document:**

- Any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company. **None**
- Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years. **None** (Amount is negligible, like there is delay of payment of interest and penal amount charged between Rs. 1- Rs. 317, as the delay is generally of 1 or 2 days only)
- The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. **None**
- In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences. **None**

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud- Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

**We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.**

**DISCLAIMER CLAUSE OF SEBI**



IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 14, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE EXTRACT DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE MATERIAL DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
1. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
2. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. **COMPLIED WITH.**

3. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE RED HERRING PROSPECTUS- .
4. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE RED HERRING PROSPECTUS.
5. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
6. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
7. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
8. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
9. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
10. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE RED HERRING PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
11. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
12. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

13. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
14. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF NSE.**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – **COMPLIED WITH.**
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
5. THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE.**
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **COMPLIED WITH.**

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this 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 <https://www.rockingdeals.in/> would be doing so at his or her own risk.

**Caution**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Price Information and the track record of the past Issues handled by the Book Running Lead Manager

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A' to the Prospectus and the website of the Book Running Lead Manager at <https://www.ccvindia.com/>

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 25,00,00,000/- pension funds with minimum corpus of ₹ 25,00,00,000/- 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 Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi 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 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 Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2838 dated November 08, 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized the draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor

does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S under the Securities Act.) 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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING**

The Draft Red Herring Prospectus and Red Herring Prospectus is being filed with NSE Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai – 400051.

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi & Haryana situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019 at least (3) three days prior from the date of opening of the Issue.

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

#### **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 Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and

(b) Book Running Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with NSE.

## **EXPERT OPINION**

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

- (a) the restated financial statements; statement of tax benefits
- (b) the restated financial statements by Statutory Auditors for period ended on June 30, 2023, March 31, 2023, 2022, and 2021
- (c) Legal Advisor report on Outstanding Litigations and Material Developments, included in this Prospectus,

Our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous public issues since incorporation, and are an — **Unlisted Issuer** in terms of the SEBI (ICDR) Regulations and this Issue is an **Initial Public Offering** in terms of the SEBI ICDR Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled - Capital Structure beginning on page 49 of the Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies, Associates and Subsidiaries are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Prospectus

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY**

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

Our Company has not undertaken any public or rights issue of the Listed Subsidiaries.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Prospectus can be applied for in dematerialized form only.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre 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 10 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 Ms. Deepika Dixit as the Company Secretary and Compliance Officer and may be contacted at the following address:

#### **ROCKINGDEALS CIRCULAR ECONOMY LIMITED**

Shop Kh No 424 Basement Ghitorni, Gadaipur

New Delhi-110030

Tel: +91 – 83760 36354

Email: [compliance@rockingdeals.in](mailto:compliance@rockingdeals.in)

Website: <https://www.rockingdeals.in/>

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

#### PRICE INFORMATION OF LAST 10 (TEN) ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER Statement on Price Information of Past Issues handled by Corporate CapitalVentures Private Limited:

##### Price Information and the track record of the past Issues handled by the Book Running Lead Manager

Sr. No.	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Shish Industries Limited	4.06	30.00	05-09-2017	32.00	-3.33%	-10.00%	-9.00%
						-0.68%	3.33%	7.034%
2.	Ratnabhumi Developers Limited	23.31	63.00	14-12-2017	63.45	-30.83%	-41.67%	-30.00%
						4.04%	1.771%	7.35%
3.	Touchwood Entertainment Limited	4.21	40.00	21-12-2017	43.50	81.13	-10.00	34.38
						4.35%	-2.73%	2.58%
4.	SMVD Poly Pack Limited	9.02	55.00	26-12-2017	58.00	-22.18%	-44.91%	-58.18%
						5.1%	-3.8%	2.25%
5.	Narmada Agrobases Limited	7.49	32.00	19-04-2018	31.45	-3.13%	-12.03%	-23.44%
						0.29%	2.22%	0.181%
6.	Rudrabhishek Enterprises Limited	18.73	41.00	13-07-2018	41.25	0.00%	0.12%	17.93%
						3.72%	-7.11%	-1.48%
7.	Rajnandini Metal Limited	4.27	26.00	08-10-2018	35.00	-2.31%	-2.31%	0.38%
						2.419%	3.67%	12.73%
8.	Nupur Recyclers Limited	34.2	60.00	23-12-2021	34.2	313.00%	169.58%	219.17%
						3.65%	1.47%	-7.98%
9.	Uma Exports Limited	60.00	68.00	07-04-2022	80.00	-8.68%	-24.49%	-29.78%
						-6.96%	-9.35%	-1.96%
10.	Annapurna Swadisht Limited	30.25	70.00	27-09-2022	120.00	118.07%	80.57%	151.57%
						4.22%	4.63%	-0.36%
11.	Swastik Pipe Limited	62.52	100.00	12-10-2022	69.30	-13.30%	0.95%	-19.30%
						4.22%	4.63%	2.9%
12.	Phantom Digital Effects Limited	29.10	95.00	21-10-2022	315.05	186.53%	138.89%	143.37%
						4.16%	3.35%	0.24%
13.	Droneacharya Aerial	33.96	54.00	23-12-	102.00	231.57%	133.43%	226.20



	Innovations Limited			2022		1.29%	-3.20%	6.15%
14.	Crayons Advertising Limited* (3)	41.80	65.00	02-06-2023	90.00	143.23%	141.69	N.A.
						3.53%	3.88%	N.A.
15.	Oriana Power Limited*(2)	59.65	118.00	11-08-2023	302.00	188.42%	168.26%	N.A.
						2.01%	-0.17%	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

**Notes\*:**

1. Kindly note that we have assumed the % of change in benchmark on the basis of the Companies listed on the relevant Stock Exchange.
2. Further, the Listing date of Oriana Power Limited is August 11, 2023. Since the Company has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.
3. Further, the Listing date of Crayons Advertising Limited is June 02, 2023. Since the Company has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24*	2	101.45	Nil	Nil	Nil	-	-	-	-	-	-	-	-	-
2022-23	5	215.83	Nil	Nil	2	3	Nil	Nil	Nil	1	1	2	Nil	Nil
2021-22	1	34.20	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil	Nil	1	Nil	Nil
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2018-19	3	30.49	Nil	Nil	2	Nil	Nil	1	Nil	Nil	1	Nil	Nil	2
2017-18	4	40.60	Nil	1	2	1	Nil	Nil	1	1	1	Nil	1	Nil
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**Note\*:**

1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. In case 30th/90th/180th day is not a trading day, closing price of the next trading day has been considered
3. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
5. Oriana Power Limited has not completed its 90/180 Calendar days. Hence, the information for the same has been kept blank.
6. Crayons Advertising Limited has not completed its 180 Calendar days. Hence, the information for the same has been kept blank.

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager



to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer the website of the Book Running Lead Manager at <https://www.ccvindia.com/initial-public-offers>

**Note:**

**Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.**

*This space has been left blank intentionally.*

## SECTION XII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued 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 this Red Herring Prospectus and Prospectus, the abridged prospectus, any addendum/ corrigendum thereto, Application Form, the Revision Form, the Confirmation of Allocation Note ("CAN") 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, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and/or other authorities, as in force on the date of the offer and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public offers by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).*

For details in relation to Offer expenses, see "Objects of the Issue" and "Other Regulatory and Statutory Disclosures" on pages 63 and 205, respectively.

#### **The Offer**

The Offer comprises a Fresh Issue by our Company. Expenses for the Offer shall be borne our Company in the manner specified in "Objects of the Issue" beginning on page 63.

#### **Ranking of Equity Shares**

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 17, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on August 19, 2023.

#### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the Govt in this respect. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on pages 143 and 262, respectively.

#### **Offer for Sale**

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons.

#### **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 ₹ 136 per Equity

Share ("Floor Price") and at the higher end of the Price Band is ₹ 140 per Equity Share ("Cap Price"). The Anchor Investor Offer Price is ₹ [•] per Equity Share.

The Price Band and the minimum Bid Lot will also be advertised by our Company in consultation with the BRLM and advertised in all editions [•], an English national daily newspaper, all editions of [•], a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the 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 of time, there shall be only one denomination of Equity Shares.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all 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:

- i. Right to receive dividend, if declared;
- ii. Right to attend general meetings and exercise voting powers, unless prohibited by law;
- iii. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- iv. Right to receive annual reports and notices to members;
- v. Right to receive offers for rights shares and be allotted bonus shares, if announced;
- vi. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- vii. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- viii. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "**Main provisions of the Articles of Association**", beginning on page 262 of this Prospectus.

#### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories:

- i. Tripartite agreement dated May 15, 2023 among CDSL, our Company and the Registrar to the Issue; and
- ii. Tripartite agreement dated May 16, 2023 among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode.

#### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 1000 Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1000 Equity Shares subject to

a minimum allotment of 1000 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. persons|| (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

To register himself or herself as the holder of the equity shares; or to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the Pre-Issue capital of our Company, Promoters' minimum contribution as provided in "Capital Structure" on page 49 of this Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer —Main Provisions of Articles of Association on page 262 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. 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 or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the Pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

### Offer Program\*

Events	Indicative Dates
Anchor Investor Portion Offer Opens/ Close	Tuesday, November 21, 2023
Bid/Offer Opening Date	Wednesday, November 22, 2023 <sup>(1)</sup>
Bid/Offer Closing Date	Friday, November 24, 2023 <sup>(2)</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, November 28, 2023
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account orUPI ID linked bank account	On or about Wednesday, November 29, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or about Wednesday, November 29, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Thursday, November 30, 2023

\*Our company propose to undertake the offer under T+3 Listing Compliances.

*Note - <sup>(1)</sup> Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. 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.*

*<sup>(2)</sup> Our Company may, 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.*

\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four 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, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company, or the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock 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.

The SEBI is in the process of streamlining and reducing the post offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Prospectus may result in changes to the above- mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect. If the situation, so warrants our company may adhere to the instructions as provided by SEBI in its circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023.

The BRLM will be required to submit reports of compliance with 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.

**In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report of compliance with T+6 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.**

**Submission of Bids (Other than Bids from Anchor Investors)**

<b>Bid/Offer Period (except the Bid/Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
<b>Bid/Offer Closing Date</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

**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 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 limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit

their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLM, reserve 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 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 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, 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.**

#### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount|| has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Migration to Main Board**

Our company may migrate to the main board of NSE at a later date subject to the following:



If the Paid up Capital of our Company is likely to increase above ₹ 25,00,00,000/- by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the paid-up Capital of our company is more than ₹ 10,00,00,000/- but below ₹ 25,00,00,000/-, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the EMERGE Platform, amongst others, has to fulfill following conditions:

- i. The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores.
- ii. The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
- iii. The applicant should have been listed on SME platform of the Exchange for at least 3 years.
- iv. The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- v. The company has not received any winding up petition admitted by a NCLT.
- vi. The networth of the company should be at least 50 crores
- vii. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

### **Market Making**

The shares issued through this Offer are proposed to be listed on the Emerge Platform of NSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled "General Information" beginning on page 41 of this Red Herring Prospectus.

### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

Except for lock-in of the Pre-Issue Equity Shares and Promoter minimum contribution in the Offer as detailed in the section titled "Capital Structure" beginning on page 49 of the Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer sub-heading "Description of Equity Shares and Terms of the Articles of Association" on page 262 of the Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers 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 or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

**Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

**Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, Business Standard; (ii) All editions of Hindi National Newspaper, Business Standard and the registered office of the company is situated in Delhi, therefore Hindi is the regional language. In the pre-issue advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in New Delhi.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in

the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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## ISSUE STRUCTURE

This Offer is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, whose post issue face value capital is less than 10,00,00,000/- shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the EMERGE Platform of NSE i.e. NSE Emerge). For further details regarding the salient features and terms of such an offer please refer chapter titled “Terms of the Issue” and “Issue Procedure” and on page 219 and 232 of the Red Herring Prospectus.

This Issue comprise of up to 15,00,000 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of 140 per Equity Shares (including a premium of 130 per equity share) aggregating to Rs. 21,00,00,000/- (“the Issue / the Offer”) comprising of Fresh Issue of 15,00,000 Equity Shares aggregating upto Rs. 21,00,00,000/- . The Offer and the Net Offer will constitute 26.51% and 25.00% respectively of the post Issue paid up Equity Share Capital of the Company

The offer is being made by way of Book Building Process:

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Investors	Individual Investors
Number of Equity Shares available for allocation	Up to 85,000 Equity Shares	Not more than 7,00,000 Equity Shares	Not less than 2,15,000 Equity-Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than 5,00,000 Equity Shares available for allocation or offerless allocation to QIB Bidders and Non-Institutional Bidders	
Percentage of offer Size available for Allocation	5.67% of the offerSize	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 Offer or the Offer less allocation to QIB Bidders and RIBs will be available for allocation.  One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size more than ₹200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000.	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Anchor Investor Portion): (a) Up to 14,000 Equity Shares shall be available for allocation on proportionate basis to Mutual Funds only; and (b) Up to 2,66,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving	Allotment to each Non-Institutional Bidder shall not be Less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “Issue Procedure” beginning	Allotment to each Retail Individual Bidder shall not be less than the Maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For details, see “Issue Procedure” beginning on page	

		allocation as per (a) above. Up to 60% of the QIB Portion (of up to 4,20,000 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.	on page 232	232.
Mode of Bid	Only through the ASBA process.	Only through the ASBA process, except in case of Anchor Investor.	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment
Mode of allotment Minimum Bid Size	Compulsorily in dematerialized form 85,000 Equity Shares in multiple of 1000 Equity shares	Such number of Equity Shares and in multiples of 1000 Equity Shares that the Bid Amount exceeds Rs 2,00,000	Such number of Equity shares in multiple of 1000 Equity shares that Bid size exceeds Rs 2,00,000	1000 Equity Shares
Maximum Bid Size	85,000 Equity Shares	Such number of Equity Shares in multiples of 1000 Equity Shares not exceeding the size of the Net Offer, subject to applicable limits.	Such number of Equity Shares in multiples of 1000 Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of 1000 Equity Shares so that the Bid Amount does not exceed Rs 2,00,000
Trading Lot	1000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	1000 Equity Shares and in multiples thereof	1000 Equity Shares and in multiples thereof	1000 Equity Shares and in multiples thereof
Terms Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIBs or Individual investors bidding under the Non –Institutional Portion for an amount of more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form</p>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

\* Assuming full subscription in the Offer

<sup>(1)</sup> Our Company may, in consultation with the BRLMs, 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 or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Issue Procedure" on page 232.

<sup>(2)</sup> Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non- Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “Terms of the Issue” on page 219..

<sup>(3)</sup>Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

#### **Withdrawal of the Offer**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Offer Opening Date, without assigning any reason thereof. In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

#### **Bid/Offer Programme\*:**

<b>Events</b>	<b>Indicative Dates</b>
Anchor Investor Portion Offer Opens/ Close	Tuesday, November 21, 2023
Bid/Offer Opening Date	Wednesday, November 22, 2023
Bid/Offer Closing Date	Friday, November 24, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	Tuesday, November 28, 2023
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account.	Wednesday, November 29, 2023
Credit of Equity Shares to Demat accounts of Allottees	Wednesday, November 29, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	Thursday, November 30, 2023

\*Our company propose to undertake the offer under T+3 Listing Compliances.

*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.*

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres mentioned in the Bid cum Application Form. Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

A standard cut-off time of 3.00 p.m. for acceptance of bids.

A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.

A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the

electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

**ISSUE PROCEDURE**

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.

All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum 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 (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), as may be prescribed by the SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("UPI Streamlining Circular") read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of applications money from 15 days to four days. However, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

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, the Selling Shareholder and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company, the Selling Shareholder 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 the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post- Issue paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the

intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

#### **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 and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIs (other than the RIs 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. RIs 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 of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non- repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	Blue
Anchor Investors	White

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPIID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor

Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the Bankers to the Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Offer for analysing the same and fixing liability.

#### **Availability of Red Herring Prospectus/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 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 SCSBs (via Internet Banking) and NSE (<https://www.nseindia.com/>) at least one day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the 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 a minimum of 1,000 Equity Shares and in multiples of 1,000 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 1,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

***Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.***

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity**

**Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard where the registered office of the company is situated, 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 maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard, where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 232 of this Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until

withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company 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 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 has declared 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) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

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 under subscription 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 2,00,00,000.00/- . 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 2,00,00,000.00/-
- 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 2,00,00,000.00 , maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 2,00,00,000.00/- but upto 25,00,00,000.00, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 1,00,00,000.00 per Anchor Investor; and



- where the allocation under the Anchor Investor portion is more than Rs. 25,00,00,000.00 : (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 25,00,00,000.00; and (ii) an additional 10 Anchor Investors for every additional allocation of 25,00,00,000.00/- or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 1,00,00,000.00 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 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
  - 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
  - 10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.
  - 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
  - 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
  - 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

**BIDS BY ELIGIBLE NRIS:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

**BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the

same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up

share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof.

Limited liability partnerships can participate in the Offer only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 25,00,00,000/- (subject to applicable law) and pension funds with a minimum corpus of ₹25,00,00,000/-, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged

along with the Bid cum Application Form.

- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 25,00,00,000/- (subject to applicable law) and pension funds with a minimum corpus of ₹ 25,00,00,000/-, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

## **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Offer price of ₹ [•] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “ [RockingDeals Circular Economy Limited IPO-Anchor Account - R]”
- b. In case of Non-Resident Anchor Investors: — “ [RockingDeals Circular Economy 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 p.m. 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,
  1. The applications accepted by any Designated Intermediaries
  2. The applications uploaded by any Designated Intermediaries or
  3. 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 available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S.No	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DPID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in 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 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 centres 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**

- i. 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.
- ii. 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 prospectus. For details in relation to allocation, the Bidder may refer to the prospectus.

- iii. 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.
- iv. 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 prospectus.
- v. 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.
- vi. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### **Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC**

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 Delhi, therefore Hindi being regional language of Delhi, each with wide circulation. In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the ROC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

#### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Offer period and



withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

**Do's:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
6. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
14. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and Bids by persons resident in

the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;
22. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
24. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;
25. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank issues the UPI Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
26. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
27. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
28. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
30. FPIs making MIM Bids using MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
31. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
32. UPI Bidders Bidding through the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have

verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/Offer Closing Date;
34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer;
35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment; and
36. Ensure that the Demographic Details are updated, true and correct in all respects

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Bank;
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 3.00 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 3 p.m. on the QIB Bid / Offer Closing Date;
15. Do not Bid for Equity Shares in excess of what is specified for each category;
16. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
17. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Prospectus;
23. Do not submit the General Index Register (GIR) number instead of the PAN;
24. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
25. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Bank;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
28. Anchor Investors should not bid through the ASBA process;
29. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
30. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
31. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
32. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
33. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
34. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
35. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- (a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.

- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

#### **GROUNDINGS 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 Prospectus.
- 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 Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents arenot 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 prospectus and as per the instructions in the prospectus 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 144Aunder the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/ApplicationForm at the time of blocking such Bid Amount in the bank account;

- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.
- 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 prospectus.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. 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.

#### **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 1000 Equity Shares and in multiples of 1000 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 1000 Equity Shares and in multiples of 1000 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, upto a minimum of 1000 Equity Shares and in multiples of 1000 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 1000 Equity Shares and in multiples of 1000 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 1000 Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) 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
  - iii) 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 finalise 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 1,000 equity shares the allotment will be made as follows:
- Each successful Bidder shall be allotted 1,000 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 1000 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 1000 equity shares subject to a minimum allotment of 1000 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 1000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair



and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The

Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e. <https://www.nseindia.com/>. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the 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 centres for collecting the application shall be disclosed is available on the website of NSE i.e. <https://www.nseindia.com/>.

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 6 (Six) 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 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) 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 case.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

**"Any person who—**

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;

- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six 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 six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Offer of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Offer after the Bid/ Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh Draft 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;
- 11) There shall be only one denomination for the equity shares of the issuer; and
- 12) We shall comply with such disclosure and accounting norms specified by the board from time to time.

#### **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 undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company 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 May 16, 2023 between NSDL, the Company and the Registrar to the Offer;
- b) Tripartite Agreement dated May 15, 2023 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an **ISIN No. INEOPTR01012**

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DPIIT, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION XIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION****THE COMPANIES ACT, 2013****AND****COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION****OF****ROCKINGDEALS CIRCULAR ECONOMY LIMITED  
(THE "COMPANY")****1. CONSTITUTION OF THE COMPANY**

(a) The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.

(b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

**2. DEFINITIONS AND INTERPRETATION****A. Definitions**

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

a. "Act" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made there under. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

b. "Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

c. "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.

d. "Auditors" shall mean and include those persons appointed as such for the time being by the Company.

e. "Board" or "Board of Directors" shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

f. "Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

g. "Business Day" shall mean a day on which scheduled commercial banks are open for normal banking business;

h. "Capital" or "Share Capital" shall mean the authorized share capital of the Company.

i. "Chairman" shall mean such person as is nominated or appointed in accordance with Article 35 herein below.

j. "Companies Act, 2013" shall mean the Companies Act, 2013 (Act 18 of 2013), as amended, including any statutory modification or re-enactment thereof, for the time being in force

- k. "Company" or "this Company" shall mean Rockingdeals Circular Economy Limited.
- l. "Committees" shall have the meaning ascribed to such term in Article 66.
- m. "Depositories Act" shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.
- n. "Director" shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.
- o. "Dividend" shall include interim dividends.
- p. "Encumbrance" shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;
- q. "Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis.
- r. "Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10 (Rupees Ten) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.
- s. "Executor" or "Administrator" shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.
- t. "Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.
- u. "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.
- v. "Law/Laws" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.
- w. "Memorandum" shall mean the memorandum of association of the Company, as amended from time to time.
- x. "Office" shall mean the registered office for the time being of the Company.
- y. "Paid-up" shall include the amount credited as paid up.
- z. "Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).
- aa. "Register of Members" shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act. (bb) "Registrar" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company. (cc) "Rules" shall mean the rules made under the Act and as notified from time to time.
- ab. "Seal" shall mean the common seal(s) for the time being of the Company, if any.

ac. "SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992. "SEBI Listing Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

ad. "Securities" or "securities" shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

ae. "Shares" or "shares" shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

af. "Shareholder" or "shareholder" or "member" shall mean any shareholder of the Company, from time to time.

ag. "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.

ah. "Stock Exchanges" shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

## B. Interpretation

In these Articles (unless the context requires otherwise):

a. References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.

b. 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.

c. 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.

d. 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.

e. 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".

f. 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.

g. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

h. 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.

## 3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

## 4. SHARE CAPITAL

a. The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the



Company with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may sub-divide, consolidate and increase the Share Capital from time to time and upon the sub-division of Shares, apportion the right to participate in profits in any manner as between the Shares resulting from the sub-division.

b. The Company has power, from time to time, to increase or reduce its authorised or issued and Paid-up Share Capital, in accordance with the Act, applicable Laws and these Articles.

c. The Share Capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.

d. The Board may, subject to the relevant provisions of the Act and these Articles, allot and issue Shares as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or in respect of an acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any Shares which may be so allotted may be issued as fully/partly Paid-up Shares and if so issued shall be deemed as fully/partly Paid-up Shares.

e. Except so far as otherwise provided by the conditions of issue or by these Articles, any Share Capital raised by the creation of new Shares, shall be considered as part of the existing Share 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.

f. Any application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members, shall for the purposes of these Articles, be a Shareholder.

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 insertion 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.

## **5. PREFERENCE SHARES**

### **a. Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

### **b. Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible preference shares liable to be converted in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

## **6. PROVISIONS IN CASE OF PREFERENCE SHARES**

Upon the issue of preference shares pursuant to Article 5 above, the following provisions shall apply:

a. No such preference shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

b. No such shares shall be redeemed unless they are fully paid;

c. 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 securities premium account, before the shares are redeemed;

d. Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

e. The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

g. Whenever the Company shall redeem any redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act.

## **7. COMPANY'S LIEN**

C. On shares :

a. The Company shall have a first and paramount lien:

(I) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

(II) on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company;

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

b. The Company's lien, if any, on the shares, (not being a fully paid share), shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

c. For the purpose of enforcing such lien, the Board may sell such partly Paid-up shares, subject thereto in such manner as the Board shall think fit, and for that purpose may cause to be issued, a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to said shares be affected by any irregularity or invalidity in the proceedings in reference to the sale of such shares;

Provided that no sale of such shares shall be made :

(I) unless a sum in respect of which the lien exists is presently payable; or

(II) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

d. No Shareholder shall exercise any voting right in respect of any shares or Debentures 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 of lien.

e. Subject to the Act and these Articles, the right of lien under this Article 7 shall extend to other Securities.

## **8. CALLS**

a. Subject to the provisions of Section 49 of the Act, the terms on which any shares may have been issued and allotted, the Board may, from time to time, by a resolution passed at a meeting of the Board, make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by instalments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.

b. 14 (fourteen) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment, provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. The call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date as shall be fixed by the Board.

d. The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

e. 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 Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

f. If any Shareholder or allottee fails to pay the whole or any part of any call or instalment, due from him on the day appointed for payment thereof, or any such extension thereof, he shall be liable to pay interest on the same from the day appointed for the payment to the time of actual payment at 10 (ten) per cent per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder and the Board shall be at liberty to waive payment of such interest either wholly or in part.

g. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by instalments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

h. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal 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 Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so 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 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 and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such Shareholder was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.

i. The Company may enforce a forfeiture of shares under Article 11 below notwithstanding the following : (i) a judgment or a decree in favour of the Company for calls or other money due in respect of any share; (ii) part payment or satisfaction of any calls or money due in respect of any such judgement or decree; (iii) the receipt by the Company of a portion of any money which shall be due from any Shareholder to the Company in respect of his shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.

j. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as 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 in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board may agree upon; provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. Provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such Member appears to the Board to be excessive, it shall be lawful for the Board from time to time to repay to such Member so much of such money as shall then exceed the amount of the calls made upon such shares in the manner determined by the Board. Provided also that if at any time after the payment of any money so paid in advance, the Company shall go into liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the member to the Company, on instalments or calls, or in any other manner, the maker of such advance shall be entitled (as between himself and the other Members) to receive back from the Company the full balance of such moneys rightly due to him by the Company in priority to any payment to members on account of capital, in accordance with and subject to the provisions of the Act.

k. No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

## **9. TRANSFER AND TRANSMISSION OF SHARES**

a. The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any share, Debenture or other Security held in a material form.

b. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

c. I. An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

II. Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

d. Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee have been entered in the Register of Members in respect thereof.

e. Subject to the provisions of the Act, a person entitled to a share by transmission shall, subject to the right of the Board to retain such Dividends as hereinafter provided in Article 72(g) be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the shares.

f. The Board shall have power on giving not less than 7 (seven) days ' previous notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated and by publishing a notice on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

g. Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

h. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transfer / transmission to any shares or his nominee(s) if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

i. Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/ transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the listing requirements of the relevant Stock Exchanges on the ground that the number of shares to be transferred is less than any specified number.

j. In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder(s) recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

k. The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 9 (a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

l. (I) Subject to the provisions of Articles and the Act, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it 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 Board thinks sufficient

either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

m. A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

(I) Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to register himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(II) Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a unpaid dividend account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

(III) In case of transfer and transmission of shares or other securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

n. Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

o. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration or other similar documents.

p. 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 of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any 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 required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some 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 Board shall so think fit.

q. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

## **10. DEMATERIALIZATION OF SECURITIES**

a. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

b. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

c. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

d. Securities in Depositories to be in fungible form :

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

e. Rights of Depositories & Beneficial Owners :

(I) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(II) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(III) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

(IV) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

f. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial

interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to Article 17(l).

g. Register and Index of Beneficial Owners :

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

h. Cancellation of Certificates upon surrender by Person :

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

i. Service of Documents :

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

j. Transfer of Securities :

(I) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(II) In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

k. Allotment of Securities dealt with in a Depository :

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

l. Certificate Number and other details of Securities in Depository :

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

m. Provisions of Articles to apply to Shares held in Depository :

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

n. Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

o. Option to opt out in respect of any such Security:

Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

p. Overriding effect of this Article:

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.

## **11. FORFEITURE OF SHARES**

a. If any Shareholder fails to pay any call or instalment of a call or any part thereof or any money 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 as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to such Shareholder or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of service of notice), and a place or places on or before which such call or instalment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or instalment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable, will be liable to be forfeited.

c. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, instalments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act.

d. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, 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.

e. Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

f. Any Shareholder whose shares have been forfeited shall, cease to be a shareholder of the Company and notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, instalments, interest and expenses and other money 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 as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

g. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

h. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

i. 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 purchaser 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.

j. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

k. The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

l. The Directors may subject to the provisions of the Act, accept a surrender of any share certificates from or by any Shareholder desirous of surrendering them on such terms as the Directors think fit.

## **12. ALTERATION OF SHARE CAPITAL**

Subject to these Articles and Section 61 of the Act, the Company may, by an Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

a. increase its Share Capital by such amount as it thinks expedient;

b. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares :

c. Provided that no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

d. convert all or any of its fully Paid up shares into stock, and reconvert that stock into fully Paid up shares of any denomination;

e. sub-divide its existing Shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

f. cancel its Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

## **13. REDUCTION OF SHARE CAPITAL**

The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

## **14. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES**

Pursuant to a resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

## **15. POWER TO MODIFY RIGHTS**

a. Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may be varied, subject to the provisions of Section 48 of the Act and applicable Laws, and whether or not the Company is being wound up, be varied provided the same

is affected with consent in writing of the holders of not less than three-fourths of the issued shares of that class or by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.

b. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

c. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

#### **16. REGISTERS TO BE MAINTAINED BY THE COMPANY**

a. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act

(I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(II) A register of Debenture holders; and

(III) A register of any other security holders.

b. The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

c. The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

#### **17. SHARES AND SHARE CERTIFICATES**

a. The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

b. A duplicate certificate of shares may be issued, if such certificate :

(I) is proved to have been lost or destroyed; or

(II) has been defaced, mutilated or torn; and is surrendered to the Company.

c. The Company shall be entitled to dematerialise its existing Shares, rematerialise its Shares held in the depository and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, and the regulations framed there under, if any.

d. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles 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. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.

- e. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
- f. When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
- g. All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.
- h. The Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (g) of this Article.
- i. All books referred to in sub-article (h) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.
- j. The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- k. If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.
- l. Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Shareholder shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member.

## **18. SHARES AT THE DISPOSAL OF THE DIRECTORS**

- a. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.
- b. Subject to applicable Law, the Directors are hereby authorised to issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and allotment to such of the officers, employees and workers of the Company as the Directors may decide or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate. Subject to the consent of the Stock Exchanges and SEBI, the Directors may impose the condition that the shares in or debentures of the Company so allotted shall not be transferable for a specified period.
- c. If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.
- d. Every Shareholder, or his heirs, Executors, or Administrators 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 Articles require or fix for the payment thereof.

e. In accordance with Section 56 and other applicable provisions of the Act and the Rules:

(I) Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such

certificate shall be issued in the manner prescribed under section 46 of the Act and the Rules framed thereunder. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. A certificate issued under the Seal of the Company, if any, or signed by two Directors or by a Director and the Secretary, specifying the Shares held by any Person shall be prima facie evidence of the title of the Person to such Shares. Where the Shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.

(II) Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment in case of Shares and 6 (six) months from the date of allotment in case of Debentures, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 17 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders. For any further certificate, the Board shall be entitled but shall not be bound, to prescribe a charge not exceeding Rs. 20 (Rupees 20).

(III) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot. Where share certificates are issued in either more or less than marketable lots, sub-division or consolidation of share certificates into marketable lots shall be done free of charge.

(IV) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

## **19. UNDERWRITING AND BROKERAGE**

a. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

b. The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful.

## **20. FURTHER ISSUE OF SHARE CAPITAL**

a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(I) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

A. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to

have been declined;

B. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in Article 20(a)(i) above shall contain a statement of this right;

C. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.

(II) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(III) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.

b. The notice referred to in sub-clause A of Article 20(a)(i)(A) shall be dispatched through registered post or speedpost or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

c. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

d. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act and the Rules.

## **21. NOMINATION BY SECURITIES HOLDERS**

a. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

b. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.

c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

## **22. NOMINATION FOR DEPOSITS**

A security holder may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

### **23. NOMINATION IN CERTAIN OTHER CASES**

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it 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 such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

### **24. BORROWING POWERS**

a. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

- (I) accept or renew deposits from Shareholders;
- (II) borrow money by way of issuance of Debentures;
- (III) borrow money otherwise than on Debentures;
- (IV) accept deposits from Shareholders either in advance of calls or otherwise; and
- (V) generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

b. Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

c. Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

d. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. 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.

e. Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

f. The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

## **25. SHARE WARRANTS**

a. Share warrants may be issued as per the provisions of applicable Law.

b. Power to issue share warrants

The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated, by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

c. Deposit of share warrant

(I) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register of Members as the holder of the share included in the deposited warrant.

(II) Not more than one person shall be recognised as depositor of the share warrant.

(III) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

d. Privileges and disabilities of the holders of share warrant

(I) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.

(II) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the Register of Members as the holder of the share included in the warrant, and shall be a Member of the Company.

e. Issue of new Share Warrant or Coupon

The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

## **26. CONVERSION OF SHARES INTO STOCK AND RE-CONVERSION**

a. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock

arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

c. Where the shares are converted into stock, such of the Articles as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

## **27. CAPITALISATION OF PROFITS**

The Company in General Meeting may, upon the recommendation of the Board, resolve:

a. 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 Company's profit and loss account or otherwise, as available for distribution, and

b. that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

c. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(I) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(II) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(III) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).

d. A securities premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

## **28. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE**

a. The Board shall give effect to a Resolution passed by the Company in pursuance of this Article 28.

b. Whenever such a Resolution as aforesaid shall have been passed, the Board shall:

(I) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(II) generally do all acts and things required to give effect thereto.

c. The Board shall have full power:

(I) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and

(II) to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

d. Any agreement made under such authority shall be effective and binding on all such shareholders.

## **29. ANNUAL GENERAL MEETING**

In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gap shall elapse between the date of one Annual General Meeting



and that of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

### **30. WHEN ANNUAL GENERAL MEETING TO BE HELD**

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon 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.

### **31. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING**

a. Every Annual General Meeting shall be called during business hours as specified under the Act or Rules on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

b. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy 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 Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

### **32. NOTICE OF GENERAL MEETINGS**

a. Number of days' notice of General Meeting to be given : A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served. However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(I) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company;

(II) Auditor or Auditors of the Company; and

(III) All Directors.

The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

b. Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

c. Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either in writing or through electronic mode as prescribed in the Act and relevant Rules thereunder personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

d. Special Business : Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company,

the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special. In case of an Annual General Meeting of the Company, all business to be transacted thereat shall be deemed to be special with the exception of the business specified in Section 102 of the Act.

e. Resolution requiring Special Notice : With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

f. Notice of Adjourned Meeting when necessary : When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

g. Notice when not necessary : 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.

h. The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

### **33. REQUISITION OF EXTRAORDINARY GENERAL MEETING**

a. The Board may, whenever it thinks fit, call an Extraordinary General Meeting or it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

b. Any valid requisition so made by Shareholders 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 Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

c. Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty -one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

d. Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

e. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

f. The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

### **34. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT**

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the meeting if convened by or upon the requisition of Members, shall stand dissolved but in case of any other Shareholders' Meeting shall be 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 at such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

### **35. CHAIRMAN**

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

### **36. CHAIRMAN CAN ADJOURN THE GENERAL MEETING**

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **37. DEMAND FOR POLL**

a. At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded in accordance with the Act, be decided in the manner set out in the Act. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman 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 Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

b. In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

c. If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office of the Company is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

d. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutineers as prescribed under the Act and Rules to scrutinise the votes given on the poll and to report thereon to him. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

e. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith.

f. The demand for a poll except on the question of the election of the Chairman 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.

g. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

h. The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

### **38. PASSING RESOLUTIONS BY POSTAL BALLOT**

a. Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required

to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

b. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

### **39. VOTES OF MEMBERS**

a. No Shareholder 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 or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

b. Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

c. On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

d. A Shareholder 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, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

e. If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint-holders shall be entitled to be present at the meeting. Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

f. Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

g. Any Person entitled to transfer any shares of the Company 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 forty-eight hours at least 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 Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

h. Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

i. An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument)

or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

j. A Shareholder present by proxy shall be entitled to vote only on a poll.

k. Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration) Rules, 2014.

l. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

m. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

n. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

(I) The Company shall cause minutes of the proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

(II) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.

(III) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(IV) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.

(V) 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 Chairman 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 Chairman 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.

(VI) Any such Minutes shall be evidence of the proceedings recorded therein.

(VII) The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

(VIII) The Company shall cause minutes to be duly entered in books provided for the purpose of:

A. the names of the Directors and Alternate Directors present at each General Meeting;

B. all Resolutions and proceedings of General Meeting.

o. All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.

p. Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

q. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.

#### **40. DIRECTORS**

a. The following shall be the First Directors of the Company:

**1. H.P. SINGH**

**2. KULBIR CHOPRA**

a. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

b. Subject to Article 41(a), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.

c. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

#### **41. CHAIRMAN OF THE BOARD OF DIRECTORS**

a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

#### **42. APPOINTMENT OF ALTERNATE DIRECTORS**

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a 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 the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

#### **43. CASUAL VACANCY AND ADDITIONAL DIRECTORS**

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 40. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

#### **44. DEBENTURE DIRECTORS**

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders 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 bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

#### **45. INDEPENDENT DIRECTORS**

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Listing Regulations.

#### **46. NOMINEE DIRECTORS**

a. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government Company.

b. So long as any moneys remain owing by the Company to The Industrial Development Bank of India, Industrial Finance Corporation of India, The Industrial Credit and Investment Corporation of India Limited, The Industrial Reconstruction Corporation of India Limited, Life Insurance Corporation of India, General Insurance Corporation of India, National Insurance Company Limited, The Oriental Fire & General Insurance Company Limited, The New India Assurance Company Limited, United India Insurance Company Ltd., Karnataka State Industrial Investment and Development Corporation Ltd. or any State Financial Corporation or any Financial Institution owned or controlled by the Central Government or any State Government or the Reserve Bank of India or by two or more of them by Central Government themselves (each of the above and Unit Trust of India are hereinafter referred to as the Corporation) out of any loans/debentures, assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of any guarantee furnished by the Corporation on behalf of the Company and remaining outstanding, the Corporation shall have a right to appoint from time to time, any person as Director, Wholetime or non-Wholetime (which Director or Directors, is/are hereinafter referred to as 'Nominee Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person in his or their places. The Board shall have no power to remove from the office of the Nominee Directors. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

#### **47. PERIOD OF HOLDING OF OFFICE BY NOMINEE DIRECTORS**

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said powers shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/ shares in the Company or on the satisfaction of liability of the Company arising out of any guarantee furnished by the Corporation.

#### **48. APPOINTMENT OF SPECIAL DIRECTORS**

On behalf of the Company, whenever Directors enter 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 guarantee or security or for technical collaboration or assistance or for underwriting or entering into any other arrangement whatsoever the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that

such appointer shall have right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

#### **49. NO QUALIFICATION SHARES FOR DIRECTORS**

A Director shall not be required to hold any qualification shares of the Company.

#### **50. REMUNERATION OF DIRECTORS**

a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

c. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

#### **51. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR**

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

#### **52. MISCELLANEOUS EXPENSES OF DIRECTORS**

In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them : (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time.

#### **53. CONTINUING DIRECTORS**

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 40 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

#### **54. DISQUALIFICATION AND VACATION OF OFFICE BY A DIRECTOR**

a. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in section 164 and other relevant provisions of the Act. Further, on and after being appointed as a Director, the office of



a Director shall ipso facto be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.

b. Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later.

#### **55. RELATED PARTY TRANSACTIONS AND DISCLOSURE OF INTEREST**

The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Law in respect of related party transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

#### **56. RETIREMENT OF DIRECTORS BY ROTATION**

a. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.

b. The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Provided that and to the extent permissible under the Act, the Managing Director, joint managing director, deputy managing director, manager or whole-time Director(s) appointed or such other directors nominated pursuant to Articles 44 and 46 hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

#### **57. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP**

a. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

b. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless :

(I) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(II) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;

(III) he is not qualified or is disqualified for appointment;

(IV) a resolution whether Special or Ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act; or

(V) Section 162 of the Act is applicable to the case.

#### **58. MANAGING DIRECTOR(S) / WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S) / MANAGER**

Subject to the provisions of Section 203 of the Act and other applicable provisions of the Act and of these Articles, the Board may appoint from time to time one or more of their Directors to be the Managing Director or joint managing director or whole time director or deputy managing director or manager of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act) partly as the Board may think fit in accordance with the applicable provisions of the Act and the Rules thereunder. Subject to the provisions of the Act, the Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager of the Company so appointed by the Board shall

not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors, but their appointment shall be subject to determination ipso facto if they cease from any cause to be a director or if the company in General Meeting resolve that their tenure of the office of Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager be determined.

**59. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT**

a. Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of management personnel namely, a managing director and manager.

b. The remuneration of a Managing Director/ whole time director or executive director or manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.

**60. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER**

Subject to the provisions of the Act, the Directors, may from time to time entrust and confer upon a Managing Director, whole time director(s), executive director(s) or managers for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time to time revoke, withdraw, alter or vary all or any of such powers.

**61. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING**

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

a. to make calls on Shareholders in respect of money unpaid on their shares;

b. to authorise buy-back of securities under Section 68 of the Act;

c. to issue securities, including debentures, whether in or outside India;

d. to borrow money(ies);

e. to invest the funds of the Company;

f. to grant loans or give guarantee or provide security in respect of loans; and

g. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above. In respect of dealings between the company and its bankers the exercise by the company of the powers specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of. The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.

**62. PROCEEDINGS OF THE BOARD OF DIRECTORS**

a. At least 4 (four) Board Meetings shall be held in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.

b. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed under the Act, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters

as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

c. The Secretary, as directed by a Director, or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

d. The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.

e. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

f. At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

### **63. QUORUM FOR BOARD MEETING**

a. Quorum for Board Meetings

(I) Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum. 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 present at the meeting being not less than two, shall be the quorum during such meeting.

(II) If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.

### **64. CASTING VOTE**

Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. 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.

### **65. POWERS OF THE BOARD**

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

a. The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of association of the Company.

b. The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

(I) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the

Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

(II) Remit, or give time for repayment of, any debt due by a Director;

(III) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

(IV) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

Provided further that prior permission of the Company in a General Meeting shall be required for making a contribution, in any Financial Year, to bonafide charitable and other funds in excess of an aggregate amount equivalent to 5 (five) % of the Company's average net profits for the 3 (three) immediately preceding Financial Years.

#### c. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article 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 last preceding Article and other provisions of the Act, it is hereby declared that the Directors shall have the following powers, that is to say, power:

(I) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.

(II) Payment out of Capital : To pay and charge to the capital account of the company any commission or interest lawfully payable thereout under the provisions of Sections 40(6) of the Act,

(III) To acquire property : Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights, privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in any such purchases or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory,

(IV) To pay for property, etc. : At their discretion and subject to the provisions of the Act, to pay for any property, rights, or privileges acquired or services rendered in the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the such amount credited as paid up thereon as may be agreed upon and any such bonds; debentures, mortgages or other securities may be either, specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

(V) To secure contracts : To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

(VI) To accept surrender of shares : To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.

(VII) To appoint Trustees : To appoint any person to accept and to hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

(VIII) To bring and defend actions : To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers or otherwise payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.

(IX) To act in insolvency matters : To act on behalf of the Company in all matters relating to bankrupts and insolvents.

(X) To give receipts : To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.

(XI) To invest moneys: Subject to the provisions of Sections 179, 180 (1) (c), 185, and 186 of the Act, to invest, deposit and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.

(XII) To provide for Personal Liabilities : 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 surety; for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale, and such other powers, provisions, covenants and agreements as shall be agreed upon.

(XIII) To authorise acceptances: To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give necessary authority for such purpose.

(XIV) To distribute bonus : To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.

(XV) To provide for welfare of employees : 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 dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions or funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 180 of the Act. To subscribe or contribute or otherwise to assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.

(XVI) To create reserve fund : Before recommending any dividend to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture- stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think, conducive to the interest of the company notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the company might rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the company or in the purchase or repayment of debentures or debenture- stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

(XVII) To appoint managers etc. : To appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, 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 fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amount as 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.

(XVIII) To comply with local Laws: To comply with requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

(XIX) To delegate powers : Subject to Section 179 of the Act, from time to time and at any time to delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make call or to make loans or borrow moneys, and any such appointment or delegation may be made on such terms, and subject to such conditions as the Board may think fit, and the Board may at anytime remove any persons so appointed and may annul any such delegation.

(XX) To authorise by power of attorney : At any time and from time to time by Power of Attorney (if so resolved by the Board 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 the limits authorised 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 any such appointment may (if the Board thinks fit) be made in favour of the shareholders, directors, nominees or managers 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 Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain Powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the Powers, authorities and discretions for the time- being vested in them.

(XXI) To negotiate: Subject to Section 188 of the Act for or in relation to any of the matters aforesaid or otherwise for the purposes 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.

(XXII) To make and vary Regulations : From time to time make, vary or repeal bye- laws for the regulation of the business of the Company, its officers and servants.

(XXIII) Amendments to Accounts: Subject to Section 130, the directors shall, if they consider it to be necessary and in the interest of the company, be entitled to amend the Audited Accounts of the company of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts effected by the directors in pursuance of this Article shall be placed before the members in General Meeting for their consideration and approval.

(XXIV) To formulate schemes, etc. : Subject to provisions of Law, the directors may formulate, create, institute or set up such schemes, trusts, plans or proposals as they may deem fit for the purpose of providing incentive to the officers, employees and workers of the company, including without limiting the generality of the foregoing, formulation of schemes for the subscription by the officers, employees and workers to shares in, or debentures of, the company.

## **66. COMMITTEES AND DELEGATION BY THE BOARD**

a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, 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 of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

c. The meetings and proceedings of any such Committee of the Board consisting of 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 regulation made by the Directors under the last preceding Article.

## **67. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT**

a. All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may 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. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

b. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

## **68. PASSING OF RESOLUTION BY CIRCULATION**

a. 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 form, 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 provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

b. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

## **69. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD**

a. The Company shall prepare, circulate and maintain minutes of each Board Meeting in accordance with the Act and Rules and such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

b. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

## **70. THE SECRETARY**

Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

## **71. SEAL**

a. The Board may provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and if the Seal is provided for, the Board shall provide for the safe custody of the Seal for the time being.

b. Subject to Article 72 (a), the Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 2 (two) Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those 2 (two) Directors and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

**72. DIVIDEND POLICY**

- a. The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.
- b. Subject to the provisions of Section 123 of the Act, the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.
- c. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the net profits shall be conclusive.
- d. Subject to Section 123, the Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.
- e. Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.
- f. (I) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.
- (II) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this Article as paid on shares.
- (III) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.
- g. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.
- h. Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money (ies) payable in respect of such shares.
- i. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
- j. Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
- k. Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost



to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint -holders of any Share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands, shall for the purposes of this Article be deemed to be joint-holders thereof.

l. No unpaid Dividend shall bear interest as against the Company.

m. Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set -off against such calls.

n. Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

### **73. UNPAID OR UNCLAIMED DIVIDEND**

a. Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank.

b. Subject to provisions of the Act, any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

c. Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

### **74. ACCOUNTS AND BOARD'S REPORT**

a. The Company shall prepare and keep the books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, in accordance with the Act, Rules and as required under applicable Law.

b. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' as to the state of the Company's affairs and as to the amounts, if any, which it proposes to carry to any reserves in such balance sheet and the amount, if any, which it recommends should be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditor's report and by the company secretary in practice in his secretarial audit report.

c. The Company shall comply with the requirements of Section 136 of the Act.

### **75. DOCUMENTS AND NOTICES**

a. A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address.

b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum

sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have affected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

c. A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.

d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.

e. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

f. All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

g. Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard.

#### **76. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

#### **77. NOTICE BY ADVERTISEMENT**

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

#### **78. WINDING UP**

a. If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

b. For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders.

c. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **79. INDEMNITY**

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

#### **80. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS**

Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

#### **81. SIGNING OF CHEQUES**

Subject to applicable Law and Section 64 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### **82. INSPECTION BY SHAREHOLDERS**

The register of charges, register of investments, Register of Members, books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

#### **83. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time.

#### **84. SECRECY OF WORKS OR INFORMATION**

No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or maybe in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

#### **85. SECRECY DUTIES OF THE OFFICER TO OBSERVE**

Every Director, Managing Directors, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company with its customers and the state of accounts with individuals and all manufacturing, technical and business information of the company and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the general meeting or by a court of law except so far as may be necessary in order to comply with any of the provision of these Articles or Law.

#### **86. AUTHORIZATIONS**

a. Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific



regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).

b. If pursuant to the approval of these Articles, if the Act requires any matter any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

## SECTION XIV- OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: Shop Kh No 424 Basement Ghitorni, Gadaipur South West Delhi-110030 from the date of filing the Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m.*

#### MATERIAL CONTRACTS

1. Issue Agreement dated September 02, 2023 between our company and the Lead Manager.
2. Registrar Agreement dated September 02, 2023 between our company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated November 09, 2023 among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank and the Registrar to the Issue.
4. Underwriting Agreement dated November 10, 2023 between our company and the Underwriters.
5. Market making Agreement dated November 09, 2023 between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated May 16, 2023.
7. Agreement among CDSL, our company and the registrar to the issue dated May 15, 2023.

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated August 17, 2023 in relation to the Issue and other related matters.
3. Shareholders' resolution dated August 19, 2023 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated September 02, 2023 on Restated Financial Statements of our Company for the period ended June 30, 2023 and for the years ended March 31, 2023, 2022 and 2021.
6. The Report dated September 12, 2023 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. The Report dated September 07, 2023 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. Copy of approval from NSE Emerge vide letter dated November 08, 2023 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
9. Due diligence certificate dated September 22, 2023 and November 14, 2023 from Lead Manager to the Issue.
10. Board Resolution dated November 14, 2023 for approval of Red Herring Prospectus and Board Resolution dated November 27, 2023 for approval of the Prospectus.

*Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

## DECLARATION

We, hereby declares 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 Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
<b>S.N.</b>	<b>Name</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Mr. Aman Preet	Executive	Managing Director	Sd /-
2.	Tarun Goel	Executive	Director	Sd/-
3.	Mrs. Kulbir Chopra	Non- Executive	Director	Sd /-
4.	Mrs. Avneet Chopra	Non- Executive	Director	Sd /-
5.	Mr. Ravtej Singh Teer	Non – Executive	Independent Director	Sd /-
6.	Mr. Prabhkamal Singh Sahnii	Non – Executive	Independent Director	Sd /-
<b>Signed by the Chief Financial Officer and Company Secretary of our Company</b>				
7.	Mr. Gaurav Gupta	Whole – Time	Chief Financial Officer	Sd /-
8.	Ms. Deepika Dixit	Whole – Time	Company Secretary	Sd /-

**Place:** New Delhi

**Date:** November 27, 2023